

CARROLS RESTAURANT GROUP, INC.  
Form SC 13G/A  
February 17, 2015

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934  
(Amendment No. 1)\*

Carrols Restaurant Group, Inc.  
(Name of Issuer)

Common Stock, \$.01 par value  
(Title of Class of Securities)

14574X104  
(CUSIP Number)

December 31, 2014  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

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\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).



CUSIP 74X104  
No.

1. NAME OF  
REPORTING  
PERSONS  
I.R.S.  
IDENTIFICATION  
NOS. OF  
ABOVE  
PERSONS  
(ENTITIES  
ONLY)

Brigade  
Capital  
Management,  
LP

2. CHECK THE  
APPROPRIATE  
BOX IF A  
MEMBER OF A  
GROUP (SEE  
INSTRUCTIONS)

(a)   
(b)

3. SEC USE  
ONLY

4. CITIZENSHIP  
OR PLACE  
OF  
ORGANIZATION

Delaware

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON WITH

5. SOLE  
VOTING  
POWER

0

6. SHARED  
VOTING  
POWER

0

7. SOLE  
DISPOSITIVE  
POWER

0

8. SHARED  
DISPOSITIVE  
POWER

0

9. AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON

0

10. CHECK  
BOX IF  
THE  
AGGREGATE  
AMOUNT  
IN ROW (9)  
EXCLUDES  
CERTAIN  
SHARES  
(SEE  
INSTRUCTIONS)

11. PERCENT  
OF CLASS  
REPRESENTED  
BY  
AMOUNT  
IN ROW (9)

0%

12.

TYPE OF  
REPORTING  
PERSON  
(SEE  
INSTRUCTIONS)

PN

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CUSIP 74X104  
No.

1. NAME OF  
REPORTING  
PERSONS  
I.R.S.  
IDENTIFICATION  
NOS. OF  
ABOVE  
PERSONS  
(ENTITIES  
ONLY)

Brigade  
Capital  
Management  
GP, LLC

2. CHECK THE  
APPROPRIATE  
BOX IF A  
MEMBER OF A  
GROUP (SEE  
INSTRUCTIONS)

(a)   
(b)

3. SEC USE  
ONLY

4. CITIZENSHIP  
OR PLACE  
OF  
ORGANIZATION

Delaware

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON WITH

5. SOLE  
VOTING  
POWER

0

6. SHARED  
VOTING  
POWER

0

7. SOLE  
DISPOSITIVE  
POWER

0

8. SHARED  
DISPOSITIVE  
POWER

0

9. AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON

0

10. CHECK  
BOX IF  
THE  
AGGREGATE  
AMOUNT  
IN ROW (9)  
EXCLUDES  
CERTAIN  
SHARES  
(SEE  
INSTRUCTIONS)

11. PERCENT  
OF CLASS  
REPRESENTED  
BY  
AMOUNT  
IN ROW (9)

0%

12. TYPE OF  
REPORTING  
PERSON  
(SEE  
INSTRUCTIONS)

OO

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CUSIP 74X104  
No.

1. NAME OF  
REPORTING  
PERSONS  
I.R.S.  
IDENTIFICATION  
NOS. OF  
ABOVE  
PERSONS  
(ENTITIES  
ONLY)

Brigade  
Leveraged  
Capital  
Structures  
Fund Ltd.

2. CHECK THE  
APPROPRIATE  
BOX IF A  
MEMBER OF A  
GROUP (SEE  
INSTRUCTIONS)

(a)   
(b)

3. SEC USE  
ONLY

4. CITIZENSHIP  
OR PLACE  
OF  
ORGANIZATION

Cayman  
Islands

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON WITH

- 5.

SOLE  
VOTING  
POWER

0

6. SHARED  
VOTING  
POWER

0

7. SOLE  
DISPOSITIVE  
POWER

0

8. SHARED  
DISPOSITIVE  
POWER

0

9. AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON

0

10. CHECK  
BOX IF  
THE  
AGGREGATE  
AMOUNT  
IN ROW (9)  
EXCLUDES  
CERTAIN  
SHARES  
(SEE  
INSTRUCTIONS)

11. PERCENT  
OF CLASS  
REPRESENTED  
BY  
AMOUNT  
IN ROW (9)

0%

12. TYPE OF  
REPORTING  
PERSON  
(SEE  
INSTRUCTIONS)

CO

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CUSIP 74X104  
No.

1. NAME OF  
REPORTING  
PERSONS  
I.R.S.  
IDENTIFICATION  
NOS. OF  
ABOVE  
PERSONS  
(ENTITIES  
ONLY)

Donald E.  
Morgan, III

2. CHECK THE  
APPROPRIATE  
BOX IF A  
MEMBER OF A  
GROUP (SEE  
INSTRUCTIONS)

(a)   
(b)

3. SEC USE  
ONLY

4. CITIZENSHIP  
OR PLACE  
OF  
ORGANIZATION

U.S.A.

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON WITH

5. SOLE  
VOTING  
POWER

0

6. SHARED  
VOTING  
POWER

0

7. SOLE  
DISPOSITIVE  
POWER

0

8. SHARED  
DISPOSITIVE  
POWER

0

9. AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON

0

10. CHECK  
BOX IF  
THE  
AGGREGATE  
AMOUNT  
IN ROW (9)  
EXCLUDES  
CERTAIN  
SHARES  
(SEE  
INSTRUCTIONS)

11. PERCENT  
OF CLASS  
REPRESENTED  
BY  
AMOUNT  
IN ROW (9)

0%

12. TYPE OF  
REPORTING

PERSON  
(SEE  
INSTRUCTIONS)

IN

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CUSIP14574X104

No.

Item 1. (a). Name of  
Issuer:

Carrols  
Restaurant  
Group, Inc.

(b). Address of  
Issuer's  
Principal  
Executive  
Offices:

968 James  
Street  
Syracuse,  
New York  
13203

Item 2. (a) ~~Name, Principal~~

(c) Business  
Address, and  
Citizenship of  
Persons Filing:

Brigade Capital  
Management, LP –  
Delaware  
Brigade Capital  
Management GP,  
LLC – Delaware  
Brigade  
Leveraged  
Capital Structures  
Fund Ltd. –  
Cayman Islands  
Donald E.  
Morgan, III –  
U.S.A.

Brigade Capital  
Management, LP,  
Brigade Capital  
Management GP,

LLC and Donald  
E. Morgan, III:  
399 Park Avenue,  
16th Floor  
New York, New  
York 10022  
United States of  
America

Brigade  
Leveraged  
Capital Structures  
Fund Ltd.:  
c/o Elian  
Fiduciary  
Services  
(Cayman)  
Limited  
89 Nexus Way  
Camana Bay  
Grand Cayman  
KY1-9007  
Cayman Islands

(d). Title of Class of  
Securities:

Common Stock,  
\$.01 par value

(e). CUSIP Number:

14574X104

Item 3. If This  
Statement is  
filed pursuant to  
ss.240.13d-1(b)  
or 240.13d-2(b),  
or (c), check  
whether the  
person filing is  
a

(a)  Broker or dealer registered under Section 15 of the Exchange Act (15 U.S.C. 78c).

(b)  Bank as defined in Section 3(a)(6) of the Exchange Act (15 U.S.C. 78c).

(c)  Insurance company as defined in Section 3(a)(19) of the Exchange Act (15 U.S.C. 78c).



- (d)  Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
  - (e)  An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);
  - (f)  An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);
  - (g)  A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
  - (h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C.1813);
  - (i)  A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
  - (j)  Group, in accordance with s.240.13d-1(b)(1)(ii)(J).
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Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

Brigade Capital Management, LP – 0 shares  
Brigade Capital Management GP, LLC – 0 shares  
Brigade Leveraged Capital Structures Fund Ltd. – 0 shares  
Donald E. Morgan, III – 0 shares

(b) Percent of class:

Brigade Capital Management, LP – 0%  
Brigade Capital Management GP, LLC – 0%  
Brigade Leveraged Capital Structures Fund Ltd. – 0%  
Donald E. Morgan, III – 0%

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote

Brigade Capital Management, LP – 0  
Brigade Capital Management GP, LLC – 0  
Brigade Leveraged Capital Structures Fund Ltd. – 0  
Donald E. Morgan, III – 0

(ii) Shared power to vote or to direct the vote

Brigade Capital Management, LP – 0  
Brigade Capital Management GP, LLC – 0  
Brigade Leveraged Capital Structures Fund Ltd. – 0  
Donald E. Morgan, III – 0

(iii) Sole power to dispose or to direct the disposition of

Brigade Capital Management, LP – 0  
Brigade Capital Management GP, LLC – 0  
Brigade Leveraged Capital Structures Fund Ltd. – 0  
Donald E. Morgan, III – 0

(iv) Shared power to dispose or to direct the disposition of

Brigade Capital Management, LP – 0  
Brigade Capital Management GP, LLC – 0  
Brigade Leveraged Capital Structures Fund Ltd. – 0  
Donald E. Morgan, III – 0

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [X].

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Item 6. Ownership of More Than Five Percent on Behalf of Another Person.

If any other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such securities, a statement to that effect should be included in response to this item and, if such interest relates to more than five percent of the class, such person should be identified. A listing of the shareholders of an investment company registered under the Investment Company Act of 1940 or the beneficiaries of employee benefit plan, pension fund or endowment fund is not required.

N/A

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

If a parent holding company has filed this schedule, pursuant to Rule 13d-1(b)(1)(ii)(G), so indicate under Item 3(g) and attach an exhibit stating the identity and the Item 3 classification of the relevant subsidiary. If a parent holding company has filed this schedule pursuant to Rule 13d-1(c) or Rule 13d-1(d), attach an exhibit stating the identification of the relevant subsidiary.

N/A

Item 8. Identification and Classification of Members of the Group.

If a group has filed this schedule pursuant to §240.13d-1(b)(1)(ii)(J), so indicate under Item 3(j) and attach an exhibit stating the identity and Item 3 classification of each member of the group. If a group has filed this schedule pursuant to §240.13d-1(c) or §240.13d-1(d), attach an exhibit stating the identity of each member of the group.

N/A

Item 9. Notice of Dissolution of Group.

Notice of dissolution of a group may be furnished as an exhibit stating the date of the dissolution and that all further filings with respect to transactions in the security reported on will be filed, if required, by members of the group, in their individual capacity. See Item 5.

N/A

Certification.

Item  
10.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 17, 2015

(Date)

Brigade Capital Management, LP

By: /s/ Donald E. Morgan, III

(Signature)

Managing Member of its General Partner

(Name/Title)

Brigade Capital Management GP, LLC

By: /s/ Donald E. Morgan, III

(Signature)

Managing Member

(Name/Title)

Brigade Leveraged Capital Structures Fund Ltd.

By: /s/ Donald E. Morgan, III

(Signature)

Director

(Name/Title)

/s/ Donald E. Morgan, III

(Signature)

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative's authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See s.240.13d-7 for other parties for whom copies are to be sent.

Attention. Intentional misstatements or omissions of fact constitute Federal criminal violations (see 18 U.S.C. 1001).

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AGREEMENT

The undersigned agree that this Schedule 13G Amendment number 1 dated February 17, 2015 relating to the Common Stock, \$.01 par value of Carrols Restaurant Group, Inc. shall be filed on behalf of the undersigned.

February 17, 2015  
(Date)

Brigade Capital Management, LP

By: /s/ Donald E. Morgan, III  
(Signature)

Managing Member of its General Partner  
(Name/Title)

Brigade Capital Management GP, LLC

By: /s/ Donald E. Morgan, III  
(Signature)

Managing Member  
(Name/Title)

Brigade Leveraged Capital Structures Fund Ltd.

By: /s/ Donald E. Morgan, III  
(Signature)

Director  
(Name/Title)

/s/ Donald E. Morgan, III  
(Signature)