
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): June 7, 2017

Fiesta Restaurant Group, Inc.

(Exact name of registrant as specified in its charter)

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| <u>Delaware</u> (State or other jurisdiction of incorporation) | <u>001-35373</u> (Commission File Number) | <u>90-0712224</u> (I.R.S. Employer Identification No.) |
| <u>14800 Landmark Boulevard, Suite 500, Dallas, Texas</u> (Address of principal executive offices) | | <u>75254</u> (Zip Code) |

Registrant's telephone number, including area code (972) 702-9300

N/A

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

ITEM 7.01. REGULATION FD DISCLOSURE

On June 7, 2017, Fiesta Restaurant Group, Inc. issued a press release, the entire text of which is attached as Exhibit 99.1 and is incorporated by reference herein.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

(d) Exhibits

99.1 [Fiesta Restaurant Group, Inc. Press Release, dated June 7, 2017.](#)

Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

FIESTA RESTAURANT GROUP, INC.

Date: June 7, 2017

By: /s/ Lynn S. Schweinfurth

Name: Lynn S. Schweinfurth

Title: Senior Vice President,
Chief Financial Officer and Treasurer

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FIESTA RESTAURANT GROUP, INC. SHAREHOLDERS RE-ELECT ALL THREE INCUMBENT DIRECTOR NOMINEES AT 2017 ANNUAL MEETING OF SHAREHOLDERS

DALLAS, Texas (June 7, 2017) – Fiesta Restaurant Group, Inc. (“Fiesta” or the “Company”) (NASDAQ: FRGI), parent company of the Pollo Tropical® and Taco Cabana® fast casual restaurant brands, today announced that, based on preliminary voting tabulations provided by the Company’s proxy solicitor, Fiesta shareholders have supported the re-election of all three Fiesta nominees to the Company’s Board of Directors: Barry J. Alperin, Stephen P. Elker and Brian P. Friedman. Fiesta believes that all of its director candidates received between 80% and 98% of the votes cast, or 89% and 97% excluding the dissident group’s shares. The vote results are subject to certification by the independent inspector of elections.

Fiesta’s Board of Directors issued the following statement:

“During the course of this election campaign, we had very insightful discussions with a great number of our shareholders, including JCP, and received important feedback. Consistent with our year-round commitment to investor engagement, we will continue to have frequent communications with our shareholders. The Board has also decided to conduct an overall review of its corporate governance and board composition, and to put forward a proposal to declassify the Board at its next Annual Meeting. While we understand that challenges continue to lie ahead, we are gratified by the broad support of Fiesta’s shareholders and look forward to revitalizing the Company’s iconic brands and continuing to improve its financial results with our new CEO, Rich Stockinger, Fiesta’s Renewal Plan, and a refreshed and expanded Board.”

The preliminary vote count provided by the Company’s proxy solicitor also indicates that Fiesta shareholders voted in favor of all other proposals submitted for a vote at the Annual Meeting. Fiesta will file final voting results with the SEC on Form 8-K once they are certified by the independent inspector of elections.

About Fiesta Restaurant Group, Inc.

Fiesta Restaurant Group, Inc. is the parent company of the Pollo Tropical and Taco Cabana restaurant brands. The brands specialize in the operation of fast-casual restaurants that offer distinct and unique tropical and Mexican inspired flavors with broad appeal at a compelling value. For more information about Fiesta Restaurant Group, Inc., visit the corporate website at www.frgi.com.

Forward-Looking Statements

Except for the historical information contained in this news release, the matters addressed are forward-looking statements. Forward-looking statements, written, oral or otherwise made, represent Fiesta’s expectation or belief concerning future events. Without limiting the foregoing, these statements are often identified by the words “may,” “might,” “believes,” “thinks,” “anticipates,” “plans,” “expects,” “intends” or similar expressions. In addition, expressions of Fiesta’s strategies, intentions or plans are also forward-looking statements. Such statements reflect management’s current views with respect to future events and are subject to risks and uncertainties, both known and unknown. You are cautioned not to place undue reliance on these forward-looking statements as there are important factors that could cause actual results to differ materially from those in forward-looking statements, many of which are beyond Fiesta’s control. Investors are referred to the full discussion of risks and uncertainties as included in Fiesta’s filings with the Securities and Exchange Commission.

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