

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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material pursuant to §240.14a-12

Fiesta Restaurant Group, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
- (1) Title of each class of securities to which transaction applies:
 - (2) Aggregate number of securities to which transaction applies:
 - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
 - (4) Proposed maximum aggregate value of transaction:
 - (5) Total fee paid:
- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the Offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
- (1) Title of each class of securities to which transaction applies:
 - (2) Aggregate number of securities to which transaction applies:
 - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
 - (4) Proposed maximum aggregate value of transaction:
 - (5) Total fee paid:

**VOTE FOR ALL OF FIESTA'S HIGHLY QUALIFIED DIRECTOR NOMINEES
ON THE WHITE PROXY CARD TODAY!**

June 1, 2017

Dear Fellow Shareholders:

With the 2017 Annual Meeting of Shareholders (the "Annual Meeting") of Fiesta Restaurant Group, Inc. ("Fiesta" or the "Company") rapidly approaching on June 7, 2017, now is the time for shareholders to cast their votes on the WHITE proxy card **"FOR"** ALL THREE of the Board's director nominees - Barry J. Alperin, Stephen P. Elker and Brian P. Friedman - and secure the future of their investment in Fiesta.

When determining how to cast your vote, we encourage you to consider the following reasons to support Fiesta's director nominees on the WHITE proxy card, and to disregard any proxy materials you may receive from JCP Investment Management, LLC (collectively, the "Pappas Group" or "JCP"):

**Reasons to Vote FOR Fiesta's Director Nominees
on the WHITE Proxy Card TODAY**

**Decisive
Leadership**

Fiesta's Board is **engaged** and has taken **"vigorous corrective actions"** in response to **rapidly shifting conditions**

**The Right
Team**

Fiesta's Board has **assembled the right team**, including hiring Rich Stockinger, an accomplished restaurant operator, as CEO

**The Right
Strategy**

Fiesta's Board is **overseeing a strategic Renewal Plan** to **revitalize the Company's iconic brands** that is already delivering tangible results

**Refreshed
Board**

Fiesta's Board was **recently refreshed**, ensuring diverse **public company experiences** and **industry-specific qualifications**

**Superior
Nominees**

Fiesta's director nominees are **accomplished, talented and far superior in caliber** to the individuals proposed by JCP

**Proxy Advisors
Support Fiesta
Nominees**

ISS, Glass Lewis and Egan-Jones each independently recommended shareholders vote **FOR** Fiesta's highly-qualified incumbent director nominees

**PROTECT THE VALUE OF YOUR INVESTMENT IN FIESTA:
VOTE THE WHITE PROXY CARD TODAY**

Your Board's commitment to furthering the best interests of all Fiesta shareholders remains unwavering. We have acted thoughtfully and decisively to review strategic options, enhance and refresh the composition of our Board, execute a CEO transition and implement a comprehensive Renewal Plan that is already improving financial results.

At this point in the Company's evolution – with a new CEO, proven Renewal Plan, and an experienced, refreshed and expanded Board – your Board is excited about the visible path to the creation of shareholder value. We strongly believe that it would be detrimental to our shareholders to replace two of Fiesta's highly-qualified directors with JCP's candidates and their competing business plan. We believe Fiesta shareholders should protect the value of their investment by voting “**FOR**” ALL THREE of our experienced and highly qualified director nominees on the WHITE proxy card: **Barry J. Alperin, Stephen P. Elker and Brian P. Friedman**.

Shareholders can vote by completing, dating and signing the Company's WHITE proxy card, or by telephone or the internet by following the instructions on the WHITE proxy card.

Very truly yours,

The Fiesta Board

If you have questions or need assistance voting your shares please contact:



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Call Collect: (212) 929-5500
or
Toll-Free (800) 322-2885

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.

Important Additional Information

The Company, its directors and certain of its executive officers are participants in the solicitation of proxies from the Company's stockholders in connection with the Company's 2017 Annual Meeting of Stockholders. The Company has filed a proxy statement and white proxy card with the U.S. Securities and Exchange Commission (the "SEC") in connection with such solicitation. STOCKHOLDERS OF THE COMPANY ARE STRONGLY ENCOURAGED TO READ SUCH PROXY STATEMENT, ACCOMPANYING WHITE PROXY CARD AND ALL OTHER DOCUMENTS FILED WITH THE SEC CAREFULLY AND IN THEIR ENTIRETY WHEN THEY BECOME AVAILABLE AS THEY WILL CONTAIN IMPORTANT INFORMATION. Information regarding the identity of potential participants, and their direct or indirect interests, by security holdings or otherwise, are set forth in the definitive proxy statement and other materials filed with the SEC in connection with the 2017 Annual Meeting of Stockholders. Stockholders can obtain the proxy statement, any amendments or supplements to the proxy statement, and any other documents filed by the Company with the SEC at no charge at the SEC's website at www.sec.gov. These documents are also available at no charge at the Company's website at www.frgi.com in the section "Investor Relations."

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.
