

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) April 28, 2017

Fiesta Restaurant Group, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation)

001-35373

(Commission
File Number)

90-0712224

(I.R.S. Employer
Identification No.)

14800 Landmark Boulevard, Suite 500, Dallas, Texas

(Address of principal executive offices)

75254

(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 5.02. DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS.

Appointment of Chief Executive Officer and President Richard C. Stockinger to the Board of Directors

On April 28, 2017, the board of directors (the "Board") of Fiesta Restaurant Group, Inc. (the "Company") appointed Richard C. Stockinger, the Chief Executive Officer and President of the Company, as a Class III member of the Board effective April 28, 2017.

Mr. Stockinger, age 58, has been Chief Executive Officer and President of Fiesta Restaurant Group since February 2017. Previously, he served as President and Chief Executive Officer of Benihana Inc. ("Benihana") from 2009 until 2014, as a member of the Board of Directors of Benihana from 2008 until 2014, as a member of the Audit Committee of Benihana from 2008 until 2009, and as Chairman of the Board of Directors of Benihana from 2010 until 2012. Prior to joining Benihana, Mr. Stockinger spent more than two decades at The Patina Restaurant Group, LLC and its predecessor Restaurant Associates, Inc. during which time he served in various senior executive capacities, including as President from 2003 until 2008 and as a director from 1998 until 2006. Most recently, Mr. Stockinger had served as a consultant to Bruckmann, Rosser, Sherrill & Co., a private equity firm, from 2014 until 2017, and Not Your Average Joes, a private restaurant company of which Mr. Stockinger is also a member of its board of directors. With nearly two decades of experience as a senior executive officer and as a director of several restaurant companies, Mr. Stockinger brings significant leadership, management, operational, financial, marketing, franchising, brand management and public company board experience to the Board. Other than Mr. Stockinger's employment with the Company, Mr. Stockinger does not have any other relationships with the Company that would be required to be reported pursuant to Item 404(a) of Regulation S-K.

Appointment of Nicholas P. Shepherd to the Board of Directors

On April 28, 2017, the Board appointed Nicholas P. Shepherd as a Class I member of the Board effective April 28, 2017.

Mr. Shepherd, age 58, served as Chief Executive Officer and President of TGI Friday's, Inc. (formerly known as Carlson Restaurants Worldwide Inc.) from 2009 until 2015. From 2008 until 2009, Mr. Shepherd served as Chief Executive Officer and Chairman of the Board of Directors of Sagittarius Brands, Inc., a private restaurant holding company, which owned and operated the Del Taco and Captain D's restaurant brands. From 1995 until 2007, Mr. Shepherd served in several capacities at Blockbuster, Inc., including serving as Chief Operating Officer during 2007, President of Blockbuster North American from 2004 to 2007, Executive Vice President and Chief Marketing and Merchandising Officer from 2001 until 2004, Senior Vice President International from 1998 until 2001 and Vice President and General Manager from 1995 until 1999. Mr. Shepherd currently serves on the Board of Directors and as Chairman of the Nominating & Corporate Governance Committee of Spirit Realty Capital, Inc., a publicly traded real estate investment trust. Mr. Shepherd, as former President and Chief Executive Officer of TGI Friday's, Inc., brings significant leadership, management, operational, financial, marketing, franchising, brand management and public company board experience to the Board. Mr. Shepherd does not have any other relationships with the Company that would be required to be reported pursuant to Item 404(a) of Regulation S-K.

The Company issued a press release on May 1, 2017 announcing the appointments of Richard C. Stockinger and Nicholas P. Shepherd to the Board, the full text of which is attached as Exhibit 99.1 and incorporated by reference herein.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

(d) Exhibits

99.1 Fiesta Restaurant Group, Inc. Press Release, dated May 1, 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: May 1, 2017

By: /s/ Joseph A. Zirkman
Name: Joseph A. Zirkman
Title: Senior Vice President, General Counsel and Secretary

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**Fiesta Restaurant Group, Inc. Appoints
 Nicholas P. Shepherd and CEO Richard C. Stockinger to Board of Directors**

DALLAS, Texas - (Business Wire) – May 1, 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, Nicholas P. Shepherd and President and Chief Executive Officer Richard C. Stockinger have been appointed to the Board of Directors, effective immediately. With the appointment of Mr. Shepherd and Mr. Stockinger, the Board of Directors increases from 7 to 9 directors. Mr. Shepherd is an independent director who will serve as a Class I director with a term expiring at the Company’s 2019 annual meeting of stockholders. Mr. Stockinger will serve as a Class III director with a term expiring at the Company’s 2018 annual meeting of stockholders.

Board Chair Stacey Rauch said, “Together with the recent addition of industry veteran, Paul Twohig, to our Board, the additions of Nick and Rich are the culmination of our concerted effort since August 2016 to identify new directors with highly relevant experience in order to bolster the composition of our Board. We look forward to leveraging their vast experiences as directors and executives of well-known and successful restaurant chains as we continue to execute on our Renewal Plan to create long-term value for our shareholders.”

Mr. Shepherd is a highly-regarded business leader with over 25 years of extensive restaurant and retail experience at leading organizations. Most recently, he served as the President and Chief Executive Officer of TGI Friday’s, Inc., a position he held from 2009 to 2015. Prior to joining TGI Friday’s, Inc., Mr. Shepherd served as Chairman of the Board of Directors and Chief Executive Officer of Sagittarius Brands, Inc. in 2008, a private restaurant holding company which owned and operated the Del Taco and Captain D’s restaurant brands. From 1995 to 2007, he held several leadership positions at Blockbuster, Inc., including President of Blockbuster North America and later, Chief Operating Officer. Mr. Shepherd earned his bachelor’s degree in business management and hospitality from Sheffield Hallamshire University and currently serves on the Board of Directors of Spirit Realty Capital, Inc., a premier net lease real-estate investment trust.

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, ethnic restaurants that offer distinct and unique Caribbean 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.

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 to be filed with the SEC in connection with the 2017 Annual Meeting of Stockholders. Stockholders will be able to 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 will also be available at no charge at the Company’s website at www.frgi.com in the section “Investor Relations.”