

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

SCHEDULE 14A  
(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT  
SCHEDULE 14A INFORMATION  
Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934

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 Section 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) Amount Previously Paid:

2) Form, Schedule or Registration Statement No.:

3) Filing Party:

4) Date Filed:



FIESTA RESTAURANT GROUP, INC.  
ATTN: LOUIS DIPIETRO, SVR. CLPO, GC, SECRETARY  
14800 LANDMARK BOULEVARD, SUITE 500  
DALLAS, TX 75254

# Your **Vote** Counts!

**FIESTA RESTAURANT GROUP, INC.**

2021 Annual Meeting  
Vote by April 27, 2021  
11:59 PM ET



D41901-P50071

## You invested in FIESTA RESTAURANT GROUP, INC. and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy material for the stockholder meeting to be held on April 28, 2021.**

### Get informed before you vote

View the Notice and Proxy Statement and Form 10-K online OR you can receive a free paper or email copy of the material(s) by requesting prior to April 14, 2021. If you would like to request a copy of the material(s) for this and/or future stockholder meetings, you may (1) visit [www.ProxyVote.com](http://www.ProxyVote.com), (2) call 1-800-579-1639 or (3) send an email to [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com). If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit [www.ProxyVote.com](http://www.ProxyVote.com)

Control #

#### Smartphone users

Point your camera here and  
vote without entering a  
control number



#### Vote Virtually at the Meeting\*

April 28, 2021  
10:00 AM, EDT

Exclusively via live webcast at:  
[www.virtualshareholdermeeting.com/FRGI2021](http://www.virtualshareholdermeeting.com/FRGI2021)

\*Please check the meeting materials for any special requirements for meeting attendance.

## THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming stockholder meeting. Please follow the instructions on the reverse side to vote these important matters.

Voting Items	Board Recommends
1. To elect the following Directors of Fiesta Restaurant Group, Inc.:	
<b>Nominees:</b>	
1a. Stacey Rauch	✔ For
1b. Nicholas Daraviras	✔ For
1c. Stephen Elker	✔ For
1d. Nicholas Shepherd	✔ For
1e. Richard Stockinger	✔ For
1f. Paul Twohig	✔ For
1g. Sherrill Kaplan	✔ For
1h. Andrew Rechtschaffen	✔ For
2. To adopt, on an advisory basis, a non-binding resolution approving the compensation of the Company's Named Executive Officers, as described in the Proxy Statement under "Executive Compensation".	✔ For
3. To approve the Fiesta Restaurant Group, Inc. 2021 Stock Incentive Plan.	✔ For
4. To ratify the appointment of Deloitte & Touche LLP as the independent registered public accounting firm of Fiesta Restaurant Group, Inc. for the 2021 fiscal year.	✔ For
5. To consider and act upon such other matters as may properly come before the 2021 Annual Meeting.	✔ For
<p><b>NOTE:</b> The shares represented by the proxy, when properly executed, will be voted in the manner directed herein by the undersigned stockholder(s). If no such direction is made, the proxy will be voted FOR items 1, 2, 3, 4 and 5. If any other matters properly come before the meeting, the stockholder(s) named in the proxy will vote in their discretion. These items of business are more fully described in the Proxy Statement. Only stockholders of record on March 1, 2021 may vote at the meeting or any adjournment thereof.</p>	

Prefer to receive an email instead? While voting on [www.ProxyVote.com](http://www.ProxyVote.com), be sure to click "Sign up for E-delivery".