
**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) May 30, 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 240.13a-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 May 30, 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 May 30, 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.

Date: May 30, 2017

FIESTA RESTAURANT GROUP, INC.

By: /s/ Joseph A. Zirkman

Name: Joseph A. Zirkman

Title: Senior Vice President,
General Counsel and Secretary

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Leading Proxy Advisory Firm ISS Recommends Fiesta Shareholders Vote “FOR” All Fiesta Director Nominees

ISS Notes Dissident’s Failure to Make Compelling Case for Change

*Fiesta Urges Shareholders to Follow ISS’ Recommendation and Vote on the **WHITE** Proxy Card*

DALLAS, Texas (May 30, 2017) – Fiesta Restaurant Group, Inc. (“Fiesta” or the “Company”) (NASDAQ: FRGI), parent company of the Pollo Tropical® and Taco Cabana® fast casual restaurant brands, announced today that leading independent proxy advisory firm Institutional Stockholder Services (“ISS”) has recommended that Fiesta shareholders vote on the **WHITE** proxy card “**FOR**” all of the Company’s highly qualified slate of nominees: **Barry J. Alperin, Stephen P. Elker and Brian P. Friedman**. ISS recommended that stockholders do not vote for the two nominees proposed by a dissident group of several activist hedge funds led by JCP Investment Management, LLC (collectively, the “Pappas Group” or “JCP”) at the Company’s June 7, 2017 Annual Meeting of Shareholders.

In recommending that Fiesta shareholders vote “FOR” Messrs. Alperin, Elker and Friedman in its May 26, 2017 report, ISS said ¹:

- *“The dissident has failed to make a compelling case that change at the board level is necessary at this time.”*
- *“[It] appears the board had already recognized and begun addressing the problems at hand, particularly the problems stemming from the expansion plan, by the time the dissident began its engagement, and has since taken appropriate steps to course-correct.”*
- *“The company expanded its board by adding Stockinger and two new directors with extensive backgrounds in the restaurant industry: Paul Twohig, formerly of Dunkin’ Donuts, Starbucks and Panera Bread; and Nicholas [Shepherd], who had been CEO of TGI Friday’s.”*
- *“As such, the dissident has not presented a compelling case that additional change is necessary at this time; therefore votes on the WHITE card for all management nominees are warranted.”*

Commenting on the ISS report, Fiesta Board Chair, Stacey Rauch, issued the following statement:

“We are pleased that ISS supports and recommends the reelection of Fiesta’s experienced and engaged incumbent director nominees, recognizes the strength of the recently implemented Renewal Plan, and ultimately concludes that change to the Company’s Board of Directors is not warranted. ISS’ recommendation notes the ‘vigorous corrective actions’ Fiesta’s Board has taken, especially those actions taken prior to the dissident group’s engagement, to ensure that the Company has the right leadership team and right strategy in place to maximize value for all shareholders.”

Richard Stockinger, Fiesta’s CEO, President and Director, added, “ISS’ recommendation reaffirms my belief that Fiesta has the right Board in place to oversee the ongoing implementation of the Renewal Plan, which is already yielding positive results. I look forward to continuing the execution of this detailed plan to revitalize our great brands, deliver a great dining experience to our valued guests and create long-term value for all of our shareholders.”

¹ Permission to use quotations neither sought nor obtained.

With the Annual Meeting rapidly approaching, Fiesta urges shareholders to protect the value of their investment by voting today “ **FOR** ” ALL of the Company’s 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-provided **WHITE** proxy card, or by telephone or the internet by following the instructions on the **WHITE** proxy card.

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



105 Madison Avenue
New York, New York 10016
proxy@mackenziepartners.com
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.