

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

(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 Under Rule 14a-12

FIESTA RESTAURANT GROUP, INC.
(Name of Registrant as Specified in Its Charter)

JCP INVESTMENT PARTNERSHIP, LP
JCP SINGLE-ASSET PARTNERSHIP, LP
JCP INVESTMENT PARTNERS, LP
JCP INVESTMENT HOLDINGS, LLC
JCP INVESTMENT MANAGEMENT, LLC
JAMES C. PAPPAS
BLR PARTNERS LP
BLRPART, LP
BLRGP INC.
FONDREN MANAGEMENT, LP
FMLP INC.
BRADLEY L. RADOFF
BANDERA MASTER FUND L.P.
BANDERA PARTNERS LLC
GREGORY BYLINSKY
JEFFERSON GRAMM
LAKE TRAIL MANAGED INVESTMENTS LLC
LAKE TRAIL CAPITAL LP
LAKE TRAIL CAPITAL GP LLC
THOMAS W. PURCELL, JR.
JOSHUA E. SCHECHTER
JOHN B. MORLOCK
ALAN VITULI

(Name of Persons(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:

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(1) Amount previously paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

JCP Investment Management, LLC, together with the other participants named herein (collectively, “JCP”), has made a definitive filing with the Securities and Exchange Commission of a proxy statement and accompanying **GOLD** proxy card to be used to solicit votes for the election of JCP’s slate of highly qualified director nominees to the Board of Directors of Fiesta Restaurant Group, Inc., a Delaware corporation (the “Company”), at the Company’s upcoming 2017 annual meeting of stockholders, or any other meeting of stockholders held in lieu thereof, and any adjournments, postponements, reschedulings or continuations thereof.

Item 1: On May 8, 2017, JCP issued the following press release announcing the launch of www.FixFiesta.com, a website dedicated to communicating with the Company’s stockholders:

JCP LAUNCHES WEBSITE WWW.FIXFIESTA.COM DEDICATED TO ELECTION OF ITS TWO NOMINEES AT FIESTA RESTAURANT GROUP’S ANNUAL MEETING

Urges Stockholders to vote the GOLD Proxy to Elect John B. Morlock and James C. Pappas

HOUSTON, TX, May 8, 2017 – JCP Investment Management, LLC, together with its affiliates and the other participants in its solicitation (collectively, “JCP” or “we”), collectively one of the largest stockholders of Fiesta Restaurant Group, Inc. (“Fiesta” or the “Company”) (NASDAQ:FRGI), with aggregate ownership of approximately 8.6% of the Company’s outstanding shares, today announced the launch of www.FixFiesta.com, a website dedicated to the election of JCP’s highly qualified nominees, John B. Morlock and James C. Pappas, to Fiesta’s Board of Directors (the “Board”) at the Company’s upcoming annual meeting scheduled for June 7, 2017 (the “Annual Meeting”).

JCP has filed a definitive proxy statement and an accompanying **GOLD** proxy card with the Securities and Exchange Commission in order to give stockholders an opportunity to replace Barry J. Alperin and Brian P. Friedman, directors who have overseen significant value destruction at Fiesta (including **negative** total shareholder returns over the past 1, 2 and 3-year periods), with direct stockholder representatives possessing restaurant industry experience.

As further explained in JCP’s proxy materials, which are available at www.FixFiesta.com, stockholders deserve an alternative to the poor operating performance and lack of accountability that has plagued Fiesta under the leadership of the incumbent Board. Notably, while Fiesta has unilaterally appointed three directors since the end of February, no incumbent has stepped down and none of the recently appointed directors (including Nicholas P. Shepherd, who also serves as a director of Spirit Realty Capital, Inc., which suffered a one-day share price **decline of nearly 25%** last week) are up for election at the Annual Meeting.

It is imperative that Fiesta stockholders take advantage of the opportunity at the Annual Meeting to elect representatives of their choosing. The time for change is now – JCP urges all stockholders to vote the **GOLD** proxy card today.

About JCP Investment Management:

JCP Investment Management, LLC is an investment firm headquartered in Houston, TX that engages in value-based investing across the capital structure. JCP follows an opportunistic approach to investing across different equity, credit and distressed securities largely in North America.

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I confirm that I have read the terms and condition of this website.

Agree

Fix Fiesta Restaurant Group!

Welcome to the website dedicated to JCP Investment Management's proxy campaign in support of the election of John B. Morlock and James C. Pappas to the Board of Directors of Fiesta Restaurant Group, Inc. at the 2017 Annual Meeting of Stockholders to be held on June 7, 2017.

We are urging Fiesta's stockholders to use the **GOLD** proxy card to vote **"FOR"** the election of John B. Morlock and James C. Pappas.

We encourage you to read the materials on the website carefully under [Presentations and Letters](#) and to visit often for any updates.

[How to Vote](#)

Thank you for your support.

Materials for Stockholders

5/1/2017

[FRGI – Definitive Proxy](#)



[How to Vote »](#)

Press Releases/Letters

4/25/2017 [JCP Comments on Fiesta Restaurant Group's Strategic Renewal Plan – Notes Lack of Accountability at Board Level](#)



4/12/2017 [JCP Issues Open Letter to Chairman of Fiesta Restaurant Group](#)



2/9/2017 [Alan Vituli Endorses JCP's Efforts to Reconstitute Board of Fiesta Restaurant Group](#)



1/30/2017 [JCP Announces Dissident Slate for Election at Fiesta Restaurant Group's Upcoming Annual Meeting](#)



Nominees

John B. Morlock – Chief Operating Officer of Sbarro LLC (“Sbarro”) a quick service Italian pizzeria chain

Prior to joining Sbarro, Mr. Morlock served as the Chief Operations Officer of Potbelly Corporation, a publicly traded sandwich chain, from November 2002 to June 2015, and as its Senior Vice President – Operations Growth from June 2015 until April 2016. From 2001 to 2002, Mr. Morlock served as the Chief Executive Officer of Spin Cycle, Inc., where he led a successful turnaround of a chain of coin laundries. From 1998 to 2001, Mr. Morlock served as the President of Clubhouse International, Inc., an owner and operator of country club themed restaurants. Prior to that, Mr. Morlock served as the Senior Vice President of Operations of Boston Chicken, Inc. (n/k/a Boston Market Corporation), a fast casual restaurant, from 1992 to 1994, then as a Midwest Franchisee with over 100 stores of Boston Market and Einstein Bros. Bagels until 1997, and finally as Vice President of Operations – West Coast from 1997 to 1998. Mr. Morlock’s professional experience also includes leadership positions with Blockbuster Entertainment, Inc.; Grady’s Goodtimes, a casual dining restaurant chain; and S&A Restaurant Corp. (Steak and Ale), a former chain for casual dining restaurants.

James C. Pappas – Managing Member of JCP Investment Management, LLC, an investment firm

Mr. Pappas has also served as a director of each of Jamba, Inc., a leading health and wellness brand and the leading retailer of freshly squeezed juice, since January 2015; Tandy Leather Factory, Inc., a retailer and wholesale distributor of a broad line of leather and related products, since June 2016; and U.S. Geothermal Inc., a leading geothermal energy company, since September 2016. Previously, Mr. Pappas served on the board of directors of The Pantry, Inc., a leading independently operated convenience store chain in the southeastern United States and one of the largest independently operated convenience store chains in the country, from March 2014 until the completion of its sale in March 2015. He also previously served as Chairman of the board of directors of Morgan’s Foods, Inc., a then publicly traded company, from January 2013 until May 2014, when the company was acquired by Apex Restaurant Management, Inc., after originally joining its board as a director in February 2012. Previously, Mr. Pappas was with the Investment Banking / Leveraged Finance Division of Goldman Sachs Group, Inc. where he advised private equity groups and corporations on appropriate leveraged buyout, recapitalization and refinancing alternatives, and prior to that with Banc of America Securities, where he focused on Consumer and Retail Investment Banking, providing advice on a wide range of transactions including mergers and acquisitions, financings, restructurings and buy-side engagements.

Contact

Individual shareholders, institutional shareholders, banks, and brokers may contact JCP Investment Management's proxy solicitor:

Investor Contact

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