

CARROLS RESTAURANT GROUP, INC.

Form SC 13G/A

February 11, 2019

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 2)\*

CARROLS RESTAURANT GROUP, INC.

(Name of Issuer)

(Title of Class of Securities)

14574X104

(CUSIP Number)

December 31, 2018

(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see Instructions).

CUSIP No.: 14574X104

1 NAME OF REPORTING PERSON  
Brown Advisory Incorporated ("BAI")  
I.R.S. IDENTIFICATION NO. OF ABOVE  
PERSON (ENTITIES ONLY)  
52-2112409

2 CHECK THE APPROPRIATE BOX IF A  
MEMBER OF A GROUP  
(a)    
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF  
ORGANIZATION  
Brown Advisory Incorporated is a Maryland  
Corporation.

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 1,845,777
	6	SHARED VOTING POWER 0
	7	SOLE DISPOSITIVE POWER 0
	8	SHARED DISPOSITIVE POWER 2,202,867

9 AGGREGATE AMOUNT BENEFICIALLY  
OWNED BY EACH REPORTING PERSON  
2,202,867

10 CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY  
AMOUNT IN ROW (9)  
6.03%

12 TYPE OF REPORTING PERSON  
HC (Control Entity)

CUSIP No.: 14574X104

1 NAME OF REPORTING PERSON  
Brown Investment Advisory & Trust  
Company ("BIATC")  
I.R.S. IDENTIFICATION NO. OF ABOVE  
PERSON (ENTITIES ONLY)  
52-1811121

2 CHECK THE APPROPRIATE BOX IF A  
MEMBER OF A GROUP  
(a)   
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF  
ORGANIZATION  
Brown Investment Advisory & Trust  
Company is a Maryland Trust Company.

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 26,812
	6	SHARED VOTING POWER 0
	7	SOLE DISPOSITIVE POWER 0
	8	SHARED DISPOSITIVE POWER 26,812

9 AGGREGATE AMOUNT BENEFICIALLY  
OWNED BY EACH REPORTING PERSON  
26,812

10 CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY  
AMOUNT IN ROW (9)  
0.07%

12 TYPE OF REPORTING PERSON  
BK (Bank)

CUSIP No.: 14574X104

1 NAME OF REPORTING PERSON  
Brown Advisory LLC ("BALLC")  
I.R.S. IDENTIFICATION NO. OF ABOVE  
PERSON (ENTITIES ONLY)  
26-0680642

2 CHECK THE APPROPRIATE BOX IF A  
MEMBER OF A GROUP  
(a)   
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF  
ORGANIZATION  
Brown Advisory LLC is a Maryland Limited  
Liability Corporation.

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 1,818,965
	6	SHARED VOTING POWER 0
	7	SOLE DISPOSITIVE POWER 0
	8	SHARED DISPOSITIVE POWER 2,176,055

9 AGGREGATE AMOUNT BENEFICIALLY  
OWNED BY EACH REPORTING PERSON  
2,176,055

10 CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY  
AMOUNT IN ROW (9)  
5.96%

12 TYPE OF REPORTING PERSON  
IA (Investment Adviser)

CUSIP No.: 14574X104

**ITEM NAME OF ISSUER:**

**1(a).** CARROLS RESTAURANT GROUP, INC.

**ITEM ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:**

**1(b).** 968 James Street  
Syracuse, New York 13203

**ITEM NAME OF PERSON FILING:**

**2(a).** Brown Advisory Incorporated ("BAI")  
Brown Investment Advisory & Trust Company ("BIATC")  
Brown Advisory LLC ("BALLC")

**ITEM ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:**

**2(b).** 901 South Bond Street, Suite #400  
Baltimore, Maryland 21231

**ITEM CITIZENSHIP:**

**2(c).** Brown Advisory Incorporated is a Maryland Corporation.  
Brown Investment Advisory & Trust Company is a Maryland Trust Company.  
Brown Advisory LLC is a Maryland Limited Liability Corporation.

**ITEM TITLE OF CLASS OF SECURITIES:**

**2(d).**

**ITEM CUSIP NUMBER:**

**2(e).** 14574X104

**ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO SECTION 240.13d-1(b), or 13d-2(b) or (c) CHECK WHETHER THE PERSON FILING IS A:**

- (a) Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78c);
- (b) Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8);
- (e) An investment adviser in accordance with 240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with 240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with 240.13d-1(b)(1)(ii)(G);
- (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);

- (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);  
[ ]
- (j) A non-U.S. institution in accordance with 240.13d-1(b)(1)(ii)(J);  
[ ]
- (k) Group, in accordance with 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with 240.13d1(b)(1)(ii)(J), please specify the type of institution:  
[ ]

Brown Advisory Incorporated ("BAI") is a parent holding company or control person in accordance with 240.13d-1(b)(1)(ii)(G);

Brown Investment Advisory & Trust Company ("BIATC") is a bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c);

Brown Advisory LLC ("BALLC") is an investment adviser in accordance with 240.13d-1(b)(1)(ii)(E).

#### ITEM 4. OWNERSHIP

**(a) Amount beneficially owned:**

2,202,867

**(b) Percent of class:**

6.03%

**(c) Number of shares as to which the person has:**

(i) sole power to vote or to direct the vote:

Brown Advisory Incorporated ("BAI") - 1,845,777  
Brown Investment Advisory & Trust Company ("BIATC") - 26,812  
Brown Advisory LLC ("BALLC") - 1,818,965

(ii) shared power to vote or to direct the vote:

Brown Advisory Incorporated ("BAI") - 0  
Brown Investment Advisory & Trust Company ("BIATC") - 0  
Brown Advisory LLC ("BALLC") - 0

(iii) sole power to dispose or direct the disposition of:

Brown Advisory Incorporated ("BAI") - 0  
Brown Investment Advisory & Trust Company ("BIATC") - 0  
Brown Advisory LLC ("BALLC") - 0

(iv) shared power to dispose or to direct the disposition of:

Brown Advisory Incorporated ("BAI") - 2,202,867  
Brown Investment Advisory & Trust Company ("BIATC") - 26,812  
Brown Advisory LLC ("BALLC") - 2,176,055

#### ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased

to be the beneficial owner of more than five percent of the class of securities, check the following [ ].

**ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON:**

The total securities being reported are beneficially owned by investment companies and other managed accounts of direct/indirect subsidiaries of BAI (listed above). These subsidiaries may be deemed to be beneficial owners of the reported securities because applicable investment advisory contracts provide voting and/or investment power over securities.

**ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY:**

Brown Advisory Incorporated (“BAI”) is a parent holding company filing this schedule on behalf of the following subsidiaries pursuant to Rule 13d-1(b)(1)(ii)(G) under the Securities Exchange Act of 1934:

Brown Investment Advisory & Trust Company (“BIATC”) – BK (Bank)

Brown Advisory LLC (“BALLC”) – IA (Investment Adviser)

**ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP:**

**ITEM 9. NOTICE OF DISSOLUTION OF GROUP:**

**ITEM 10. CERTIFICATION:**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

CUSIP No.: 14574X104

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 11 2019 Brown Advisory Incorporated ("BAI")

By:

/s/

Name:

Brett D. Rogers

Title:

General Counsel & Chief Compliance Officer

Attention — Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001).



CUSIP No.: 14574X104

Joint Filing Agreement

Party signing this filing agrees that this statement is submitted as a joint filing on behalf of the undersigned:

Brown Advisory Incorporated ("BAI") – Controlling Entity

Brown Investment Advisory & Trust Company ("BIATC")

Brown Advisory LLC ("BALLC")