

Fiesta Restaurant Group, Inc.  
Form 8-K  
November 15, 2013

**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) November 14, 2013**

**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, Addison, 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))

**ITEM 8.01. OTHER EVENTS.**

On November 14, 2013, Fiesta Restaurant Group, Inc. (the Company ) issued a press release announcing the pricing of a public offering (the Offering ), the entire text of which is attached as Exhibit 99.1 and is incorporated by reference herein.

**ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.**

A copy of the legal opinion as to the legality of shares of the Company s common stock to be issued and sold in the Offering is filed as Exhibit 5.1 to this Current Report on Form 8-K.

(d) Exhibits

- 5.1 Opinion of Akerman LLP
- 23.1 Consent of Akerman LLP (included in Exhibit 5.1)
- 99.1 Fiesta Restaurant Group, Inc. Press Release, dated November 14, 2013

**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: November 15, 2013

By: /s/ Joseph A. Zirkman

Name: Joseph A. Zirkman

Title: Vice President, General Counsel and Secretary