

AFC ENTERPRISES INC

FORM DEFA14A

(Additional Proxy Soliciting Materials (definitive))

Filed 05/24/06

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

SCHEDULE 14A

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 Pursuant to §240.14a-12

AFC ENTERPRISES, 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:

SEC 1913 (11-01)

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On May 23, 2006, AFC Enterprises, Inc. (the "Company") issued a press release announcing its results of operations for the first quarter of 2006. The press release included the following excerpt relating to Proposal Number 2 to the Company's 2006 Proxy Statement dated April 18, 2006:

" 2006 Incentive Stock Plan

After discussions with shareholders regarding Proposal Number 2 of the Company's 2006 Proxy Statement dated April 18, 2006 relating to the 2006 Incentive Stock Plan, on May 22, 2006, the Board of Directors of the Company clarified its current intentions regarding future equity awards under the 2006 Incentive Stock Plan and other plans pursuant to which directors, officers or employees may receive equity awards. It is the Board's current intention, subject to necessity created by unforeseen or extraordinary circumstances, that the Company will not grant equity awards relating to more than 3% of the Company's outstanding shares of common stock in any given fiscal year and, other than the proposed approval of the 2006 Incentive Stock Plan, the Company will not request shareholder approval for the issuance of any additional shares of common stock pursuant to the 2006 Incentive Stock Plan or any other equity compensation plan for three years from May 22, 2006."