

Kanen David
Form 4
June 06, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Kanen David

(Last) (First) (Middle)
10141 SWEET BAY COURT
(Street)

PARKLAND, FL 33076

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

ONE Group Hospitality, Inc. [STKS]

3. Date of Earliest Transaction (Month/Day/Year)
02/20/2018

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___X___ Other (specify below)
Passive Investor

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---------------|---|---------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 02/20/2018 | | P | | 3,000 (2) | A | \$ 2.55 | 2,866,273 | I | Kanen Wealth Management LLC (1) |
| Common Stock | 06/04/2018 | | J(3) | | 18,916 | D | (3) | 2,847,357 | I | Kanen Wealth Management LLC (1) |
| Common Stock | | | | | | | | 1,845,000 (4) | I | The Philotimo Fund LLC |

Common Stock 18,921 ⁽⁴⁾ D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|------------------|
| | Director | 10% Owner | Officer | Other |
| Kanen David 10141 SWEET BAY COURT PARKLAND, FL 33076 | | X | | Passive Investor |
| Kanen Wealth Management LLC 10141 SWEET BAY COURT PARKLAND, FL 33076 | | X | | Passive Investor |
| Philotimo Fund, LP 5850 CORAL RIDGE DRIVE, SUITE 309 CORAL SPRINGS, FL 33076 | | X | | Passive Investor |

Signatures

/s/ David L. Kanen 06/06/2018
 **Signature of Reporting Person Date
 /s/ Kanen Wealth Management LLC By: David L. Kanen, Managing Member 06/06/2018

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__Signature of Reporting Person

Date

/s/ The Philotimo Fund By: David L. Kanen

06/06/2018

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Kanen Wealth Management LLC ("KWM") does not have a pecuniary interest in the shares of Common Stock held in customer accounts managed by KWM. The number reflected above excludes 18,921 shares held in Mr. Kanen's account as described in footnote 4 below.
- (2) Neither KWM, The Philotimo Fund, LP nor Mr. Kanen has any pecuniary interest in the purchase of these shares.
- (3) Represents a distribution of shares held by KWM to a client account. Neither KWM, The Philotimo Fund, LP nor Mr. Kanen has any pecuniary interest in these shares.

Mr. Kanen beneficially owns 4,711,278 shares of Common Stock, which represent approximately 17.2% of the Company's outstanding shares of Common Stock. Mr. Kanen, as the managing member of KWM, may be deemed to beneficially own the 2,847,357 shares of Common Stock held in customer accounts managed by KWM (including the 18,921 shares held in Mr. Kanen's account) and the
- (4) 1,845,000 shares of Common Stock held by The Philotimo Fund LLC, of which KWM is the general partner. Mr. Kanen expressly disclaims such beneficial ownership except to the extent of his pecuniary interest therein. Mr. Kanen does not have a pecuniary interest in the shares of Common Stock held in customer accounts managed by KWM other than the shares held in Mr. Kanen's account.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.