

ONE Group Hospitality, Inc.

Form 4

April 12, 2016

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
*See Instruction*  
1(b).

**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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Goldfinger Samuel

(Last) (First) (Middle)

411 WEST 14TH STREET, 2ND  
FLOOR

(Street)

NEW YORK, NY 10014

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
ONE Group Hospitality, Inc. [STKS]

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/29/2016

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

Chief Financial Officer

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

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

| 1. Title of<br>Security<br>(Instr. 3)                  | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|--|---|---|--------------------------------------|---|--|--|---|
| Common<br>Stock, par<br>value<br>\$0.0001<br>per share | 04/08/2016                              |   | A                                    | 150,000   | A \$ 0 150,000 <sup>(1)</sup>  | D  |   |
| Common<br>Stock, par<br>value<br>\$0.0001<br>per share |   |   |                                      |   | 251,504  | I  | See<br>Footnote<br>(2)                  |

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

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SEC 1474  
(9-02)

**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) |                 |  |                         |
|---|--|--------------------------------------|--|--------------------------------|---|--|-----|---|-----------------|--|-------------------------|
|   |  |                                      |  | Code                           | V   | (A)  | (D) | Date Exercisable  | Expiration Date | Title                                      | Amount Number of Shares |
| Option to Purchase Common Stock, par value \$0.0001 per share | \$ 2.73  | 04/08/2016                           |  | A                              |   | 250,000  |     | (3)   | (3)             | Common Stock, par value \$0.0001 per share | 250,000 (3)             |
| Option to Purchase Common Stock, par value \$0.0001 per share | \$ 5   | 02/29/2016                           |  | D                              |   | 57,022   |     | (4)   | (4)             | Common Stock, par value \$0.0001 per share | 57,022 (4)              |
| Option to Purchase Common Stock, par value \$0.0001 per share | \$ 5   | 02/29/2016                           |  | D                              |   | 57,022   |     | (5)   | (5)             | Common Stock, par value \$0.0001 per share | 57,022 (5)              |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships                    |
|--|----------------------------------|
|  | Director 10% Owner Officer Other |
| Goldfinger Samuel<br>411 WEST 14TH STREET, 2ND FLOOR<br>NEW YORK, NY 10014 | Chief Financial Officer          |

## Signatures

/s/ Samuel  
Goldfinger

04/12/2016

\_\_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).

Of the shares of common stock reported, 150,000 shares are represented by restricted stock units which will vest as follows: (i) 75,000 shares will vest over time, with 50% vesting two years from the grant date and 50% vesting three years from the grant date; and (ii) 75,000 shares will vest upon the price of the ONE Group Hospitality, Inc.'s (the "Company") common stock reaching \$5.00, \$5.50 and

- (1) \$6.00 (the "Hurdles"), with 33% vesting at each Hurdle. In order for the shares to vest, the closing price of the Company's common stock must be at or above the relevant Hurdle for ten consecutive trading days in a single quarter, with such vesting to occur only on the last day of that quarter. Notwithstanding the foregoing, if any Hurdle met within one year of the grant date, then such shares will not vest until the first anniversary of that date.

These securities are owned directly by the TOG Liquidating Trust ("Liquidating Trust") for the benefit of the former members and warrant holders of The One Group, LLC, a Delaware limited liability company ("One Group") and now a wholly-owned subsidiary of the Company. As the Trustee of the Liquidating Trust, the Reporting Person may be deemed the beneficial owner of the securities directly owned by the Liquidating Trust. The Reporting Person disclaims beneficial ownership of the shares of common stock reported herein and this report shall not be deemed to be an admission that the Reporting Person is the beneficial owner of such shares of common stock for purposes of Section 16 or for any other purpose.

- (3) The options will vest as follows: (i) 125,000 options will vest over time, with 50% vesting on the second year anniversary of the grant date and 50% vesting on the third year anniversary of the grant date, provided that the Reporting Person is employed by the Company on each date; and (ii) 125,000 options will vest upon the price of the Company's common stock reaching \$5.00, \$5.50 and \$6.00, with 33% vesting at each Hurdle. In order for the options to vest, the closing price of the Company's common stock must be at or above the relevant Hurdle for ten consecutive trading days in a single quarter, with such vesting to occur only on the last day of that quarter, provided that the Reporting Person is employed by the Company on that date. Notwithstanding the foregoing, if any Hurdle is met within one year of the grant date, then such options will not vest until the first anniversary of the grant date.

- (4) Pursuant to the performance-based stock options granted on October 16, 2013, under the Company's 2013 Employee, Director and Consultant Equity Incentive Plan, 57,022 unexercised options were forfeited on the date of the expiration of the Company's publicly traded warrants.
- (5) Pursuant to the time-based stock options granted on October 16, 2013, under the Company's 2013 Employee, Director and Consultant Equity Incentive Plan, 57,022 unexercised options were forfeited on the date of the expiration of the Company's publicly traded warrants.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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