

Kanen David  
Form 5  
February 14, 2018

**FORM 5**

**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).  
Form 3 Holdings  
Reported  
Form 4  
Transactions  
Reported

**ANNUAL 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

OMB  
Number: 3235-0362  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 1.0

1. Name and Address of Reporting Person \*  
Kanen David

(Last) (First) (Middle)

5850 CORAL RIDGE DRIVE,  
SUITE 309

(Street)

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

3. Statement for Issuer's Fiscal Year Ended  
(Month/Day/Year)  
12/31/2017

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 Reporting

(check applicable line)

CORAL SPRINGS, FL 33076

\_\_\_\_ Form Filed by One Reporting Person  
\_X\_ Form Filed by More than One Reporting  
Person

(City) (State) (Zip)

**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 (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount<br>of Securities<br>Beneficially<br>Owned at<br>end of<br>Issuer's<br>Fiscal Year<br>(Instr. 3 and<br>4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|---|---|
| Common<br>Stock                       | 11/21/2017                              | Â   | P4                                   | 28,020  | A \$ 1.947   | 2,193,776 I   | Kanen<br>Wealth<br>Management<br>LLC <sup>(1)</sup>               |
| Common<br>Stock                       | 11/22/2017                              | Â   | P4                                   | 3,288   | A \$ 2   | 2,197,064 I   | Kanen<br>Wealth<br>Management<br>LLC <sup>(1)</sup>               |

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|              |            |   |    |         |   |           |                          |   |  |
|--------------|------------|---|----|---------|---|-----------|--------------------------|---|--|
| Common Stock | 11/24/2017 | Â | P4 | 6,702   | A | \$ 2      | 2,203,766                | I | Kanen Wealth Management LLC <sup>(1)</sup> |
| Common Stock | 11/28/2017 | Â | P4 | 2,200   | A | \$ 2.05   | 2,205,966                | I | Kanen Wealth Management LLC <sup>(1)</sup> |
| Common Stock | 11/29/2017 | Â | P4 | 40,100  | A | \$ 2.1    | 2,246,066                | I | Kanen Wealth Management LLC <sup>(1)</sup> |
| Common Stock | 11/30/2017 | Â | P4 | 17,000  | A | \$ 2.2215 | 2,263,066                | I | Kanen Wealth Management LLC <sup>(1)</sup> |
| Common Stock | 12/01/2017 | Â | P4 | 1,100   | A | \$ 2.23   | 2,264,166                | I | Kanen Wealth Management LLC <sup>(1)</sup> |
| Common Stock | 12/15/2017 | Â | P4 | 20,475  | A | \$ 2.1493 | 2,284,641                | I | Kanen Wealth Management LLC <sup>(1)</sup> |
| Common Stock | 12/21/2017 | Â | P4 | 4,533   | A | \$ 2.1985 | 2,289,174                | I | Kanen Wealth Management LLC <sup>(1)</sup> |
| Common Stock | 12/22/2017 | Â | P4 | 22,099  | A | \$ 2.1981 | 2,311,273                | I | Kanen Wealth Management LLC <sup>(1)</sup> |
| Common Stock | 12/27/2017 | Â | P4 | 227,724 | A | \$ 2.2197 | 2,538,997                | I | Kanen Wealth Management LLC <sup>(1)</sup> |
| Common Stock | 12/28/2017 | Â | P4 | 150,000 | A | \$ 2.2262 | 2,688,997                | I | Kanen Wealth Management LLC <sup>(1)</sup> |
| Common Stock | 12/29/2017 | Â | P4 | 35,000  | A | \$ 2.39   | 1,845,000 <sup>(2)</sup> | I | The Philotimo Fund LLC                     |
| Common Stock | Â          | Â | Â  | Â       | Â | Â         | 18,921 <sup>(2)</sup>    | D | Â  |

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

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SEC 2270  
(9-02)

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. of<br>D<br>S<br>B<br>O<br>E<br>I<br>F<br>(I |
|---|--|---|---|--------------------------------------|--|--|---|---|--|
|   |  |   |   |                                      | (A) (D)  | Date<br>Exercisable  | Expiration<br>Date  | Title   | Amount<br>or<br>Number<br>of<br>Shares         |

## Reporting Owners

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

## Signatures

/s/ David L. Kanen 02/14/2018  
 \_\_Signature of Reporting Person Date  
 /s/ Kanen Wealth Management LLC By: David L. Kanen, Managing Member 02/14/2018  
 \_\_Signature of Reporting Person Date  
 /s/ The Philotimo Fund By: David L. Kanen 02/14/2018  
 \_\_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).

The Form 3 filed by Kanen Wealth Management LLC ("KWM"), Mr. Kanen and The Philotimo Fund LLC on November 20, 2017, indicates that KWM does not own any shares of the Issuer since KWM does not have a pecuniary interest in the shares of Common Stock held in customer accounts managed by KWM. To align the Section 16 filings with the Schedule 13D, as amended, filed by KWM and Mr. Kanen, Item 6 of Table 1 above has been revised to reflect KWM's beneficial ownership of the Company's Common Stock as reported in the Schedule 13D, excluding the shares owned by The Philotimo Fund LLC, which are reported separately in Item 6, of Table 1 above.

- (1) Mr. Kanen beneficially owns 4,553,997 shares of Common Stock, which represent approximately 16.6% of the Company's outstanding shares of Common Stock. Mr. Kanen, as the managing member of KWM, may be deemed to beneficially own the 2,688,997 shares of Common Stock held in customer accounts managed by KWM (including the 18,921 shares held in Mr. Kanen's account) and the 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 provided 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.