

ONE Group Hospitality, Inc.
Form 4
April 12, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Segal Jonathan

(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)

10/01/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Chief Executive Officer

6. Individual or Joint/Group Filing(Check Applicable Line)

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 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 Ownership (Instr. 4)
Common Stock, par value \$0.0001 per share	10/01/2015		G	41,250 D	\$ 0 6,584,980 ⁽¹⁾	D	
Common Stock, par value \$0.0001 per share	04/08/2016		A	150,000 A	\$ 0 6,734,980 ⁽²⁾	D	
Common Stock, par					386,166	I	By Jonathan

value
\$0.0001
per share

Segal
2012
Family
Trust

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)	
					V	(A)	(D)	Date Exercisable	Expiration Date		
Option to Purchase Common Stock, par value \$0.0001 per share	\$ 2.73	04/08/2016		A		500,000		(3)	(3)	Common Stock, par value \$0.0001 per share	500,000 (3)
Option to Purchase Common Stock, par value \$0.0001 per share	\$ 5	02/29/2016		D		114,044		(4)	(4)	Common Stock, par value \$0.0001 per share	114,044 (4)
Option to Purchase Common Stock, par value \$0.0001 per share	\$ 5	02/29/2016		D		114,044		(5)	(5)	Common Stock, par value \$0.0001 per share	114,044 (5)

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Segal Jonathan
 411 WEST 14TH STREET, 2ND FLOOR X X Chief Executive Officer
 NEW YORK, NY 10014

Signatures

/s/ Jonathan
 Segal 04/12/2016

**Signature of Date
 Reporting Person

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) These gifted shares are being reported late due to an inadvertent administrative error.

Of the shares of common stock reported, 150,000 are represented by restricted stock units which will vest upon the price of the ONE Group Hospitality, Inc.'s (the "Company") common stock reaching \$5.00, \$5.50 and \$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, 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 shares will not vest until the first anniversary of the grant date.

- (2) 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 shares will not vest until the first anniversary of the grant date.

The 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.

- (3) 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.

Pursuant to the performance-based stock options granted on October 16, 2013, under the Company's 2013 Employee, Director and Consultant Equity Incentive Plan, 114,044 unexercised options were forfeited on the date of the expiration of the Company's publicly traded warrants.

- (4) Consultant Equity Incentive Plan, 114,044 unexercised options were forfeited on the date of the expiration of the Company's publicly traded warrants.

Pursuant to the time-based stock options granted on October 16, 2013, under the Company's 2013 Employee, Director and Consultant Equity Incentive Plan, 114,044 unexercised options were forfeited on the date of the expiration of the Company's publicly traded warrants.

- (5) Equity Incentive Plan, 114,044 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. 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.