

KONA GRILL INC  
Form 4  
September 23, 2014

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

OMB APPROVAL

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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 \*  
Winczewski Anthony L

(Last) (First) (Middle)  
200 S. 6TH STREET, SUITE 1300  
(Street)

MINNEAPOLIS, MN 55402

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
KONA GRILL INC [KONA]

3. Date of Earliest Transaction  
(Month/Day/Year)  
09/19/2014

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)

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)
				Code V	Amount (A) or (D) Price		
Common stock	09/19/2014			S	8,000 D \$ 17.83 (1)	0	D
Common stock	09/19/2014			M	5,000 A \$ 3.39	5,000	D
Common stock	09/19/2014			S	5,000 D \$ 17.83 (1)	0	D
Common stock	09/19/2014			M	1,190 A \$ 5.15	1,190	D
Common stock	09/19/2014			S	1,190 D \$	0	D

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stock						17.83		
						<u>(1)</u>		
Common stock	09/22/2014		M	4,100	A	\$ 5.15	4,100	D
Common stock	09/22/2014		S	4,100	D	\$ 17.41	0	D
						<u>(2)</u>		

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

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(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 or Number of Shares
Director Stock Option (Right to Buy)	\$ 3.39	09/19/2014		M	5,000	01/28/2011 <sup>(3)</sup> 01/28/2015	Common Stock	5,000
Director Stock Option (Right to Buy)	\$ 5.15	09/19/2014		M	1,190	02/25/2012 <sup>(4)</sup> 02/24/2016	Common Stock	1,190
Director Stock Option (Right to Buy)	\$ 5.15	09/22/2014		M	4,100	02/25/2012 <sup>(4)</sup> 02/24/2016	Common Stock	4,100

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Winczewski Anthony L 200 S. 6TH STREET, SUITE 1300 MINNEAPOLIS, MN 55402	X			

## Signatures

/s/ Christi Hing as  
attorney-in-fact

09/23/2014

        \*\*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) Price reported is a weighted average price. These shares were sold pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 14, 2014 at prices ranging from \$17.40 to \$18.49, inclusive. The reporting person undertakes to provide Kona Grill, Inc. (the "Issuer"), any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range specified above.

(2) Price reported is a weighted average price. These shares were sold pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 14, 2014 at prices ranging from \$17.13 to \$17.71, inclusive. The reporting person undertakes to provide Kona Grill, Inc. (the "Issuer"), any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range specified above.

(3) 25% of the total number of options granted vested and became exercisable on each of April 28, 2010, July 28, 2010, October 28, 2010, and January 28, 2011.

(4) 25% of the total number of options granted vested and became exercisable on each of May 25, 2011, August 25, 2011, November 25, 2011, and February 25, 2012.

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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