

KONA GRILL INC
Form 4
November 26, 2014

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 *
Bakay Berke

(Last) (First) (Middle)
7150 E. CAMELBACK ROAD, SUITE 333
(Street)

SCOTTSDALE, AZ 85251

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
11/25/2014

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)
President and CEO

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 or Price | | |
| Common Stock | 11/25/2014 | | M | | 1,250 A \$ 3.39 | 11,250 | D |
| Common Stock | 11/25/2014 | | M | | 7,500 A \$ 5.15 | 18,750 | D |
| Common Stock | 11/25/2014 | | M | | 100,000 A \$ 6.98 | 118,750 | D |
| Common Stock | 11/25/2014 | | M | | 7,500 A \$ 8.71 | 126,250 | D |
| Common Stock | 11/25/2014 | | F | | 67,179 (1) D \$ 24.44 | 59,071 | D |

Common
Stock

1,230,000 I

By BBS
Capital
Fund, LP

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 Shares |
| Director Stock Option (Right to Buy) | \$ 3.39 | 11/25/2014 | | M | 1,250 | <u>(2)</u> 01/28/2015 | Common Stock 1,250 |
| Director Stock Option (Right to Buy) | \$ 5.15 | 11/25/2014 | | M | 7,500 | <u>(2)</u> 02/24/2016 | Common Stock 7,500 |
| Employee Stock Option (Right to Buy) | \$ 6.98 | 11/25/2014 | | M | 100,000 | <u>(2)</u> 01/29/2017 | Common Stock 100,000 |
| Employee Stock Option (Right to Buy) | \$ 8.71 | 11/25/2014 | | M | 7,500 | <u>(2)</u> 02/06/2018 | Common Stock 7,500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |

Bakay Berke
7150 E. CAMELBACK ROAD X X President and CEO
SUITE 333
SCOTTSDALE, AZ 85251

Signatures

/s/ Berke Bakay 11/26/2014

 **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) Shares withheld by Kona Grill, Inc. to satisfy exercise price and withholding taxes.
 - (2) All options were exercisable at the transaction date

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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