

ONE Group Hospitality, Inc.
Form SC 13D/A
November 20, 2017

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 1)*

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULE 13d-1(a) AND
AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(a)

The ONE Group Hospitality, Inc.

(Name of Issuer)

Common Stock, par value \$0.0001 per share

(Title of Class of Securities)

88338K103

(CUSIP Number)

Mr. Gregory Harnish

Anson Funds

155 University Avenue, Suite 207

Toronto, ON M5H 3B7

(647) 981-5077

With a copy to:

David E. Danovitch, Esq.

Robinson Brog Leinwand Greene Genovese & Gluck P.C.

875 Third Avenue, 9th Floor

New York, New York 10022

(212)-603-6300

(Name, Address and Telephone Number of Person

Authorized to Receive Notices and Communications)

November 16, 2017

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box .

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 88338K103 13D/A Page 2 of 10 Pages

NAME OF REPORTING PERSON

1
Anson Investments Master Fund LP

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a)
(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4
WC

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6
Cayman Islands

SOLE VOTING POWER

7
0

NUMBER OF SHARED VOTING POWER

SHARES 8
BENEFICIALLY 1,472,921

OWNED BY

EACH

REPORTING

SOLE DISPOSITIVE POWER

9
0

SHARED DISPOSITIVE POWER

10
1,472,921

AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON

11
2,112,921⁽¹⁾

12
CHECK IF THE AGGREGATE AMOUNT
IN ROW (11) EXCLUDES CERTAIN
SHARES

13
PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (11)

8.15%

14
TYPE OF REPORTING PERSON

IA, PN

⁽¹⁾ This number includes 640,000 shares of Common Stock issuable upon exercise of certain warrants owned by the Reporting Persons.

CUSIP No. 88338K103 13D/A Page 3 of 10 Pages

NAME OF REPORTING PERSON

1
Anson Funds Management LP

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a)
(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4
WC

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6
Texas

SOLE VOTING POWER

7
0

NUMBER OF SHARED VOTING POWER

SHARES 8
BENEFICIALLY 1,472,921

OWNED BY

EACH

REPORTING

SOLE DISPOSITIVE POWER

9
0

SHARED DISPOSITIVE POWER

10
1,472,921

AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON

11
2,112,921⁽²⁾

12
CHECK IF THE AGGREGATE AMOUNT
IN ROW (11) EXCLUDES CERTAIN
SHARES

13
PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (11)

8.15%

14
TYPE OF REPORTING PERSON

IA, PN

⁽²⁾ This number includes 640,000 shares of Common Stock issuable upon exercise of certain warrants owned by the Reporting Persons.

CUSIP No. 88338K103 13D/A Page 4 of 10 Pages

NAME OF REPORTING PERSON

1
Anson Management GP LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a)
(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4
WC

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6
Texas

SOLE VOTING POWER

7
0

NUMBER OF SHARED VOTING POWER

SHARES 8
BENEFICIALLY 1,472,921

OWNED BY

EACH

REPORTING

SOLE DISPOSITIVE POWER

9
0

SHARED DISPOSITIVE POWER

10
1,472,921

AGGREGATE AMOUNT BENEFICIALLY OWNED BY
REPORTING PERSON

11

2,112,921⁽³⁾

CHECK IF THE AGGREGATE AMOUNT
IN ROW (11) EXCLUDES CERTAIN
SHARES

12

PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (11)

13

8.15%

TYPE OF REPORTING PERSON

14

HC, OO

⁽³⁾ This number includes 640,000 shares of Common Stock issuable upon exercise of certain warrants owned by the Reporting Persons.

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NAME OF REPORTING PERSON

1
Bruce R. Winson

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a)
(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4
WC

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6
United States Citizen

NUMBER OF SOLE VOTING POWER

SHARES

7
BENEFICIALLY 0

OWNED BY

EACH SHARED VOTING POWER

REPORTING 8

PERSON WITH 1,472,921

SOLE DISPOSITIVE POWER

9
0

10 SHARED DISPOSITIVE POWER

1,472,921

AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON

11
2,112,921⁽⁴⁾

12
CHECK IF THE AGGREGATE AMOUNT
IN ROW (11) EXCLUDES CERTAIN
SHARES

PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (11)

13
8.15%

TYPE OF REPORTING PERSON

14
HC, IN

⁽⁴⁾ This number includes 640,000 shares of Common Stock issuable upon exercise of certain warrants owned by the Reporting Persons.

CUSIP No. 88338K103 13D/A Page 6 of 10 Pages

NAME OF REPORTING PERSON

1
Anson Advisors Inc.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a)
(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4
WC

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6
Ontario, Canada

NUMBER OF SOLE VOTING POWER

SHARES

7
BENEFICIALLY 0

OWNED BY

8 SHARED VOTING POWER
EACH

REPORTING

PERSON WITH 1,472,921

SOLE DISPOSITIVE POWER

9
0

10 SHARED DISPOSITIVE POWER

1,472,921

AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON

11
2,112,921⁽⁵⁾

12
CHECK IF THE AGGREGATE AMOUNT
IN ROW (11) EXCLUDES CERTAIN
SHARES

13
PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (11)

8.15%

14
TYPE OF REPORTING PERSON

CO

⁽⁵⁾ This number includes 640,000 shares of Common Stock issuable upon exercise of certain warrants owned by the Reporting Persons.

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NAME OF REPORTING PERSON

1

Adam Spears

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)

2

(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

WC