

ONE Group Hospitality, Inc.
Form SC 13G
March 02, 2018

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No.)*

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

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

(416) 572-1766

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)

March 2, 2018

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* 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).

NAME OF REPORTING PERSON

1
Anson Investments Master Fund LP

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

2
(b)

SEC USE ONLY

3
CITIZENSHIP OR PLACE OF ORGANIZATION

4
Cayman Islands

SOLE VOTING POWER

5
0

NUMBER OF SHARED VOTING POWER

SHARES 6
BENEFICIALLY 1,472,921

OWNED BY SOLE DISPOSITIVE POWER

EACH

REPORTING 7
0

PERSON WITH SHARED DISPOSITIVE POWER

8
1,472,921

AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON

9
2,112,921⁽¹⁾

10
CHECK IF THE AGGREGATE AMOUNT
IN ROW (11) EXCLUDES CERTAIN
SHARES

PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (11)

11
8.2%

TYPE OF REPORTING PERSON

12
IA, PN

⁽¹⁾ This number includes 640,000 shares of issuer's common stock that may be acquired by the reporting person upon exercise of certain warrants within 90 days of the date of this Statement on Schedule 13G.

NAME OF REPORTING PERSON

1
Anson Funds Management LP

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

2
(b)

SEC USE ONLY

3
CITIZENSHIP OR PLACE OF ORGANIZATION

4
Texas

SOLE VOTING POWER

5
0

NUMBER OF SHARED VOTING POWER

SHARES 6
BENEFICIALLY 1,472,921

OWNED BY SOLE DISPOSITIVE POWER

EACH

REPORTING 7
0

PERSON WITH SHARED DISPOSITIVE POWER

8
1,472,921

AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON

9
2,112,921⁽²⁾

10
CHECK IF THE AGGREGATE AMOUNT
IN ROW (11) EXCLUDES CERTAIN
SHARES

PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (11)

11
8.2%

TYPE OF REPORTING PERSON

12
IA, PN

⁽²⁾ This number includes 640,000 shares of issuer's common stock that may be acquired by the reporting person upon exercise of certain warrants within 90 days of the date of this Statement on Schedule 13G.

NAME OF REPORTING PERSON

1
Anson Management GP LLC

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

2
(b)

SEC USE ONLY

3
CITIZENSHIP OR PLACE OF ORGANIZATION

4
Texas

SOLE VOTING POWER

5
0

NUMBER OF SHARED VOTING POWER
SHARES 6
BENEFICIALLY 1,472,921

OWNED BY SOLE DISPOSITIVE POWER
EACH

REPORTING 7
0

PERSON WITH SHARED DISPOSITIVE POWER

8
1,472,921

AGGREGATE AMOUNT BENEFICIALLY OWNED BY
REPORTING PERSON

9

2,112,921⁽³⁾

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

10

PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (11)

11

8.2%

TYPE OF REPORTING PERSON

12

HC, OO

⁽³⁾ This number includes 640,000 shares of issuer's common stock that may be acquired by the reporting person upon exercise of certain warrants within 90 days of the date of this Statement on Schedule 13G.

NAME OF REPORTING PERSON

1
Bruce R. Winson

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

2
(b)

SEC USE ONLY

3
CITIZENSHIP OR PLACE OF ORGANIZATION

4
United States Citizen

SOLE VOTING POWER

5
0

NUMBER OF SHARED VOTING POWER
SHARES 6
BENEFICIALLY 1,472,921

OWNED BY SOLE DISPOSITIVE POWER

EACH

REPORTING 7
0

PERSON WITH SHARED DISPOSITIVE POWER

8
1,472,921

AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON

9
2,112,921⁽⁴⁾

10
CHECK IF THE AGGREGATE AMOUNT
IN ROW (11) EXCLUDES CERTAIN
SHARES

PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (11)

11
8.2%

TYPE OF REPORTING PERSON

12
HC, IN

⁽⁴⁾ This number includes 640,000 shares of issuer's common stock that may be acquired by the reporting person upon exercise of certain warrants within 90 days of the date of this Statement on Schedule 13G.

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NAME OF REPORTING PERSON

1
Anson Advisors Inc.

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

2
(b)

SEC USE ONLY

3
CITIZENSHIP OR PLACE OF ORGANIZATION

4
Ontario, Canada

SOLE VOTING POWER

5
0

NUMBER OF SHARED VOTING POWER

SHARES 6
BENEFICIALLY 1,472,921

OWNED BY SOLE DISPOSITIVE POWER

EACH

REPORTING 7
0

PERSON WITH SHARED DISPOSITIVE POWER

8
1,472,921

AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON

9
2,112,921⁽⁵⁾

10
CHECK IF THE AGGREGATE AMOUNT
IN ROW (11) EXCLUDES CERTAIN
SHARES

PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (11)

11
8.2%

TYPE OF REPORTING PERSON

12
CO

⁽⁵⁾ This number includes 640,000 shares of issuer's common stock that may be acquired by the reporting person upon exercise of certain warrants within 90 days of the date of this Statement on Schedule 13G.

NAME OF REPORTING PERSON

1
Adam Spears

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

2
(b)

SEC USE ONLY

3
CITIZENSHIP OR PLACE OF ORGANIZATION

4
Canadian Citizen

SOLE VOTING POWER

5
0

NUMBER OF SHARED VOTING POWER
SHARES 6
BENEFICIALLY 1,472,921

OWNED BY SOLE DISPOSITIVE POWER

EACH

REPORTING 7
0

PERSON WITH SHARED DISPOSITIVE POWER

8
1,472,921

AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON

9
2,112,921⁽⁶⁾

10
CHECK IF THE AGGREGATE AMOUNT
IN ROW (11) EXCLUDES CERTAIN
SHARES

PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (11)

11
8.2%

TYPE OF REPORTING PERSON

12
IN

⁽⁶⁾ This number includes 640,000 shares of issuer's common stock that may be acquired by the reporting person upon exercise of certain warrants within 90 days of the date of this Statement on Schedule 13G.

NAME OF REPORTING PERSON

1
Moez Kassam

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

2
(b)

SEC USE ONLY

3
CITIZENSHIP OR PLACE OF ORGANIZATION

4
Canadian Citizen

SOLE VOTING POWER

5
0

NUMBER OF SHARED VOTING POWER

SHARES 6
BENEFICIALLY 1,472,921

OWNED BY SOLE DISPOSITIVE POWER

EACH

REPORTING 7
0

PERSON WITH SHARED DISPOSITIVE POWER

8
1,472,921

AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON

9
2,112,921⁽⁷⁾

10
CHECK IF THE AGGREGATE AMOUNT
IN ROW (11) EXCLUDES CERTAIN
SHARES

PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (11)

11
8.2%

TYPE OF REPORTING PERSON

12
IN

⁽⁷⁾ This number includes 640,000 shares of issuer's common stock that may be acquired by the reporting person upon exercise of certain warrants within 90 days of the date of this Statement on Schedule 13G.

This Statement on Schedule 13G (“Schedule 13G”) is being filed on behalf of Anson Investments Master Fund LP, a Cayman Islands limited partnership, Anson Funds Management LP (d/b/a Anson Group), a Texas limited partnership, Anson Management GP LLC, a Texas limited liability company, Mr. Bruce R. Winson, the principal of Anson Funds Management LP and Anson Management GP LLC, Anson Advisors Inc. (d/b/a Anson Funds), an Ontario, Canada corporation, Mr. Adam Spears, a director of Anson Advisors Inc., and Mr. Moez Kassam, a director of Anson Advisors Inc. (such persons and entities, the “Reporting Persons”), relating to the common stock, \$0.0001 par value (the “Common Stock”), of The ONE Group Hospitality, Inc., a Delaware corporation (the “Issuer”).

Anson Investments Master Fund LP was previously eligible to file on the Statement on Schedule 13G that was jointly filed with the U.S. Securities and Exchange Commission on February 14, 2017 by Anson Funds Management LP, Anson Management GP LLC, Mr. Bruce R. Winson, Anson Advisors Inc., Mr. Adam Spears and Mr. Moez Kassam, as Anson Investments Master Fund LP beneficially owned 1,728,915 shares of Common Stock of the Issuer as of such date in the ordinary course of business and not with the purpose nor with the effect of changing or influencing the control of the Issuer, nor in connection with or as a participant in any transaction having such purpose or effect, including any transaction subject to Rule 13d-3(b). As of the date of this Schedule 13G, the Reporting Persons beneficially own the Common Stock of the Issuer in the ordinary course of business and not with the purpose nor with the effect of changing or influencing the control of the Issuer, nor in connection with or as a participant in any transaction having such purpose or effect, including any transaction subject to Rule 13d-3(b).

This Schedule 13G relates to Common Stock of the Issuer beneficially owned by Anson Investments Master Fund LP, to which Anson Funds Management LP and Anson Advisors Inc. serve as co-investment advisors. Anson Funds Management LP and Anson Advisors Inc. serve as co-investment advisors to Anson Investments Master Fund LP and may direct the vote and disposition of the 2,112,921 shares of Common Stock held by Anson Investments Master Fund LP. As the general partner of Anson Funds Management LP, Anson Management GP LLC may direct the vote and disposition of the 2,112,921 shares of Common Stock held by Anson Investments Master Fund LP. As the principal of Anson Fund Management LP and Anson Management GP LLC, Mr. Winson may direct the vote and disposition of the 2,112,921 shares of Common Stock held by Anson Investments Master Fund LP. As directors of Anson Advisors Inc., Mr. Spears and Mr. Kassam may each direct the vote and disposition of the 2,112,921 shares of Common Stock held by Anson Investments Master Fund LP.

Item 1(a) Name of Issuer.

The ONE Group Hospitality, Inc.

Item 1(b) Address of Issuer’s Principal Executive Offices.

411 W. 14th Street, 2nd Floor

New York, NY 10014

Item 2(a) Name of Person Filing.

Anson Investments Master Fund LP, Anson Funds Management LP, Anson Management GP LLC, Mr. Bruce R. Winson, Anson Advisors Inc., Mr. Adam Spears and Mr. Moez Kassam

Item 2(b) Address of Principal Business Office, or, if none, Residence.

For Anson Investments Master Fund LP:

c/o Intertrust Corporate Services (Cayman) Limited

190 Elgin Avenue, George Town

Grand Cayman KY1-9005, Cayman Islands

For Anson Funds Management LP, Anson Management GP LLC and Mr. Winson:

5950 Berkshire Lane, Suite 210

Dallas, Texas 75225

For Anson Advisors Inc., Mr. Spears and Mr. Kassam:

155 University Ave, Suite 207

Toronto, ON M5H 3B7

Item 2(c) Citizenship or Place of Organization.

Anson Investments Master Fund LP is a Cayman Islands limited partnership organized under the laws of the Cayman Islands. Anson Funds Management LP is a limited partnership organized under the laws of the State of Texas. Anson Management GP LLC is a limited liability company organized under the laws of the State of Texas. Mr. Winson is a United States citizen. Anson Advisors Inc. is a corporation organized under the laws of Ontario, Canada. Mr. Spears and Mr. Kassam are each Canadian citizens.

Item 2(d) Title of Class of Securities.

Common stock, \$0.0001 par value (the "Common Stock").

Item 2(e) CUSIP Number.

88338K103

Item 3 Reporting Person.

If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b), check whether the person filing is a:

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) An investment advisor in accordance with §240.13d-1(b)(1)(ii)(E).
- (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F).
- (g) A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G).
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).
- (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3).
- (j) Group, in accordance with §240.13d-1(b)(1)(ii)(J).

Item 4 Ownership.

Anson Funds Management LP, Anson Management GP LLC, Mr. Winson, Anson Advisors Inc., Mr. Spears and (a)Mr. Kassam are the beneficial owners of 2,112,921 shares of Common Stock held by Anson Investments Master Fund LP.

Anson Investments Master Fund LP, Anson Funds Management LP, Anson Management GP LLC, Mr. Winson, Anson Advisors Inc., Mr. Spears and Mr. Kassam are the beneficial owners of 8.2% of the outstanding shares of (b) Common Stock of the Issuer. This percentage is determined by dividing 2,112,921 by 25,286,571, the number of shares of Common Stock issued and outstanding as of November 13, 2017, as reported in the Issuer's Quarterly Statement on Form 10-Q, filed with the U.S. Securities and Exchange Commission on November 13, 2017.

Anson Funds Management LP and Anson Advisors Inc., as the co-investment advisors to Anson Investments Master Fund LP, may direct the vote and disposition the 2,112,921 shares of Common Stock held by Anson Investments Master Fund LP. Anson Management GP LLC, as the general partner of Anson Funds Management LP, may direct the vote and disposition the 2,112,921 shares of Common Stock held by Anson Investments Master Fund LP. As the principal of Anson Funds Management LP and Anson Management GP LLC, Mr. Winson may direct the vote and disposition of the 2,112,921 shares of Common Stock held by Anson Investments Master Fund LP. Mr. Spears and Mr. Kassam, each as a director of Anson Advisors Inc., may direct the vote and disposition the 2,112,921 shares of Common Stock held by Anson Investments Master Fund LP. (c)

Item 5 Ownership of Five Percent or Less of a Class.

Inapplicable.

Item 6 Ownership of More Than Five Percent on Behalf of Another Person.

Inapplicable.

Item 7 Identification and Classification of the Subsidiary which Acquired the Security Being Reported On by the Parent Holding Company.

Inapplicable.

Item 8 Identification and Classification of Members of the Group.

Inapplicable.

Item 9 Notice of Dissolution of Group.

Inapplicable.

Item 10 Certification.

For Anson Investments Master Fund LP, Anson Funds Management LP, Anson Management GP LLC and Mr. Winson:

By signing below each of the Reporting Persons certifies that, to the best of such person's knowledge and belief, the securities referred to above were acquired and held in the ordinary course of business and were not acquired and were not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

For the Anson Advisors Inc., Mr. Spears and Mr. Kassam:

By signing below each of the Reporting Persons certifies that, to the best of such person's knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Exhibits

Exhibit Joint Filing Agreement dated March 2, 2018, by and among Anson Investments Master Fund LP, Anson
99.1 Funds Management LP, Anson Management GP LLC, Mr. Winson, Anson Advisors Inc., Mr. Spears and
Mr. Kassam.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

In accordance with Rule 13d-1(k)(1)(iii) under the Securities Exchange Act of 1934, as amended, the persons named below agree to the joint filing on behalf of each of them of this Schedule 13G with respect to the shares of Common Stock of the Issuer.

Dated: March 2, 2018

ANSON
INVESTMENTS
MASTER FUND LP

By: ANSON
ADVISORS INC.

By: /s/ Adam Spears
Adam Spears
Director

By: /s/ Moez Kassam
Moez Kassam
Director

ANSON FUNDS
MANAGEMENT LP

By: Anson Management
GP LLC, its general
partner

By: /s/ Bruce R. Winson
Bruce R. Winson
Manager

ANSON MANAGEMENT
GP LLC

By: /s/ Bruce R. Winson
Bruce R. Winson
Manager

/s/ Bruce R. Winson
Bruce R. Winson

ANSON ADVISORS
INC.

By: /s/ Adam Spears
Adam Spears
Director

By: /s/ Moez Kassam
Moez Kassam
Director

/s/ Adam Spears
Adam Spears

/s/ Moez Kassam
Moez Kassam