

KONA GRILL INC  
Form 8-K  
July 12, 2006

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

**FORM 8-K  
CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(D) OF THE  
SECURITIES EXCHANGE ACT OF 1934  
Date of Report (Date of earliest event reported): July 7, 2006  
KONA GRILL, INC.  
(Exact Name of Registrant as Specified in its Charter)**

**Delaware**

**000-51491**

**20-0216690**

(State or Other  
Jurisdiction of Incorporation)

(Commission File Number)

(IRS Employer  
Identification No.)

7150 E. Camelback Road, Suite 220  
Scottsdale, Arizona 85251

(Address of principal executive offices) (Zip Code)

Registrant's Telephone Number, Including Area Code: (480) 922-8100

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.**

Effective July 7, 2006, Frank Bennett resigned as a director of our company and as Chairman of our Audit Committee. In announcing his resignation, Mr. Bennett stated that he disagreed with the process taken by our Board of Directors in appointing Marcus E. Jundt as our President and Chief Executive Officer. Our legal counsel has advised us that the process taken in appointing Mr. Jundt was properly conducted.

A copy of Mr. Bennett's notice of resignation is attached hereto as Exhibit 99.1 and is hereby incorporated by reference in this Item 5.02.

**Item 9.01. Financial Statements and Exhibits.**

(a) *Financial Statements of Business Acquired.*

Not applicable.

(b) *Pro Forma Financial Information.*

Not applicable.

(c) *Exhibits.*

Exhibit  
Number

99.1 Resignation of Frank Bennett dated July 7, 2006

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: July 12, 2006

**KONA GRILL, INC.**

By: /s/ Mark S. Robinow

Mark S. Robinow  
Executive Vice President, Chief  
Financial  
Officer, and Secretary

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