

ONE Group Hospitality, Inc.

Form 4

April 12, 2016

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Segal Jonathan

(Last) (First) (Middle)

411 WEST 14TH STREET, 2ND  
FLOOR

(Street)

NEW YORK, NY 10014

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
Symbol

ONE Group Hospitality, Inc. [STKS]

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

10/01/2015

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)

Chief Executive Officer

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$0.0001 per share	10/01/2015		G	41,250	D \$ 0	6,584,980 <sup>(1)</sup>	D
Common Stock, par value \$0.0001 per share	04/08/2016		A	150,000	A \$ 0	6,734,980 <sup>(2)</sup>	D
Common Stock, par					386,166	I	By Jonathan

value  
\$0.0001  
per share

Segal  
2012  
Family  
Trust

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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 Underlying Securities (Instr. 3 and 4)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Option to Purchase Common Stock, par value \$0.0001 per share	\$ 2.73	04/08/2016		A		500,000		(3)	(3)	Common Stock, par value \$0.0001 per share	500,000 (3)
Option to Purchase Common Stock, par value \$0.0001 per share	\$ 5	02/29/2016		D		114,044		(4)	(4)	Common Stock, par value \$0.0001 per share	114,044 (4)
Option to Purchase Common Stock, par value \$0.0001 per share	\$ 5	02/29/2016		D		114,044		(5)	(5)	Common Stock, par value \$0.0001 per share	114,044 (5)

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer

Other

Segal Jonathan  
411 WEST 14TH STREET, 2ND FLOOR X X Chief Executive Officer  
NEW YORK, NY 10014

## Signatures

/s/ Jonathan  
Segal 04/12/2016

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) These gifted shares are being reported late due to an inadvertent administrative error.
- Of the shares of common stock reported, 150,000 are represented by restricted stock units which will vest upon the price of the ONE Group Hospitality, Inc.'s (the "Company") common stock reaching \$5.00, \$5.50 and \$6.00 (the "Hurdles"), with 33% vesting at each Hurdle. In order for the shares to vest, the closing price of the Company's common stock must be at or above the relevant Hurdle for ten consecutive trading days in a single quarter, with such vesting to occur only on the last day of that quarter, provided that the Reporting Person is employed by the Company on that date. Notwithstanding the foregoing, if any Hurdle is met within one year of the grant date, then such shares will not vest until the first anniversary of the grant date.
- The options will vest upon the price of the Company's common stock reaching \$5.00, \$5.50 and \$6.00, with 33% vesting at each Hurdle. In order for the options to vest, the closing price of the Company's common stock must be at or above the relevant Hurdle for ten consecutive trading days in a single quarter, with such vesting to occur only on the last day of that quarter, provided that the Reporting Person is employed by the Company on that date. Notwithstanding the foregoing, if any Hurdle is met within one year of the grant date, then such options will not vest until the first anniversary of the grant date.
- (3)
- Pursuant to the performance-based stock options granted on October 16, 2013, under the Company's 2013 Employee, Director and Consultant Equity Incentive Plan, 114,044 unexercised options were forfeited on the date of the expiration of the Company's publicly traded warrants.
- (4)
- Pursuant to the time-based stock options granted on October 16, 2013, under the Company's 2013 Employee, Director and Consultant Equity Incentive Plan, 114,044 unexercised options were forfeited on the date of the expiration of the Company's publicly traded warrants.
- (5)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.