

HILARIO EMANUEL N
 Form 4
 November 01, 2017

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

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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 *
HILARIO EMANUEL N

(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)

10/30/2017

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 & 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		
Common Stock, par value \$0.0001 per share	10/30/2017		A		371,000 (1)	A	\$ 0 412,306 D

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

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SEC 1474 (9-02)

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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 or Number of Shares
Stock Options	\$ 1.42	10/30/2017		A	300,000	(2)	10/30/2027	Common Stock, par value \$0.0001	300,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HILARIO EMANUEL N 411 WEST 14TH STREET, 2ND FLOOR NEW YORK, NY 10014	X		President & CEO	

Signatures

/s/ Emanuel N.
Hilario

11/01/2017

**Signature of
Reporting Person

Date

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) Includes (i) a grant of 71,000 shares of the Issuer's common stock issued under the Issuer's 2013 Employee, Director and Consultant Equity Incentive Plan (the "Plan") pursuant to an Employment Agreement, by and between the Issuer and the Reporting Person, dated October 30, 2017 (the "Employment Agreement") and (ii) a grant of 300,000 restricted stock units ("RSUs") issued under the Plan pursuant to the Employment Agreement. The RSUs shall vest in equal increments upon the first three anniversaries of the grant date, with 100,000 units vesting on each such date, provided that the Reporting Person is employed by the Issuer on each such date; provided, however that the RSUs may vest earlier upon the price of the Issuer's common stock reaching an average of \$2.130, \$2.485 and \$2.840 (the "Hurdles") for ten consecutive trading days for each respective Hurdle, with 100,000 RSUs vesting upon the achievement of each respective Hurdle.

(2) Options issued under the Plan pursuant to the Employment Agreement. The options shall vest in equal increments upon the first three anniversaries of the grant date, with 100,000 units vesting on each such date, provided that the Reporting Person is employed by the Issuer on each such 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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