

KONA GRILL INC  
Form 4  
September 25, 2014

**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

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Winczewski Anthony L

(Last) (First) (Middle)  
200 S. 6TH STREET, SUITE 1300  
(Street)

MINNEAPOLIS, MN 55402

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
KONA GRILL INC [KONA]

3. Date of Earliest Transaction  
(Month/Day/Year)  
09/23/2014

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)

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	(A) or (D)	Price
Common Stock	09/23/2014		M		2,210	A	\$ 5.15 2,210
Common Stock	09/23/2014		S		2,210	D	\$ 17.28 0 (1)
Common Stock	09/23/2014		M		10,000	A	\$ 5.37 10,000
Common Stock	09/23/2014		S		10,000	D	\$ 17.28 0 (1)

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

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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 of Underlying Securities (Instr. 3 and 4)		
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)
Director Stock Option (Right to Buy)	\$ 5.15	09/23/2014		M	2,210	02/25/2012 <sup>(2)</sup> 02/24/2016	Common Stock	2,210	
Director Stock Option (Right to Buy)	\$ 5.37	09/23/2014		M	10,000	02/28/2013 <sup>(3)</sup> 02/27/2017	Common Stock	10,000	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Winczewski Anthony L 200 S. 6TH STREET, SUITE 1300 MINNEAPOLIS, MN 55402	X			

## Signatures

/s/ Christi Hing as attorney-in-fact  
09/25/2014

\_\_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) Price reported is a weighted average price. These shares were sold pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 14, 2014 at prices ranging from \$17.19 to \$17.40, inclusive. The reporting person undertakes to provide Kona Grill, Inc. (the

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"Issuer"), any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range specified above.

- (2) 25% of the total number of options granted vest and become exercisable on each of May 25, 2011, August 25, 2011, November 25, 2011, and February 25, 2012.
- (3) 25% of the total number of options granted vest and become exercisable on each of May 28, 2012, August 28, 2012, November 28, 2012, and February 28, 2013.

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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