

ONE Group Hospitality, Inc.
Form SC 13D
August 04, 2017

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. ___)*

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

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 MSH 387

(647) 981-5077

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)

July 25, 2017

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box .

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7 for other parties to whom copies are to be sent.

* 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).

CUSIP No. 88338K103 13D Page 2 of 11 Pages

NAME OF REPORTING PERSON

¹ Anson Investments Master Fund LP

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

2

SEC USE ONLY

(b)

3

SOURCE OF FUNDS

4

WC

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Cayman Islands

NUMBER OF SOLE VOTING POWER

SHARES

⁷
BENEFICIALLY 0

OWNED BY

⁸ SHARED VOTING POWER

EACH

REPORTING

2,345,443

PERSON WITH

SOLE DISPOSITIVE POWER

9
0

10 SHARED DISPOSITIVE POWER

2,345,443

AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON

11
2,530,443⁽¹⁾

12
CHECK IF THE AGGREGATE AMOUNT
IN ROW (11) EXCLUDES CERTAIN
SHARES

PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (11)

13
9.99%

TYPE OF REPORTING PERSON

14
IA, PN

This number (i) includes 185,000 shares of Common Stock issuable upon exercise of certain warrants owned by the (1)Reporting Persons, but (ii) excludes 455,000 shares of Common Stock issuable upon the exercise of certain warrants owned by the Reporting Persons that may not be presently exercisable within 60 days.

CUSIP No. 88338K103 13D Page 3 of 11 Pages

NAME OF REPORTING PERSON

¹ Anson Funds Management LP

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

2

SEC USE ONLY

(b)

3

SOURCE OF FUNDS

4

WC

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Texas

NUMBER OF SOLE VOTING POWER

SHARES

⁷

BENEFICIALLY 0

OWNED BY

⁸ SHARED VOTING POWER

EACH

REPORTING

2,345,443

PERSON WITH

SOLE DISPOSITIVE POWER

9
0

10 SHARED DISPOSITIVE POWER

2,345,443

AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON

11
2,530,443⁽²⁾

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CHECK IF THE AGGREGATE AMOUNT
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SHARES

PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (11)

13
9.99%

TYPE OF REPORTING PERSON

14
IA, PN

This number (i) includes 185,000 shares of Common Stock issuable upon exercise of certain warrants owned by the
(2)Reporting Persons, but (ii) excludes 455,000 shares of Common Stock issuable upon the exercise of certain
warrants owned by the Reporting Persons that may not be presently exercisable within 60 days.

CUSIP No. 88338K103 13D Page 4 of 11 Pages

NAME OF REPORTING PERSON

¹ Anson Management GP LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

2

SEC USE ONLY

(b)

3

SOURCE OF FUNDS

4

WC

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Texas

NUMBER OF SOLE VOTING POWER

SHARES

⁷
BENEFICIALLY 0

OWNED BY

⁸ SHARED VOTING POWER

EACH

REPORTING

2,345,443

PERSON WITH

SOLE DISPOSITIVE POWER

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10 SHARED DISPOSITIVE POWER

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AGGREGATE AMOUNT BENEFICIALLY OWNED BY
REPORTING PERSON

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SHARES

12

PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (11)

13

9.99%

TYPE OF REPORTING PERSON

14

HC, OO

This number (i) includes 185,000 shares of Common Stock issuable upon exercise of certain warrants owned by the
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CUSIP No. 88338K103 13D Page 5 of 11 Pages

NAME OF REPORTING PERSON

¹ Bruce R. Winson

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

2

SEC USE ONLY

(b)

3

SOURCE OF FUNDS

4

WC

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

United States Citizen

NUMBER OF SOLE VOTING POWER

SHARES

⁷
BENEFICIALLY 0

OWNED BY

⁸ SHARED VOTING POWER

EACH

REPORTING

2,345,443

PERSON WITH

SOLE DISPOSITIVE POWER

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10 SHARED DISPOSITIVE POWER

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AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON

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CHECK IF THE AGGREGATE AMOUNT
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SHARES

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BY AMOUNT IN ROW (11)

13
9.99%

TYPE OF REPORTING PERSON

14
HC, IN

This number (i) includes 185,000 shares of Common Stock issuable upon exercise of certain warrants owned by the
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CUSIP No. 88338K103 ^{13D}Page 6 of 11 Pages

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

SOURCE OF FUNDS

4

WC

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Ontario, Canada

NUMBER OF SOLE VOTING POWER

SHARES

⁷

BENEFICIALLY 0

OWNED BY

⁸ SHARED VOTING POWER

EACH

REPORTING

2,345,443

PERSON WITH

SOLE DISPOSITIVE POWER

9
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10 SHARED DISPOSITIVE POWER

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AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON

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CHECK IF THE AGGREGATE AMOUNT
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SHARES

PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (11)

13
9.99%

TYPE OF REPORTING PERSON

14
CO

This number (i) includes 185,000 shares of Common Stock issuable upon exercise of certain warrants owned by the
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CUSIP No. 88338K103 13D Page 7 of 11 Pages

NAME OF REPORTING PERSON

¹ Adam Spears

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

2

SEC USE ONLY

(b)

3

SOURCE OF FUNDS

4

WC

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Canadian Citizen

NUMBER OF SOLE VOTING POWER

SHARES

⁷
BENEFICIALLY 0

OWNED BY

⁸ SHARED VOTING POWER

EACH

REPORTING

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PERSON WITH

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9.99%

TYPE OF REPORTING PERSON

14
IN

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CUSIP No. 88338K103 13D Page 8 of 11 Pages

NAME OF REPORTING PERSON

¹ Moez Kassam

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

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3

(b)

SOURCE OF FUNDS

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WC

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CITIZENSHIP OR PLACE OF ORGANIZATION

6

Canadian Citizen

NUMBER OF SOLE VOTING POWER

SHARES

⁷

BENEFICIALLY 0

OWNED BY

⁸ SHARED VOTING POWER

EACH

REPORTING

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PERSON WITH

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AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON

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CHECK IF THE AGGREGATE AMOUNT
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PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (11)

9.99%

14
TYPE OF REPORTING PERSON

IN

(7) This number (i) includes 185,000 shares of Common Stock