

Kanen David
Form 4
November 09, 2018

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Kanen David

(Last) (First) (Middle)

10141 SWEET BAY COURT

(Street)

PARKLAND, FL 33076

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
ONE Group Hospitality, Inc. [STKS]

3. Date of Earliest Transaction
(Month/Day/Year)
11/07/2018

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)

____ Form filed by One Reporting Person
__X__ 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	11/07/2018		J ⁽²⁾	5,600 A <u>(2)</u>	3,281,083	I	Kanen Wealth Management LLC ⁽¹⁾
Common Stock	11/08/2018		J ⁽³⁾	16,018 A <u>(3)</u>	3,297,101	I	Kanen Wealth Management LLC ⁽¹⁾
Common Stock					1,845,000 ⁽⁴⁾	I	The Philotimo Fund LLC
Common Stock					20,237 ⁽⁴⁾	D	

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

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(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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kanen David 10141 SWEET BAY COURT PARKLAND, FL 33076		X		
Kanen Wealth Management LLC 10141 SWEET BAY COURT PARKLAND, FL 33076		X		
Philotimo Fund, LP 5850 CORAL RIDGE DRIVE, SUITE 309 CORAL SPRINGS, FL 33076		X		

Signatures

/s/ David L. Kanen	11/09/2018
__Signature of Reporting Person	Date
/s/ Kanen Wealth Management LLC By: David L. Kanen, Managing Member	11/09/2018
__Signature of Reporting Person	Date
/s/ The Philotimo Fund By: David L. Kanen	11/09/2018
__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) Kanen Wealth Management LLC ("KWM") does not have a pecuniary interest in the shares of Common Stock held in customer accounts managed by KWM. The number reflected above excludes 20,237 shares held in Mr. Kanen's account as described in footnote 4 below.
- (2) On November 7, 2018, KWM began managing accounts already holding 5,600 shares of the Issuer. Neither KWM, The Philotimo Fund, LP nor Mr. Kanen has any pecuniary interest in these shares.
- (3) On November 8, 2018, KWM began managing accounts already holding 16,018 shares of the Issuer. Neither KWM, The Philotimo Fund, LP nor Mr. Kanen has any pecuniary interest in these shares.

Mr. Kanen beneficially owns, pursuant to the beneficial ownership rules of Section 13(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), 5,287,338 shares of Common Stock, which represent approximately 19.1% of the Issuer's outstanding shares of Common Stock. Pursuant to such beneficial ownership rules, Mr. Kanen, as the managing member of KWM, may be deemed to beneficially own the 3,297,101 shares of Common Stock held in customer accounts managed by KWM (including the 20,237 shares held in Mr. Kanen's account) and the 1,845,000 shares of Common Stock held by The Philotimo Fund LLC, of which KWM is the general partner. Mr. Kanen expressly disclaims such beneficial ownership except to the extent of his pecuniary interest therein. Mr. Kanen does not have a pecuniary interest under Section 16 of the Exchange Act in the shares of Common Stock held in customer accounts managed by KWM other than the 20,237 shares held in Mr. Kanen's account.

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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