

Kanen David
 Form 5/A
 March 14, 2018

FORM 5

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
Kanen David

(Last) (First) (Middle)

5850 CORAL RIDGE DRIVE,
 SUITE 309

(Street)

CORAL SPRINGS, FL 33076

(City) (State) (Zip)

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

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2017

4. If Amendment, Date Original Filed(Month/Day/Year)
 02/14/2018

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
 Passive Investor

6. Individual or Joint/Group Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
| | | | | (A) or (D) Amount Price | | | |
| Common Stock | 11/21/2017 | Â | P4 | 28,020 A \$ 1.947 | 2,193,776 | I | Kanen Wealth Management LLC ⁽¹⁾ |
| Common Stock | 11/22/2017 | Â | P4 | 3,288 A \$ 2 | 2,197,064 | I | Kanen Wealth Management LLC ⁽¹⁾ |

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| | | | | | | | | | |
|--------------|------------|---|----|---------|---|-----------|---------------------------------|---|--|
| Common Stock | 11/24/2017 | Â | P4 | 6,702 | A | \$ 2 | 2,203,766 | I | Kanen Wealth Management LLC ⁽¹⁾ |
| Common Stock | 11/28/2017 | Â | P4 | 2,200 | A | \$ 2.05 | 2,205,966 | I | Kanen Wealth Management LLC ⁽¹⁾ |
| Common Stock | 11/29/2017 | Â | P4 | 40,100 | A | \$ 2.1 | 2,246,066 | I | Kanen Wealth Management LLC ⁽¹⁾ |
| Common Stock | 11/30/2017 | Â | P4 | 17,000 | A | \$ 2.2215 | 2,263,066 | I | Kanen Wealth Management LLC ⁽¹⁾ |
| Common Stock | 12/01/2017 | Â | P4 | 1,100 | A | \$ 2.23 | 2,264,166 | I | Kanen Wealth Management LLC ⁽¹⁾ |
| Common Stock | 12/15/2017 | Â | P4 | 20,475 | A | \$ 2.1493 | 2,284,641 | I | Kanen Wealth Management LLC ⁽¹⁾ |
| Common Stock | 12/21/2017 | Â | P4 | 4,533 | A | \$ 2.1985 | 2,289,174 | I | Kanen Wealth Management LLC ⁽¹⁾ |
| Common Stock | 12/22/2017 | Â | P4 | 22,099 | A | \$ 2.1981 | 2,311,273 | I | Kanen Wealth Management LLC ⁽¹⁾ |
| Common Stock | 12/27/2017 | Â | P4 | 227,724 | A | \$ 2.2197 | 2,538,997 | I | Kanen Wealth Management LLC ⁽¹⁾ |
| Common Stock | 12/28/2017 | Â | P4 | 150,000 | A | \$ 2.2262 | 2,688,997 | I | Kanen Wealth Management LLC ⁽¹⁾ |
| Common Stock | 12/29/2017 | Â | P4 | 35,000 | A | \$ 2.39 | <u>1,845,000</u> ⁽²⁾ | I | The Philotimo Fund LLC |
| Common Stock | Â | Â | Â | Â | Â | Â | 18,921 ⁽²⁾ | D | Â |

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

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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 Security (Instr. 3 and 4) | 8. Amount of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---------------------|
| Warrants | \$ 1.63 | 11/22/2017 | Â | J(2)(3) | 125,000 | 05/15/2018 05/15/2023 | Common Stock | 125 |

Reporting Owners

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

Signatures

| | |
|---|------------|
| /s/ David L. Kanen | 03/14/2018 |
| __Signature of Reporting Person | Date |
| /s/ Kanen Wealth Management LLC By: David L. Kanen, Managing Member | 03/14/2018 |
| __Signature of Reporting Person | Date |
| /s/ The Philotimo Fund By: David L. Kanen | 03/14/2018 |
| __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).

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- The Form 3 filed by Kanen Wealth Management LLC ("KWM"), Mr. Kanen and The Philotimo Fund LLC on November 20, 2017, indicates that KWM does not own any shares of the Issuer since KWM does not have a pecuniary interest in the shares of Common Stock held in customer accounts managed by KWM. To align the Section 16 filings with the Schedule 13D, as amended, filed by KWM and Mr. Kanen, Item 6 of Table 1 above has been revised to reflect KWM's beneficial ownership of the Company's Common Stock as reported in the Schedule 13D, excluding the shares owned by The Philotimo Fund LLC, which are reported separately in Item 6, of Table 1 above.
- (1) Mr. Kanen beneficially owns 4,553,997 shares of Common Stock, which represent approximately 16.6% of the Company's outstanding shares of Common Stock. Mr. Kanen, as the managing member of KWM, may be deemed to beneficially own the 2,688,997 shares of Common Stock held in customer accounts managed by KWM (including the 18,921 shares held in Mr. Kanen's account) and the
- (2) 1,845,000 shares of Common Stock and the 125,000 warrants 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 in the shares of Common Stock held in customer accounts managed by KWM other than the shares held in Mr. Kanen's account.
- (3) The warrants were received in connection with a private purchase of shares of the Issuer.

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Remarks:

ThisÂ amendmentÂ toÂ FormÂ 5Â isÂ beingÂ filedÂ toÂ includeÂ theÂ 125,000Â warrantsÂ heldÂ byÂ TheÂ PhilotimoÂ

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.