

ONE Group Hospitality, Inc.
Form 4
April 12, 2016

FORM 4

**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).

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 *
Goldfinger Samuel

(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)
02/29/2016

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)
Chief Financial Officer

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, par value \$0.0001 per share | 04/08/2016 | | A | | 150,000 | A | \$ 0 |
| Common Stock, par value \$0.0001 per share | | | | | 251,504 | I | |

See Footnote (2)

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) |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount Number Shares |
| Option to Purchase Common Stock, par value \$0.0001 per share | \$ 2.73 | 04/08/2016 | | A | 250,000 | (3) (3) | Common Stock, par value \$0.0001 per share 250,000 (3) |
| Option to Purchase Common Stock, par value \$0.0001 per share | \$ 5 | 02/29/2016 | | D | 57,022 | (4) (4) | Common Stock, par value \$0.0001 per share 57,022 (4) |
| Option to Purchase Common Stock, par value \$0.0001 per share | \$ 5 | 02/29/2016 | | D | 57,022 | (5) (5) | Common Stock, par value \$0.0001 per share 57,022 (5) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Goldfinger Samuel 411 WEST 14TH STREET, 2ND FLOOR NEW YORK, NY 10014 | | | Chief Financial Officer | |

Signatures

/s/ Samuel
Goldfinger

04/12/2016

__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).

Of the shares of common stock reported, 150,000 shares are represented by restricted stock units which will vest as follows: (i) 75,000 shares will vest over time, with 50% vesting two years from the grant date and 50% vesting three years from the grant date; and (ii) 75,000 shares will vest upon the price of the ONE Group Hospitality, Inc.'s (the "Company") common stock reaching \$5.00, \$5.50 and

(1) \$6.00 (the "Hurdles"), with 33% vesting at each Hurdle. In order for the shares to vest, the closing price of the Company's common stock must be at or above the relevant Hurdle for ten consecutive trading days in a single quarter, with such vesting to occur only on the last day of that quarter. Notwithstanding the foregoing, if any Hurdle met within one year of the grant date, then such shares will not vest until the first anniversary of that date.

These securities are owned directly by the TOG Liquidating Trust ("Liquidating Trust") for the benefit of the former members and warrant holders of The One Group, LLC, a Delaware limited liability company ("One Group") and now a wholly-owned subsidiary of the

(2) Company. As the Trustee of the Liquidating Trust, the Reporting Person may be deemed the beneficial owner of the securities directly owned by the Liquidating Trust. The Reporting Person disclaims beneficial ownership of the shares of common stock reported herein and this report shall not be deemed to be an admission that the Reporting Person is the beneficial owner of such shares of common stock for purposes of Section 16 or for any other purpose.

The options will vest as follows: (i) 125,000 options will vest over time, with 50% vesting on the second year anniversary of the grant date and 50% vesting on the third year anniversary of the grant date, provided that the Reporting Person is employed by the Company on each date; and (ii) 125,000 options will vest upon the price of the Company's common stock reaching \$5.00, \$5.50 and \$6.00, with 33%

(3) vesting at each Hurdle. In order for the options to vest, the closing price of the Company's common stock must be at or above the relevant Hurdle for ten consecutive trading days in a single quarter, with such vesting to occur only on the last day of that quarter, provided that the Reporting Person is employed by the Company on that date. Notwithstanding the foregoing, if any Hurdle is met within one year of the grant date, then such options will not vest until the first anniversary of the grant date.

Pursuant to the performance-based stock options granted on October 16, 2013, under the Company's 2013 Employee, Director and Consultant Equity Incentive Plan, 57,022 unexercised options were forfeited on the date of the expiration of the Company's publicly traded warrants.

(5) Pursuant to the time-based stock options granted on October 16, 2013, under the Company's 2013 Employee, Director and Consultant Equity Incentive Plan, 57,022 unexercised options were forfeited on the date of the expiration of the Company's publicly traded warrants.

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