

KONA GRILL INC
Form 8-K
December 06, 2017

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT PURSUANT

TO SECTION 13 OR 15(d) OF THE

SECURITIES EXCHANGE ACT OF 1934

December 4, 2017

Date of Report (Date of earliest event
reported)

KONA GRILL, INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware

(State or other jurisdiction

of incorporation)

001-34082

(Commission File Number)

20-0216690

(IRS Employer

Identification No.)

15059 N. Scottsdale Road, Suite 300

Scottsdale, Arizona 85254

(Address of principal executive

offices) (Zip Code)

(480) 922-8100

(Registrant's telephone number,

including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 or Rule 12b-2 of the Securities Exchange Act of 1934.

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Kona Grill, Inc. (the “Company”) appointed Jim Kuhn, age 56, to serve as Chief Operating Officer of the Company, effective December 4, 2017.

In connection with Mr. Kuhn’s appointment as the Company’s Chief Operating Officer, he will receive an initial base salary of \$280,000 per year, a discretionary bonus of up to 50% of his base salary; and options to acquire 75,000 shares of common stock at an exercise price equal to the closing market price of common stock on the date of his appointment with such options vesting 25% on each anniversary date of the date of grant over a period of four years. Mr. Kuhn will also be eligible to participate in the Company’s employee benefits plans.

There are no family relationships, as defined in Item 401 of Regulation S-K, between Mr. Kuhn and any of the Company’s executive officers or directors, or any person nominated to become a director or executive officer. There is no arrangement or understanding between Mr. Kuhn and any other person pursuant to which Mr. Kuhn was appointed as Chief Operating Officer of the Company. There are no transactions in which Mr. Kuhn has an interest requiring disclosure under Item 404(a) of Regulation S-K.

Item 7.01 Regulation FD Disclosure

On December 4, 2017, the Company issued a press release announcing Mr. Kuhn’s appointment, a copy of which is attached hereto as Exhibit 99.1.

The information contained in the press release is being furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liability of such section, nor shall such information be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

Item 9.01 Financial Statements and Exhibits.

(d) *Exhibits.*

99.1 Press Release, dated December 4, 2017

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: December 6, 2017 KONA GRILL, INC.

By: /s/ Christi Hing
Christi Hing
Chief Financial Officer

EXHIBIT INDEX

| Exhibit Number | <u>Description</u> |
|-------------------|---|
| 99.1 | <u>Press Release, dated December 4, 2017.</u> |