

Kanen David
Form 4
February 14, 2018

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 *
Kanen David

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
10141 SWEET BAY COURT

3. Date of Earliest Transaction (Month/Day/Year)
12/29/2017

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

Passive Investor

(Street)

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

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

____ Form filed by One Reporting Person
 Form filed by More than One Reporting Person

PARKLAND, FL 33076

(City) (State) (Zip)

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 or Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | 01/17/2018 | | P | 3,700 A \$ 2.23 | 2,692,697 | I | Kanen Wealth Management LLC ⁽¹⁾ |
| Common Stock | 01/18/2018 | | P | 4,128 A \$ 2.2287 | 2,696,825 | I | Kanen Wealth Management LLC ⁽¹⁾ |
| Common Stock | 01/19/2018 | | P | 100,700 A \$ 2.23 | 2,797,525 | I | Kanen Wealth Management LLC ⁽¹⁾ |

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| | | | | | | | | |
|--------------|------------|---|--------|---|-----------|--------------------------|---|--|
| Common Stock | 01/26/2018 | P | 5,393 | A | \$ 2.2175 | 2,802,918 | I | Kanen Wealth Management LLC ⁽¹⁾ |
| Common Stock | 01/29/2018 | P | 4,800 | A | \$ 2.22 | 2,807,718 | I | Kanen Wealth Management LLC ⁽¹⁾ |
| Common Stock | 01/31/2018 | P | 4,500 | A | \$ 2.2191 | 2,812,218 | I | Kanen Wealth Management LLC ⁽¹⁾ |
| Common Stock | 02/01/2018 | P | 31,900 | A | \$ 2.2091 | 2,844,118 | I | Kanen Wealth Management LLC ⁽¹⁾ |
| Common Stock | 02/05/2018 | P | 11,400 | A | \$ 2.197 | 2,855,518 | I | Kanen Wealth Management LLC ⁽¹⁾ |
| Common Stock | 02/06/2018 | P | 6,000 | A | \$ 2.3098 | 2,861,518 | I | Kanen Wealth Management LLC ⁽¹⁾ |
| Common Stock | 02/08/2018 | P | 202 | A | \$ 2.23 | 2,861,720 | I | Kanen Wealth Management LLC ⁽¹⁾ |
| Common Stock | 02/09/2018 | P | 701 | A | \$ 2.23 | 2,862,421 | I | Kanen Wealth Management LLC ⁽¹⁾ |
| Common Stock | 02/12/2018 | P | 852 | A | \$ 2.23 | 2,863,273 | I | Kanen Wealth Management LLC ⁽¹⁾ |
| Common Stock | | | | | | 1,845,000 ⁽²⁾ | I | The Philotimo Fund LLC |
| Common Stock | | | | | | 18,921 ⁽²⁾ | D | |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form

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(9-02)

displays a currently valid OMB control number.

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. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | 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 | | Passive Investor |
| Kanen Wealth Management LLC 10141 SWEET BAY COURT PARKLAND, FL 33076 | | X | | Passive Investor |
| Philotimo Fund, LP 5850 CORAL RIDGE DRIVE, SUITE 309 CORAL SPRINGS, FL 33076 | | X | | Passive Investor |

Signatures

| | |
|---|------------|
| /s/ David L. Kanen | 02/14/2018 |
| **Signature of Reporting Person | Date |
| /s/ Kanen Wealth Management LLC By: David L. Kanen, Managing Member | 02/14/2018 |
| **Signature of Reporting Person | Date |
| /s/ The Philotimo Fund By: David L. Kanen | 02/14/2018 |
| **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).

(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.

Mr. Kanen beneficially owns 4,727,194 shares of Common Stock, which represent approximately 17.5% of the Company's outstanding shares of Common Stock. Mr. Kanen, as the managing member of KWM, may be deemed to beneficially own the 2,863,273 shares of Common Stock held in customer accounts managed by KWM (including the 18,921 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 in the shares of Common Stock held in customer accounts managed by KWM other than the 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. 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.