

Kanen David  
 Form 5  
 February 14, 2019

**FORM 5**

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

OMB APPROVAL  
 OMB Number: 3235-0362  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 1.0

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)

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

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

6429 NW 65TH WAY  
 (Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
 12/31/2018

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

PARKLAND, FL 33067  
 (City) (State) (Zip)

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

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)
Common Stock	11/20/2018	^	J4 <sup>(2)</sup>	26,016 D	\$ <sup>(2)</sup> 3,271,085	I	Kanen Wealth Management LLC <sup>(1)</sup>
Common Stock	^	^	^	^ ^ ^	1,845,000 <sup>(3)</sup>	I	The Philotimo Fund LLC
Common Stock	^	^	^	^ ^ ^	20,237 <sup>(3)</sup>	D	^

Edgar Filing: Kanen David - Form 5

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 displays a currently valid OMB control number.**

SEC 2270  
(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. of D Se B O E Is F (I
					(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 6429 NW 65TH WAY PARKLAND, FL 33067	^	^ 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	02/14/2019
__Signature of Reporting Person	Date
/s/ Kanen Wealth Management LLC By: David L. Kanen, Managing Member	02/14/2019
__Signature of Reporting Person	Date
/s/ The Philotimo Fund By: David L. Kanen	02/14/2019
__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 3 below.
  - (2) Represents a distribution of shares to a client account. Neither KWM, The Philotimo Fund, LP nor Mr. Kanen has any pecuniary interest in these shares
- Mr. Kanen beneficially owns 5,116,085 shares of Common Stock, which represent approximately 18.1% of the Company's outstanding shares of Common Stock. Mr. Kanen, as the managing member of KWM, may be deemed to beneficially own the 3,271,085 shares of Common Stock held in customer accounts managed by KWM (including the 20,237 shares held in Mr. Kanen's account) and the
- (3) 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 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.