

KONA GRILL INC  
 Form 4  
 November 26, 2014

**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 \*  
 Bakay Berke

2. Issuer Name and Ticker or Trading Symbol  
 KONA GRILL INC [KONA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 7150 E. CAMELBACK ROAD, SUITE 333  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 11/25/2014

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 President and CEO

SCOTTSDALE, AZ 85251

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

(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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	11/25/2014		M		1,250 A \$ 3.39	11,250	D
Common Stock	11/25/2014		M		7,500 A \$ 5.15	18,750	D
Common Stock	11/25/2014		M		100,000 A \$ 6.98	118,750	D
Common Stock	11/25/2014		M		7,500 A \$ 8.71	126,250	D
Common Stock	11/25/2014		F		67,179 (1) D \$ 24.44	59,071	D

Common Stock	1,230,000	I	By BBS Capital Fund, LP
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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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Director Stock Option (Right to Buy)	\$ 3.39	11/25/2014		M	1,250	<u>(2)</u> 01/28/2015	Common Stock 1,250
Director Stock Option (Right to Buy)	\$ 5.15	11/25/2014		M	7,500	<u>(2)</u> 02/24/2016	Common Stock 7,500
Employee Stock Option (Right to Buy)	\$ 6.98	11/25/2014		M	100,000	<u>(2)</u> 01/29/2017	Common Stock 100,000
Employee Stock Option (Right to Buy)	\$ 8.71	11/25/2014		M	7,500	<u>(2)</u> 02/06/2018	Common Stock 7,500

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

Bakay Berke  
7150 E. CAMELBACK ROAD           X           X           President and CEO  
SUITE 333  
SCOTTSDALE, AZ 85251

## Signatures

/s/ Berke Bakay                      11/26/2014

\_\_Signature of                      Date  
Reporting Person

## 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) Shares withheld by Kona Grill, Inc. to satisfy exercise price and withholding taxes.
  - (2) All options were exercisable at the transaction date

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.  
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