

Philotimo Fund, LP
Form 4
August 23, 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

(Last) (First) (Middle)
10141 SWEET BAY COURT
(Street)
PARKLAND, FL 33076
(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
08/21/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X 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 | 08/21/2018 | | P | 4,853 A \$ 2.9407 | 3,220,164 (2) | I | Kanen Wealth Management LLC (1) |
| Common Stock | 08/22/2018 | | P | 26,617 A \$ 2.926 | 3,246,781 (2) | I | Kanen Wealth Management LLC (1) |
| Common Stock | 08/23/2018 | | P | 8,391 A \$ 2.9453 | 3,255,172 (2) | I | Kanen Wealth Management LLC (1) |

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| | | | |
|--------------|-------------------------|---|------------------------|
| Common Stock | 1,865,311 <u>(3)</u> | I | The Philotimo Fund LLC |
| Common Stock | 20,237 <u>(3)</u> | D | |

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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Kanen David 10141 SWEET BAY COURT PARKLAND, FL 33076 | | 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

08/23/2018

__Signature of Reporting Person

Date

/s/ Kanen Wealth Management LLC By: David L. Kanen, Managing Member

08/23/2018

__Signature of Reporting Person

Date

/s/ The Philotimo Fund By: David L. Kanen

08/23/2018

__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. The number reflected above excludes 20,237 shares held in Mr. Kanen's account as described in footnote 4 below.
- (2) Neither KWM, The Philotimo Fund, LP nor Mr. Kanen has any pecuniary interest in the purchase of these shares.

- Mr. Kanen beneficially owns, pursuant to the beneficial ownership rules of Section 13(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), 5,265,720 shares of Common Stock, which represent approximately 18.9% of the Issuer's outstanding shares of Common Stock. Pursuant to such beneficial ownership rules, Mr. Kanen, as the managing member of KWM, may be deemed to beneficially own the 3,255,172 shares of Common Stock held in customer accounts managed by KWM (including the 20,237 shares held in Mr. Kanen's account) and the 1,865,311 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 under Section 16 of the Exchange Act in the shares of Common Stock held in customer accounts managed by KWM other than the 20,237 shares held in Mr. Kanen's account.
- (3)

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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