

ONE Group Hospitality, Inc.  
Form 8-K  
July 09, 2015

**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**

**Date of Report (Date of earliest event reported): July 9, 2015**

**THE ONE GROUP HOSPITALITY, INC.**

**(Exact name of registrant as specified in its charter)**

|                                                                                    |                                                     |                                                                         |
|------------------------------------------------------------------------------------|-----------------------------------------------------|-------------------------------------------------------------------------|
| <b>Delaware</b><br><b>(State or other jurisdiction</b><br><b>of incorporation)</b> | <b>000-52651</b><br><b>(Commission File Number)</b> | <b>14-1961545</b><br><b>(IRS Employer</b><br><b>Identification No.)</b> |
|------------------------------------------------------------------------------------|-----------------------------------------------------|-------------------------------------------------------------------------|

**411 W. 14<sup>th</sup> Street, 2<sup>nd</sup> Floor**

**New York, New York 10014**

**(Address of principal executive offices and zip code)**

**Registrant's telephone number, including area code: (646) 624-2400**

**(Former name or former address, if changed since last report)**

Edgar Filing: ONE Group Hospitality, Inc. - Form 8-K

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))

### **Item 7.01 Regulation FD Disclosure**

On July 9, 2015, the Company issued a press release announcing that the Company entered into definitive agreements with SBEEG to purchase the Katsuya and Cleo restaurant brands and establish a strategic relationship to open Katsuya, Cleo and other The ONE Group restaurants at new SLS, Redbury and Hyde hotels. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated by reference herein. The information in the press release attached as Exhibit 99.1 shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and shall not be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended.

In addition, the Company has prepared supplemental information regarding the proposed transactions in a slide presentation that is being made available to investors. The slide presentation is furnished as Exhibit 99.2 to this report and incorporated herein by reference. The information in the presentation attached as Exhibit 99.2 shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and shall not be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended.

### **Cautionary Statements Regarding Forward-looking Statements**

This Current Report on Form 8-K contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934 that involve risks and uncertainties, including, without limitation, statements regarding the timing and closing of the proposed acquisition (if at all), the terms of the Company’s contemplated debt and equity financing, and the Company’s ability to consummate any such debt and equity financing. Forward-looking statements may be identified by the use of words such as “anticipate”, “believe”, “expect”, “estimate”, “plan”, “outlook”, and “project” and other similar expressions that predict or indicate future events or trends or that are not statements of historical matters. A number of factors could cause actual results or outcomes to differ materially from those indicated by such forward-looking statements, including but not limited to, (1) the ability to recognize the anticipated benefits of the business combination, which may be affected by, among other things, competition, our ability to open new restaurants and food and beverage locations in current and additional markets, grow and manage growth profitably, maintain relationships with suppliers and obtain adequate supply of products and retain our key employees; (2) factors beyond our control that affect the number and timing of new restaurant openings, including weather conditions and factors under the control of landlords, contractors and regulatory and/or licensing authorities; (3) changes in applicable laws or regulations; (4) the possibility that the Company may be adversely affected by other economic, business, and/or competitive factors; and (5) other risks and uncertainties indicated from time to time in our filings with the SEC, including our Annual Report on Form 10-K/A filed on April 1, 2015. Investors are referred to the most recent reports filed with the SEC by the Company. Investors are cautioned not to place undue reliance upon any forward-looking statements, which speak only as of the date made, and we undertake no obligation to update or revise the forward-looking statements, whether as a result of new information, future events, or otherwise.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

| <b>Exhibit<br/>Number</b> | <b>Description</b>                |
|---------------------------|-----------------------------------|
| 99.1                      | Press Release, dated July 9, 2015 |
| 99.2                      | Investor Slide Presentation       |

**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.

Dated: July 9, 2015 THE ONE GROUP  
HOSPITALITY, INC.

By: /s/ Samuel Goldfinger  
Name: Samuel Goldfinger  
Title: Chief Financial Officer