

KONA GRILL INC  
Form 4  
November 26, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
**SCHUSSLER STEVEN W**  
  
(Last) (First) (Middle)  
  
**858 DECATUR AVENUE NORTH**  
  
(Street)  
  
**GOLDEN VALLEY, MN 55427**  
  
(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**KONA GRILL INC [KONA]**  
  
3. Date of Earliest Transaction (Month/Day/Year)  
**11/24/2014**  
  
4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)  
  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
  
6. Individual or Joint/Group Filing(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 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	11/24/2014		M		10,000 A \$ 5.43	10,000	D
Common Stock	11/24/2014		M		11,000 A \$ 8.71	21,000	D
Common Stock	11/24/2014		M		8,250 A \$ 16.12	29,250	D
Common Stock	11/24/2014		S		22,278 D \$ 24.83	6,972	D
Common Stock	11/25/2014		S		5,339 D \$ 24.35	1,633	D

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					(2)		
					\$		
Common Stock	11/26/2014		S	1,633	D	24.45	0 D
						(3)	

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

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SEC 1474  
(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. Amount or Number of Shares
Director Stock Option (Right to Buy)	\$ 5.43	11/24/2014		M	10,000	(4) 03/07/2017	Common Stock	10,000
Director Stock Option (Right to Buy)	\$ 8.71	11/24/2014		M	11,000	(4) 02/06/2018	Common Stock	11,000
Director Stock Option (Right to Buy)	\$ 16.12	11/24/2014		M	8,250	(4) 02/05/2019	Common Stock	8,250

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHUSSLER STEVEN W 858 DECATUR AVENUE NORTH	X			

GOLDEN VALLEY, MN 55427

## Signatures

/s/ Christi Hing as  
attorney-in-fact

11/26/2014

\_\_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).  

Price reported is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$24.50 to \$25.10, inclusive. The reporting person undertakes to provide Kona Grill, Inc. (the "Issuer"), any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range specified above.

(1)

Price reported is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$24.30 to \$24.44, inclusive. The reporting person undertakes to provide Kona Grill, Inc. (the "Issuer"), any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range specified above.

(2)

Price reported is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$24.45 to \$24.46, inclusive. The reporting person undertakes to provide Kona Grill, Inc. (the "Issuer"), any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range specified above.

(3)

(4) 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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