

Segal Jonathan
Form 4
January 10, 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 *
Segal Jonathan

(Last) (First) (Middle)

411 WEST 14TH STREET, 2ND FLOOR

(Street)

NEW YORK, NY 10014

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
01/08/2018

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)
Director, Business Development

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	(D)	Price
Common Stock, par value \$0.0001 per share	01/08/2018		G		41,250	D	\$ 0
Common Stock, par value \$0.0001 per share					5,679,480 ⁽¹⁾	D	
Common Stock, par value \$0.0001 per share					386,166	I	
Common Stock, par value \$0.0001 per share					1,000,000	I	

By
Jonathan Segal 2012 Family Trust
By
Jonathan

value
\$0.0001 per
share

Segal 2016
Family
Trust #2

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

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(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. Number of Derivative Securities Beneficially Owned Following Reporting Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Segal Jonathan 411 WEST 14TH STREET, 2ND FLOOR NEW YORK, NY 10014	X	X	Director, Business Development	

Signatures

/s/ Jonathan Segal
01/10/2018

**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) Of the shares of common stock reported, 150,000 are represented by restricted stock units which will vest upon the price of the ONE Group Hospitality, Inc.'s (the "Company") common stock reaching \$5.00, \$5.50 and \$6.00 (the "Hurdles"), with 33% vesting at each Hurdle. In order for the shares to vest, the closing price of the Company's common stock must be at or above the relevant Hurdle for ten consecutive trading days in a single quarter, with such vesting to occur only on the last day of that quarter, provided that the Reporting

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Person is employed by the Company on that date. Notwithstanding the foregoing, if any Hurdle is met within one year of the grant date, then such shares will not vest until the first anniversary of the grant 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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