



UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

DIVISION OF  
CORPORATION FINANCE

Mail Stop 3561

April 13, 2017

Michael D. Pruitt  
Chief Executive Officer  
Chanticleer Holdings, Inc.  
7621 Little Avenue, Suite 414  
Charlotte, NC 28226

**Re: Chanticleer Holdings, Inc.  
Preliminary Proxy Statement on Schedule 14A  
Filed April 3, 2017  
File No. 001-35570**

Dear Mr. Pruitt:

We have completed our review of your filing. We remind you that the company and its management are responsible for the accuracy and adequacy of their disclosures, notwithstanding any review, comments, action or absence of action by the staff.

Please contact Sonia Bednarowski at (202) 551-3666 or me at (202) 551-3469 with any questions.

Sincerely,

*/s/ A.N. Parker for*

Justin Dobbie  
Legal Branch Chief  
Office of Transportation and Leisure

cc: Ruba Qashu  
Libertas Law Group