

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): January 16, 2013

CHANTICLEER HOLDINGS, INC.
(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation or Organization)

0-28218
(Commission
File Number)

77-0319159
(I.R.S. Employer
Identification No.)

11220 Elm Lane, Suite 203, Charlotte, NC 28277
(Address of Principal Executive Offices) (Zip Code)

(704) 366-5122
(Registrant's Telephone Number, Including Area Code)

N/A
(Former name or former address, if changed since last report)

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:

- 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))
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Item 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard: Transfer of Listing

As previously disclosed in a Form 8-K filed on September 10, 2012, the Company learned that its consolidated financial statements for the fiscal year ended December 31, 2011, and the quarters ended March 31 and June 30, 2012, could no longer be relied upon because the Company's South African Operations (four Hooters Restaurant locations and a Management Company) were not audited as the Company was led to believe by its South African then-CFO, Mark Hezlett. The Company subsequently, through thorough investigation by its upper management and Audit Committee, discovered misappropriation of Company funds, falsification of audit documents and other misconduct by Mr. Hezlett. On September 11, 2012, all trading was halted, and has remained so until January 16, 2013.

Following communications by the Company with the Staff, on January 15, 2013, Chanticleer Holdings received a Letter of Reprimand from The NASDAQ Stock Market LLC ("NASDAQ") Listing Qualifications Department (the "Listing Department") indicating that the Listing Department determined that the Company had not complied with NASDAQ Listing Rules 5250(b)(1), 5250(c)(1), and 5605(c)(2). NASDAQ issued this Letter of Reprimand in accordance with Listing Rule 5810(c)(4). In making its determination to issue the Letter of Reprimand, the Listing Department noted that it believed the violations were not the result of a deliberate intent to avoid compliance, that the violations have been cured in a prompt and effective manner, that the Company has not demonstrated a pattern of non-compliance, and that the Company has taken proactive steps to ensure future compliance with all regulatory requirements.

In accordance with NASDAQ Listing Rules, the Company issued a press release on January 16, 2013 to announce that the Company received the Letter of Reprimand from NASDAQ. A copy of this press release is attached as Exhibit 99.1 to this report and incorporated by reference herein.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(c) Paul Moskowitz was appointed to serve on the Audit Committee at a Board of Directors meeting held January 11, 2013.

Item 9.01 Financial Statements and Exhibits

(c) Exhibits.

[99.1](#) Press release dated January 16, 2013

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Date: January 16, 2013

CHANTICLEER HOLDINGS

By: /s/ Michael D. Pruitt
Chief Executive Officer



Chanticleer Holdings Receives NASDAQ Letter of Reprimand; Will Resume Trading on NASDAQ

CHARLOTTE, N.C., January 16, 2013 - Chanticleer Holdings, Inc. (NASDAQ: HOTR) ("Chanticleer Holdings" or the "Company"), a minority owner in the privately-held parent company of the Hooters® brand, Hooters of America ("HOA"), and a franchisee of international Hooters restaurants, announced today it has received a Letter of Reprimand from the Listing Qualifications Staff (the "Staff") of The NASDAQ Stock Market LLC ("NASDAQ") based on its non-compliance with Listing Rules 5250(b)(1), 5250(c)(1), and 5605(c)(2). These rules require the prompt disclosure to the public of material information, the timely filing of periodic reports with the Securities and Exchange Commission and NASDAQ, and an Audit Committee comprised of three independent directors, respectively. The Company's securities will resume trading on January 16, 2013.

On September 10, 2012, the Company filed a Current Report on Form 8-K disclosing that the Company's financial statements for the fiscal year ended December 31, 2011 and the quarters ended March 31, 2012 and June 30, 2012 could no longer be relied upon due to the actions of the Company's former South African subsidiaries' ("Hooters South Africa") CFO, Mark Hezlett. Mark Hezlett's resignation was effective September 7, 2012, after which, the Company began a detailed review of the actions of Mr. Hezlett and the accounting for its Hooters South Africa operations. Based on these developments, on September 11, 2012, Staff halted trading in the Company's securities, citing a request for additional information. On October 9, 2012, the Company's Audit Committee initiated an independent investigation of Hooters South Africa. As a result of the investigation, it was determined that Mr. Hezlett's actions included the fabricating of financial statements, forging audit reports, and that he caused the Company to fail to pay South African value added taxes and payroll taxes, and misappropriated Company funds. Mr. Hezlett has entered an acknowledgment of debt for the total amount of misappropriated funds. This independent investigation also found that no other individuals associated with the Company were identified as participating in the misconduct involving the Company.

During the time the Company's securities were halted, the Company communicated requested information to the Staff, filed its form 10-K/A for the period ended December 31, 2011, Form 10-Q/A for the period ended March 31, 2012, Form 10-Q/A for the period ended June 30, 2012, and Form 10-Q for the period ended September 30, 2012. The Company also hired a replacement CFO for Hooters South Africa. The investigation by the Company's Audit Committee resulted in number of recommendations designed to enhance the Company's internal controls over financial reporting that are now in the process of being implemented.

Following communications by the Company with Staff, on January 15, 2013, the Company received a Letter of Reprimand from the Staff pursuant to Listing Rule 5810(c)(4), based on its non-compliance with the above-referenced Listing Rules. The Staff considered a number of factors in determining to issue the Letter of Reprimand, including: (i) the non-compliance does not appear to have been the result of a deliberate intent to avoid compliance; (ii) the independent investigation into Hooters South Africa undertaken by the Company's Audit Committee; (iii) the filing of amended and restated financial statements for the periods affected; (iv) the remedial actions the Company proposed to implement in order to improve its internal controls; (v) the Company's commitment, at Staff's request, to obtain independent third party verification that these remedial actions have been implemented and are effective; and (vi) the formation of a Disclosure Committee by the Company, at Staff's request. It should also be noted that the Company has now regained compliance with the Audit Committee composition requirement by appointing Paul Moskowitz to serve on the Audit Committee on January 11, 2013. Finally, the Company has committed to provide NASDAQ with quarterly reviews on the implementation of the new internal controls over financial reporting.

About Chanticleer Holdings, Inc.

[Chanticleer Holdings](#) is focused on expanding the Hooters® casual dining restaurant brand in international emerging markets. [Chanticleer](#) currently owns in whole or part of the exclusive franchise rights to develop and operate Hooters restaurants in South Africa, Hungary and parts of Brazil, and has joint ventured with the current Hooters franchisee in Australia, while evaluating several additional international opportunities. The Company currently owns and operates in whole or part of six Hooters restaurants in its international franchise territories: Durban, Johannesburg, Cape Town and Emperor's Palace in South Africa; Campbelltown in Australia; and Budapest in Hungary.

In 2011, [Chanticleer](#) and a group of noteworthy private equity investors, which included H.I.G. Capital, KarpReilly, LLC and Kelly Hall, president of Texas Wings Inc., the largest Hooters franchisee in the United States, acquired Hooters of America (HOA), a privately held company. Today, HOA is an operator and the franchisor of over 430 Hooters® restaurants in 28 countries. [Chanticleer](#) maintains a minority ownership stake in HOA and its CEO, Mike Pruitt, is also a member of HOA's Board of Directors. For further information, please visit www.chanticleerholdings.com or www.hooters.com and follow us on Twitter at [@ChantHoldings](#) or [@Hooters](#).

Forward-Looking Statements:

Any statements that are not historical facts contained in this release are "forward-looking statements" as that term is defined under the Private Securities Litigation Reform Act of 1995 (PSLRA), which statements may be identified by words such as "expects," "plans," "projects," "will," "may," "anticipates," "believes," "should," "intends," "estimates," and other words of similar meaning. Many factors could cause our actual activities or results to differ materially from the activities and results anticipated in forward-looking statements. These factors include those described in the companies' filings with the Securities and Exchange Commission. The forward-looking statements contained in this press release speak only as of the date the statements were made, and the companies do not undertake any obligation to update forward-looking statements. We intend that all forward-looking statements be subject to the safe-harbor provisions of the PSLRA.

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