

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): August 12, 2013

**CHANTICLEER HOLDINGS, INC.**  
(Exact name of registrant as specified in its charter)

**Delaware**

(State or Other Jurisdiction of Incorporation)

**000-29507**

(Commission File Number)

**20-2932652**

(I.R.S. Employer Identification)

**11220 Elm Lane, Suite 203, Charlotte, NC 28277**

(Address of principal executive office) (zip code)

(Former address of principal executive offices) (zip code)

**(704) 366-5122**

(Registrant's Telephone Number, Including Area Code)

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 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 5.07 Submission of Matters to a Vote of Security Holders**

On August 9, 2013, Chanticleer Holdings, Inc. (the “Company”) held its 2013 annual meeting of stockholders (the “Annual Meeting”) in Charlotte, North Carolina. The total number of shares represented at the Annual Meeting in person or by proxy was 1,921,728 of the 3,702,896 shares of common stock outstanding and entitled to vote at the Annual Meeting.

The matters that were voted upon at the Annual Meeting, and the number of votes cast for or against/withheld, as well as the number of abstentions, as to such matters, were applicable, are set forth in the table below.

	Number of Votes			
	For	Withhold	Abstain	
Proposal #1: to elect all five directors:				
Michael D. Pruitt as Chairman	1,920,876	852	-	
Keith Johnson as Director	1,920,876	852	-	
Michael Carroll as Director	1,920,876	852	-	
Russell J. Page as Director	1,920,876	852	-	
Paul Moskowitz as Director	1,920,876	852	-	
	<b>For</b>	<b>Against</b>	<b>Abstain</b>	
Proposal #2: to ratify the appointment of Marcum, LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2013	1,920,866	852	10	
	<b>For</b>	<b>Against</b>	<b>Abstain</b>	
Proposal #3: a non-binding advisory vote on the resolution regarding the compensation paid to the Named Executive Officers	1,920,856	862	10	
	<b>One year</b>	<b>Two Years</b>	<b>Three Years</b>	<b>Abstain</b>
Proposal #4: a non-binding advisory vote on the frequency of the shareholder vote to approve the compensation paid to the Named Executive Officers	1,053,269	375	853,624	14,460

On the basis of the above votes, (i) Michael D. Pruitt (Chairman), Keith Johnson, Michael Carroll, Russell Page, and Paul Moskowitz were elected as directors, and (ii) the proposal to ratify the appointment of Marcum, LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2013 was adopted. The stockholders also voted a sufficient number of non-binding advisory votes to approve (iii) the Company’s executive compensation and (iv) the one-year frequency for advisory votes on executive compensation.

The Company’s Proxy Statement for the Annual Meeting was filed with the Securities and Exchange Commission on June 19, 2013 and provides more information about the proposals and the vote required for approval of each of them.

**ITEM 8.01. Other Events**

On August 12, 2013, the Company issued a press release regarding the results of the Annual Meeting. A copy of the Company's press release is attached to this Current Report on Form 8-K as Exhibit 99.1 and incorporated herein as reference.

**ITEM 9.01. Financial Statements and Exhibits.**

(d) Exhibits

99.1 Press release dated August 12, 2013 (furnished herewith).

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**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.

Date: August 12, 2013

Chanticleer Holdings, Inc.

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

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**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>	<b>Manner of Filing</b>
99.1	Press Release dated August 12, 2013	Furnished Electronically

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### Chanticleer Holdings Conducts Annual Meeting of Shareholders

**CHARLOTTE, NC – August 12, 2013** - Chanticleer Holdings, Inc. (NASDAQ: HOTR) (“Chanticleer” or “the Company”), a franchisee of international Hooters® restaurants and a minority owner in the privately held parent company of the Hooters® brand, Hooters of America, (“HOA”), held its Annual Meeting of Shareholders at 9:00 a.m. on August 9, 2013. Each of the proposals submitted for shareholder approval, as set out in the Company’s definitive Proxy Statement, was approved.

Notably, the Shareholders:

- Reelected Mike Pruitt (Chairman), Keith Johnson, Michael Carroll, Russell Page, and Paul Moskowitz as members of the Board of Directors of the Company;
- Ratified the selection of Marcum, LLP as the Company’s registered public accounting firm for the fiscal year ending December 31, 2013;
- Approved, in a non-binding advisory vote, the compensation for the Company’s Named Executive Officers; and
- Approved, in a non-binding advisory vote, the frequency of every one year for future advisory votes on the compensation paid to the Named Executive Officers.

#### **About Chanticleer Holdings, Inc.**

Chanticleer Holdings (HOTR) is a franchisee of international Hooters® restaurants 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. Chanticleer maintains a minority ownership stake in Hooters of America and its CEO, Mike Pruitt, is also a member of Hooters' Board of Directors. Hooters of America is an operator and the franchisor of over 430 Hooters® restaurants in 28 countries.

For further information, please visit [www.chanticleerholdings.com](http://www.chanticleerholdings.com)

Facebook: [www.Facebook.com/ChanticleerHOTR](http://www.Facebook.com/ChanticleerHOTR)

Twitter: [www.Twitter.com/ChanticleerHOTR](http://www.Twitter.com/ChanticleerHOTR)

For further information on Hooters of America, visit [www.Hooters.com](http://www.Hooters.com)

Facebook: [www.Facebook.com/Hooters](http://www.Facebook.com/Hooters)

Twitter: <http://Twitter.com/Hooters>

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**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. Such forward-looking statements are based on current expectations, involve known and unknown risks, a reliance on third parties for information, transactions or orders that may be cancelled, and other factors that may cause our actual results, performance or achievements, or developments in our industry, to differ materially from the anticipated results, performance or achievements expressed or implied by such forward-looking statements. Factors that could cause actual results to differ materially from anticipated results include risks and uncertainties related to the fluctuation of global economic conditions, the performance of management and our employees, our ability to obtain financing or required licenses, competition, general economic conditions and other factors that are detailed in our periodic reports and on documents we file from time to time 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.

**Contact:**

Chanticleer Holdings, Inc.

Mike Pruitt

Chairman/CEO

Phone: 704.366.5122 x 1

[mp@chanticleerholdings.com](mailto:mp@chanticleerholdings.com)

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