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

FORM 8-K/A

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported): **November 6, 2013**

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

Delaware	**000-29507**	**20-2932652**
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(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 :

☐ 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 CFR240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR240.13e-4(c))

EXPLANATORY NOTE

On November 7, 2013, Chanticleer Holdings, Inc., a Delaware corporation ("Chanticleer" or "the Company"), filed a Form 8-K to report its purchase of West End Wings Ltd.. ("WEW"), through its wholly-owned subsidiary, Hooters UK (Nottingham) Ltd. ("Hooters Nottingham"). In response to Item 9.01 of such Form 8-K, the Company stated that it would file the required financial information by amendment, as permitted by Items 9.01(a)(4) and 9.01(b)(2) of Form 8-K. The Company hereby amends its Form 8-K filed on November 7, 2013 to provide the required financial information.

On November 6, 2013, Chanticleer finalized the purchase of all of the shares of the WEW for a total purchase price of Three Million One Hundred Fifty Thousand Dollars ($3,150,000). As part of the purchase, Chanticleer also entered into Lease Agreements with Reservoir Lounge UK Limited for the restaurant location. The Company obtained from Hooters of America (HOA) the franchise rights to the restaurant location..

ITEM 9.01. Financial Statements and Exhibits.

(a) Financial Statements of Business Acquired, WEW.

The audited financial statements of WEW for the 40-weeks ended October 6, 2013 are attached hereto as Exhibit 99.2.

(b) Pro Forma Financial Information

The unaudited pro forma financial information for Hooters Nottingham, after giving effect to the acquisition of WEW and adjustments described in such pro forma financial information, is attached hereto as Exhibit 99.3.

(c) Exhibits

The following exhibits are attached herewith:

Exhibit	Description
99.1*	Press Release dated November 7, 2013
99.2	West End Wings, Ltd's audited financial statements including the report of Marcum, LLP, independent auditors for the 40-weeks ended October 6, 2013
99.3	Unaudited pro forma consolidated financial information for Chanticleer Holdings, Inc., after giving effect to the acquisition of West End Wings Ltd, and adjustments described in such pro forma financial information

***** Previously filed as an exhibit to the Form 8-K filed on November 7, 2013.

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: January 17, 2014

Chanticleer Holdings, Inc.

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

INDEX TO EXHIBITS FILED WITH
THE CURRENT REPORT ON FORM 8-K/A DATED NOVEMBER 7, 2013

Exhibit	Description
99.1*	Press release issued on November 7, 2013
99.2	West End Wings, Ltd’s audited financial statements, including the report of Marcum, LLP, independent auditors, for the 40-weeks ended October 6, 2013
99.3	Unaudited pro forma financial information for Hooters UK (Nottingham) Ltd., after giving effect to the acquisition of West End Wings, Ltd. and adjustments described in such pro forma financial information

* Previously filed as an exhibit to the Form 8-K filed on November 7, 2013.

WEST END WINGS LIMITED

FINANCIAL STATEMENTS

FOR THE FORTY WEEKS ENDED OCTOBER 6, 2013

WEST END WINGS LIMITED

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<u>REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM</u>

To the Audit Committee of the
Board of Directors and Shareholders
of Chanticleer Holdings, Inc.

We have audited the accompanying balance sheet of West End Wings Limited (the "Company") as of October 6, 2013, and the related statements of operations, changes in stockholders' deficit and cash flows for the forty weeks ended October 6, 2013. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of West End Wings Limited, as of October 6, 2013, and the results of its operations and its cash flows for the forty weeks ended October 6, 2013 in conformity with accounting principles generally accepted in the United States of America.

/s/ Marcum llp
Marcum llp

New York, NY
January 17, 2014

WEST END WINGS LIMITED

BALANCE SHEET

OCTOBER 6, 2013

Assets		
Current Assets		
Cash	$	631,005
Accounts receivable		60,015
Prepaid expenses		16,265
Inventories		55,393
Total Current Assets		762,678
Property and Equipment, Net		20,493
Total Assets	$	783,171
Liabilities and Stockholders' Deficit		
Current Liabilities		
Accounts payable and accrued expenses	$	115,530
Income taxes payable		63,493
VAT tax payable		132,609
Other taxes payable		43,855
Due to related parties		477,214
Total Current Liabilities		832,701
Commitments and Contingencies		
Stockholders' Deficit		
Common Stock, $1.55 par value; 100 shares authorized, issued and outstanding		155
Accumulated other comprehensive loss		(24,000)
Accumulated deficit		(25,685)
Total Stockholders' Deficit		(49,530)
Total Liabilities and Stockholders' Deficit	$	783,171

The accompanying notes are an integral part of these financial statements.

WEST END WINGS LIMITED

STATEMENT OF OPERATIONS

FOR THE FORTY WEEKS ENDED OCTOBER 6, 2013

Restaurant revenues, Net	$	2,741,016
Cost and Expenses		
Cost of sales		934,560
Payroll and related expenses		553,967
Rent Expense		70,665
Occupancy and related expenses		168,873
Royalties		161,172
Depreciation expense		6,434
Other operating expenses		366,417
General and administrative expenses		235,259
Amortization of franchise rights		1,173
Total Costs and Expenses		2,498,520
Income from Operations		242,496
Other Income		
Interest income		1,774
Income Before Provision for Income Taxes		244,270
Provision for Income taxes		63,493
Net Income	$	180,777
Other Comprehensive Loss		
Foreign currency translation adjustments		(40,886)
Comprehensive Income	$	139,891

The accompanying notes are an integral part of these financial statements.

WEST END WINGS LIMITED

STATEMENT OF STOCKHOLDERS' DEFICIT

FOR THE PERIOD DECEMBER 30, 2012 TO OCTOBER 6, 2013

	Number of Shares	Amount	Accumulated Other Comprehensive Income (Loss)	Accumulated Deficit	Total Stockholders' Deficit
Balance - December 30, 2012	100	$ 155	$ 16,886	$ (206,462)	$ (189,421)
Foreign translation loss	--	--	(40,886)	--	(40,886)
Net income	--	--	--	180,777	180,777
Balance - October 6, 2013	100	$ 155	$ (24,000)	$ (25,685)	$ (49,530)

The accompanying notes are an integral part of these financial statements.

WEST END WINGS LIMITED

STATEMENT OF CASH FLOWS

FOR THE FORTY WEEKS ENDED OCTOBER 6, 2013

Cash Flows from Operating Activities		
Net income	$	180,777
Adjustments to reconcile net income to net cash used in operating activities:		
Depreciation and amortization		7,607
Changes in operating assets and liabilities:		
Accounts receivable		8,313
Prepaid expenses		7,160
Inventories		19,627
Accounts payable and accrued expenses		(74,356)
Other taxes payable		(128,047)
Due to/from related parties		(256,066)
Total Adjustments		(415,762)
Net Cash Used in Operating Activities		(234,985)
Cash Flows from Investing Activities		
Purchases of Property and equipment		(7,000)
Net Cash Used in Investing Activities		(7,000)
Effect of exchange rate changes on cash		(40,886)
Net Decrease in Cash		(282,871)
Cash-Beginning		913,876
Cash-Ending	$	631,005
Supplemental Disclosure of Cash Flow Information		
Cash paid during the period for:		
Interest	$	--
Income taxes	$	95,260

The accompanying notes are an integral part of these financial statements.

Note 1 - Summary of Significant Accounting Policies

Organization and Nature of Business

West End Wings Limited (the "Company") owns and operates the Hooters restaurant located in Nottingham, England. The Company was formed on July 27, 1999 under the original name, WB CO (1196) Ltd. and changed its name to West End Wings Limited on September 21, 1999.

On November 6, 2013, the Company's outstanding shares were purchased by Chanticleer Holdings, Inc. ("Chanticleer"), a publicly traded company based in Charlotte, NC. The restaurant management team and staff will continue to operate the restaurant under Chanticleer's direction. The Company's corporate office is located in Northhampton, England.

Fiscal Year Presented

The fiscal period presented is the 40-week period ended October 6, 2013. The Company operates under a 52- 53 week accounting period that ends on the last Sunday in December.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America ("U.S. GAAP") requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Significant estimates include accounts receivable allowances, lives of intangible assets, income taxes, useful lives of property and equipment and contingencies. Estimates and assumptions are reviewed periodically and the effects of revisions are reflected in our consolidated financial statements in the period they are determined to be necessary. Actual results could differ from those estimates.

Foreign Currency Translation

The Company's functional currency is its local currency (United Kingdom Pound Sterling). Monetary assets and liabilities are translated into U.S. dollars at the balance sheet date and revenue and expense accounts are translated at the average exchange rate for the period then ended. Translation adjustments are recorded as a separate component of stockholders' equity and changes to such are included in comprehensive loss.

Note 1 - Summary of Significant Accounting Policies (continued)

Comprehensive Income

The Company reports comprehensive income and its components in its financial statements. Comprehensive income consists of net income and foreign currency translation adjustments affecting stockholders' equity that, under US GAAP, are excluded from net loss. For the period from December 30, 2012 through October 6, 2013, the difference between net loss as reported and comprehensive loss was a loss of $40,886.

Revenue Recognition

The Company's principal source of revenue is from customer dining transactions. Revenue is recognized when goods and services are provided, net of discounts and value added tax.

Cash

The Company places its cash deposits with one of the largest financial institutions in the United Kingdom, which is highly rated by Moody's credit rating service (prime-1 rating). At October 6, 2013, all of the Company's cash was held at one financial institution.

Accounts Receivable

Accounts receivable is composed of credit card receivables, which are typically collected within three business days.

Inventories

Inventories, consisting of food, beverages and merchandise, are valued at the lower of cost (first-in, first out) or market.

Property and Equipment

Property and equipment is recorded at cost. Major additions and improvements are capitalized while replacements, maintenance and repairs, which do not improve or extend the lives of the respective assets, are expensed as incurred. Depreciation is computed principally using the straight-line method over the estimated useful lives of the assets.

Note 1 - Summary of Significant Accounting Policies (continued)

Long-Lived Assets

The Company reviews its long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable in accordance with Accounting Standards Codification ("ASC") 360-10, "Accounting for the Impairment or Disposal of Long-Lived Assets". Recoverability of assets held and used is measured by a comparison of the carrying amount of an asset to undiscounted net cash flows expected to be generated by that asset. An impairment loss is recognized for the amount by which the carrying amount of the assets exceeds the fair value of the assets. As of October 6, 2013, management believes no impairment of long-lived assets has occurred.

Franchise Fees

Franchise fees represent the cost of the businesses acquired allocated to the fair value of the franchise rights granted by Hooters of American ("HOA") to operate restaurants within a designated territory. Franchise fees are amortized on a straight-line basis over the remaining life of the franchise agreement, which originally was 15 years. Franchise costs of $70,393 were paid in connection with the restaurant. Amortization expense for franchise fees was $1,173 for the forty weeks ended October 6, 2013, and is fully amortized.

Fair Value of Financial Instruments

ASC 825, "Financial Instruments," defines fair value of a financial instrument as the amount at which the instrument could be exchanged in a current transaction between willing parties. The carrying amounts of the Company's cash, accounts receivable, inventories, accounts payable, accrued expenses and other current liabilities approximate their estimated fair value due to the short-term maturities of these financial instruments and because related interest rates offered to the Company approximate current rates.

Advertising

Advertising costs are expensed as incurred. Advertising expenses which are included in other operating expenses in the accompanying statement of operations, totaled $81,918 for the forty weeks ended October 6, 2013. Advertising expense primarily includes local advertising.

Royalty Fees

The Company pays royalties to HOA based on a percentage of gross sales reduced by certain allowable deductions. These royalties, which totaled $161,172 for the forty weeks ended October 6, 2013, are reflected in the accompanying statement of operations.

Note 1 - Summary of Significant Accounting Policies (continued)

Occupancy and Related Expense

Occupancy and related expenses includes rent, real estate taxes, insurance and utility costs. The Company recognizes rent expense on a straight-line basis over the related lease agreements as prescribed by ASC Topic 840. There was no difference between straight-line basis rent and the amount of rent actually paid during the forty weeks ended October 6, 2013.

Income Taxes

The Company is a United Kingdom limited liability company and accounts for income taxes under the asset and liability method. Accordingly, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will not be realized. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which these temporary differences are expected to be received or settled. The effect on deferred tax assets and liabilities of a change in the tax rate is recognized in income or expense in the period that the change is effective.

Value Added Tax ("VAT")

The Company currently records VAT on all requisite revenue and purchase transactions. This VAT includes any tax assessed by a governmental authority that is both imposed on and concurrent with a specific revenue-producing transaction between a seller and a customer, as well as a buyer and vendor.

Recent Accounting Pronouncements

There are several new accounting pronouncements issued by the Financial Accounting Standards Board ("FASB") which are not yet effective. Each of these pronouncements, as applicable, has been or will be adopted by the Company. At October 6, 2013, none of these pronouncements are expected to have a material effect on the financial position, results of operations or cash flows of the Company.

Note 2 - Property and Equipment

Property and equipment consists of the following as of October 6, 2013:

	Amount	Useful Life
Restaurant furnishings and equipment	$ 148,942	3-5 Years
Accumulated depreciation	(128,449)	
Total	$ 20,493	

Depreciation expense was $6,434 for the forty weeks ended October 6, 2013.

Note 3 - Franchise Cost

Franchise cost includes primarily the franchise fees paid to Hooters of America, Inc. for the Hooters franchise in Nottingham. The franchise fees are being amortized over the period of 15 years per the terms of the franchise agreement with an option to renew for one additional 15 year term. The cost and related amortization at October 6, 2013 are summarized as follows:

	Amount
Franchise cost	$ 70,393
Accumulated amortization	(70,393)
Total	$ -

Amortization expense was $1,173 for the forty weeks ended October 6, 2013 and is fully amortized.

Note 4 – Related Party Payable

The Company rents the space that its Hooters restaurant occupies in Nottingham, England from a related party. In addition the Company pays a related party for management fees. As of October 6, 2013, the balance due to these related parties totaled $477,214.

Note 5 - Equity

The Company has 100 shares of common stock issued and outstanding.

Note 6 - Income Taxes

The domestic and foreign components of income (loss) before income taxes from continuing operations for the period are as follows:

	Forty weeks ended October 6, 2013
Domestic	$ -
Foreign	244,270
Income from continuing operations before provision for income taxes	$ 244,270

The income tax provision (benefit) consists of the following:

	Forty weeks ended October 6, 2013
Foreign	
Current	$ 63,493
Deferred	-
U.S. Federal	
Current	-
Deferred	-
State and Local	
Current	-
Deferred	-
Income tax provision	$ 63,493

The reconciliation between the U.S. statutory federal income tax rate and the Company’s effective rate is as follows:

	Forty weeks ended October 6, 2013
U.S. federal statutory rate	34.0%
Foreign tax rate differential	(10.6)
Non-deductible penalties and other permanent differences	2.6
Income tax provision (benefit)	26.0%

As of October 6, 2013, there were no material deferred tax assets or liabilities.

Note 6 - Income Taxes (continued)

The Company evaluated the provisions of ASC 740 related to the accounting for uncertainty in income taxes recognized in an enterprise's financial statements. ASC 740 prescribes a comprehensive model for how a company should recognize, present, and disclose uncertain positions that the company has taken or expects to take in its tax return. For those benefits to be recognized, a tax position must be more likely than not to be sustained upon examination by taxing authorities. Differences between tax positions taken or expected to be taken in a tax return and the net benefit recognized and measured pursuant to the interpretation are referred to as "unrecognized benefits." A liability is recognized (or amount of net operating loss carryover or amount of tax refundable is reduced) for an unrecognized tax benefit because it represents an enterprise's potential future obligation to the taxing authority for a tax position that was not recognized as a result of applying the provisions of ASC 740.

If applicable, interest costs related to unrecognized tax benefits are required to be calculated and would be classified as "Other expenses-interest" in the statement of operation. Penalties would be recognized as a component of "General and administrative expense".

No interest or penalties were recorded during the forty weeks ended October 6, 2013. As of October 6, 2013, no liability for unrecognized tax benefits was required to be reported. The Company does not expect any significant changes in its unrecognized tax benefits in the next year.

The Company files its tax returns in the United Kingdom and is subject to examination by tax authorities beginning with the year ended December 30, 2012.

Note 7 - Commitments and Contingencies

Leases

Through November 6, 2013, the Company leased its restaurant location from a related party. On November 6, 2013, Chanticleer entered into Lease Agreements with Reservoir Lounge UK Limited for the restaurant location. The restaurant location lease is a 5 year renewable lease, with an initial renewal date of November 6, 2018 and every 5 years thereafter.

The lease agreement provides for the payment of real estate taxes, insurance and other expenses, as defined in the agreement.

Note 7 - Commitments and Contingencies (continued)

Approximate minimum future annual rental payments under non-cancelable leases are as follows:

For the Year Ended December 31,	Amount
2014	$ 128,112
2015	128,112
2016	128,112
2017	140,923
2018	140,923
Thereafter	192,168
Total	$ 858,350

Rent expense totaled $70,665 for the period from December 30, 2012 through October 6, 2013.

Note 8 - Pending Litigation

The Company is subject to claims and assertions in the ordinary course of business. Legal matters are inherently unpredictable and the Company's assessments may change based on future unknown or unexpected events. The Company is not aware of any litigation which will have a material effect on our financial condition or results of operations.

Note 9 - Subsequent Events

On November 6, 2013, Chanticleer finalized the purchase of all of the shares of the Company for a total purchase price of Three Million One Hundred Fifty Thousand Dollars ($3,150,000). As part of the purchase, Chanticleer also entered into Lease Agreements with Reservoir Lounge UK Limited for the restaurant location. As part of this purchase, franchise rights to the restaurant location were also transferred to Chanticleer.

Pro Forma Financial Information.

Introduction to Unaudited Pro Forma Condensed Consolidated Financial Information

On November 6, 2013, Chanticleer purchased WEW, a Hooters Restaurant located Nottingham, England, through its wholly-owned subsidiary, Hooters UK (Nottingham) Ltd. The acquisition was accounted for using the purchase method in accordance with ASC 805, “Business Combinations”.

The following unaudited pro forma condensed consolidated financial information gives effect to the above described acquisition. The following unaudited pro forma condensed consolidated balance sheet combines the balance sheet of Chanticleer with WEW as of September 30, 2013, as if the acquisition occurred on that date. The following unaudited pro forma condensed consolidated statements of operations combine the results of operations of Chanticleer with WEW for the year ended December 31, 2012, and the nine month period ended September 30, 2013, as if the acquisition of WEW had been completed as the beginning of the periods indicated.

The following unaudited pro forma condensed consolidated financial information is based on historical amounts for the year ended December 31, 2012 and the nine months ended September 30, 2013 and certain amounts at the close of the acquisition. The information presented is for illustrative purposes only and is not necessarily indicative of the results of operations of the consolidated company that would have occurred had the acquisition been completed as of the beginning of the periods indicated or that may be attained in the future. Actual future results will likely be materially different from these pro forma results. This unaudited pro forma financial information should be read in conjunction with the historical financial information of Chanticleer and WEW included elsewhere in this report and in other reports and documents Chanticleer files with the United States Securities and Exchange Commission.

Chanticleer Holdings, Inc. and Subsidiaries
Pro Forma Condensed Consolidated Balance Sheets
(Unaudited)
As of September 30, 2013

ASSETS	Chanticleer (a)	WEW (b)	Pro forma adjustments (c)		Pro Forma Total
Current assets:					
Cash	$ 213,229	$ 631,005	$ (631,005)	(c)	$ 213,229
Restricted cash	3,000,000	-			3,000,000
Accounts receivable and other receivables	315,901	60,015	(60,015)	(c)	315,901
Inventory	198,274	55,393	(50,393)	(c),(d)	203,274
Due from related parties	116,305	-			116,305
Prepaid expenses	436,219	16,265	(16,265)	(c)	436,219
Assets of discontinued operations	51,804	-			51,804
TOTAL CURRENT ASSETS	4,331,732	762,678	(757,678)		4,336,732
Property and equipment, net	5,047,122	20,493			5,067,615
Goodwill	2,053,946	-	3,124,507	(d)	5,178,453
Intangible assets, net	2,398,919	-			2,398,919
Investments at fair value	12,062	-			12,062
Other investments	1,970,796	-			1,970,796
Deposits and other assets	213,437	-			213,437
TOTAL ASSETS	$ 16,028,014	$ 783,171	$ 2,366,829		$ 19,178,014
LIABILITIES AND STOCKHOLDERS' EQUITY					
Current liabilities:					
Current maturities of long term debt and notes payable	$ 625,959	$ -			$ 625,959
Derivative liability	2,341,500	-			2,341,500
Advances from investors	575,000	-			575,000
Accounts payable and accrued expenses	1,550,827	355,487	(355,487)	(c)	1,550,827
Other current liabilities	105,453	-			105,453
Current maturities of capital leases payable	47,186	-			47,186
Deferred rent	19,561	-			19,561
Due to related parties	12,191	477,214	(477,214)	(c)	12,191
Liabilities of discontinued operations	9,881	-			9,881
TOTAL CURRENT LIABILITIES	5,287,558	832,701	(832,701)		5,287,558
Capital leases payable, less current maturities	63,032	-			63,032
Convertible note payable, net of debt discount of $2,833,333	166,667	-			166,667
Deferred rent	1,204,999	-			1,204,999
Other liabilities	100,647	-			100,647
TOTAL LIABILITIES	6,822,903	832,701	(832,701)		6,822,903
Commitments and contingencies					
Stockholders' equity:					
Common stock: $0.0001 par value; authorized 20,000,000 shares; issued and outstanding 4,467,896 at September 30, 2013	446	155	(155)	(c)	446
Additional paid in capital	21,501,399	-	3,150,000	(d)	24,651,399
Other comprehensive loss	(155,872)	(24,000)	24,000	(c)	(155,872)
Accumulated deficit (earnings)	(12,126,946)	(25,685)	25,685	(c)	(12,126,946)
Non-controlling interest	(13,916)	-			(13,916)
TOTAL STOCKHOLDERS' EQUITY	9,205,111	(49,530)	3,199,530		12,355,111
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$ 16,028,014	$ 783,171	$ 2,366,829		$ 19,178,014

See accompanying notes to unaudited condensed consolidating financial statements

Chanticleer Holdings, Inc. and Subsidiaries
Pro Forma Condensed Consolidated Statements of Operations
(Unaudited)
For the Year Ended December 31, 2012

	Chanticleer (a)	WEW (b)	Pro forma Adj	Pro Forma Total
Revenue:				
Restaurant sales, net	$ 6,752,323	$ 3,528,529		$ 10,280,852
Management fee income - non-affiliates	100,000	-		100,000
Total revenue	6,852,323	3,528,529	-	10,380,852
Expenses:				
Restaurant cost of sales	2,761,949	1,307,717		4,069,666
Restaurant operating expenses	3,785,034	1,599,731		5,384,765
Restaurant pre-opening expenses	204,126	-		204,126
General and administrative expenses	2,389,163	310,407		2,699,570
Depreciation and amortization	383,454	98,017		481,471
Total expenses	9,523,726	3,315,872	-	12,839,598
(Loss) profit from operations	(2,671,403)	212,657	-	(2,458,746)
Other income (expense)				
Equity in losses of investments	(14,803)	-		(14,803)
Realized losses from sales of investments	(16,598)	-		(16,598)
Miscellaneous income	23	48,933		48,956
Interest expense	(474,926)	(686)		(475,612)
Total other expense	(506,304)	48,247	-	(458,057)
(Loss) profit from continuing operations before income taxes	(3,177,707)	260,904	-	(2,916,803)
Provision for income taxes	19,205	94,292		113,497
Loss from continuing operations	(3,196,912)	166,612	-	(3,030,300)
Loss from discontinued operations, net of taxes	(258,315)			(257,474)
Consolidated net (loss) income	(2,938,597)	166,612	-	(2,772,826)
Less: Net loss attributable to non-controlling interest	227,968			227,968
Net (loss) income attributable to Chanticleer Holdings, Inc.	$ (3,166,565)	$ 166,612	$ -	$ (3,000,794)
Net (loss) income attributable to Chanticleer Holdings, Inc.:				
(Loss) income from continuing operations	$ (2,908,250)	$ 166,612	$ -	$ (2,741,638)
Loss from discontinued operations	(258,315)	-		(258,315)
	$ (3,166,565)	$ 166,612	$ -	$ (2,999,953)
Other comprehensive loss:				
Unrealized loss on available-for-sale securities (none applies to non-controlling interest)	$ (261,404)	$ -	$ -	$ (261,404)
Foreign translation income	29,013	523	-	29,536
Other comprehensive loss	$ (3,398,956)	$ 167,135	$ -	$ (3,231,821)
Net loss per attributable to Chanticleer Holdings, Inc. per common share, basic and diluted:				
Continuing operations attributable to common shareholders, basic and diluted	$ (1.15)		$ -	$ (1.08)
Discontinued operations attributable to common shareholders, basic and diluted	$ (0.10)		-	$ (0.10)
	$ (1.25)	$ -	$ -	$ (1.18)
Weighted average shares outstanding, basic and diluted	2,541,696			2,541,696

See accompanying notes to unaudited pro forma condensed consolidated financial statements.

Chanticleer Holdings, Inc. and Subsidiaries
Pro Forma Condensed Consolidated Statements of Operations
(Unaudited)
For the Nine Months Ended September 30, 2013

	Chanticleer (a)	WEW (b)	Pro forma Adjusts	Pro Forma Total
Revenue:				
Restaurant sales, net	$ 4,864,410	$ 2,741,016		$ 7,605,426
Management fee income - non-affiliates	75,000	-		75,000
Total revenue	4,939,410	2,741,016	-	7,680,426
Expenses:				
Restaurant cost of sales	1,840,535	934,560		2,775,095
Restaurant operating expenses	2,833,035	1,321,094		4,154,129
Restaurant pre-opening expenses	17,538	-		17,538
General and administrative expenses	2,294,370	235,259		2,529,629
Depreciation and amortization	373,226	7,607		380,833
Total expenses	7,358,704	2,498,520	-	9,857,224
Loss from operations	(2,419,294)	242,496	-	(2,176,798)
Other income (expense)				
Equity in losses of investments	(46,184)	-		(46,184)
Gain on extinguishment of debt	70,900	-		70,900
Miscellaneous income	3,785	-		3,785
Change in fair value of derivative liability	(75,900)	-		(75,900)
Interest (expense) income	(438,941)	1,774		(437,167)
Total other expense	(486,340)	1,774	-	(484,566)
Loss from continuing operations before income taxes	(2,905,634)	244,270	-	(2,661,364)
Provision for income taxes	27,216	63,493		90,709
Loss from continuing operations	(2,932,850)	180,777	-	(2,752,073)
Loss from discontinued operations, net of taxes	(19,513)	-		(19,513)
Consolidated net loss	(2,952,363)	180,777	-	(2,771,586)
Less: Net loss attributable to non-controlling interest	84,114	-		84,114
Net loss attributable to Chanticleer Holdings, Inc.	$ (2,868,249)	$ 180,777	$ -	$ (2,687,472)
Net loss attributable to Chanticleer Holdings, Inc.:				
(Loss) income from continuing operations	$ (2,848,736)	$ 180,777	$ -	$ (2,667,959)
Loss from discontinued operations	(19,513)	-		(19,513)
	$ (2,868,249)	$ 180,777	$ -	$ (2,687,472)
Other comprehensive income (loss):				
Unrealized loss on available-for-sale securities (none applies to non-controlling interest)	$ (44,887)	$ -	$ -	$ (44,887)
Foreign translation income (loss)	70,756	(40,866)	-	29,890
Other comprehensive (loss) income	$ (2,842,380)	$ 139,911	$ -	$ (2,702,469)
Net loss per attributable to Chanticleer Holdings, Inc. per common share, basic and diluted:				
Continuing operations attributable to common shareholders, basic and diluted	$ (0.77)		$ -	$ (0.72)
Discontinued operations attributable to common shareholders, basic and diluted	(0.01)		-	(0.01)
	$ (0.78)	$ -	$ -	$ (0.73)
Weighted average shares outstanding, basic and diluted	3,701,804	-	-	3,701,804

See accompanying notes to unaudited pro forma condensed consolidated financial statements.

CHANTICLEER HOLDINGS, INC.
NOTES TO UNAUDITED PRO FORMA CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1 – ACQUISITION

On November 6, 2013, Chanticleer Holdings, Inc. ("Chanticleer") entered into a Share Purchase Agreement (the "Share Purchase Agreement") with West End Wings Limited ("WEW"), whereby the Company acquired one hundred percent (100%) of the outstanding shares of WEW. The Share Purchase Agreement provides that the Company shall operate as WEW, with WEW continuing as the surviving entity and subsidiary of the Company.

NOTE 2 - PRO FORMA ADJUSTMENTS

The pro forma adjustments to the condensed combined balance sheet give effect to the acquisition of WEW as if the transactions had occurred on September 30, 2013. The pro forma adjustments to the condensed consolidated statements of operations for the nine months ended September 30, 2013 give effect to the acquisition of WEW as if the transactions had occurred on September 30, 2013.

<u>Balance Sheet – September 30, 2013</u>

a. Derived from the unaudited balance sheet of Chanticleer as of September 30, 2013.
b. Derived from the audited balance sheet of WEW as of 40-weeks ended October 6, 2013.
c. Represents certain assets and liabilities excluded from acquisition.
d. Reflects the acquisition of WEW.

The following table summarizes the estimated fair values of the assets acquired and liabilities assumed.

Consideration paid:	$3,150,000
Assets acquired and liabilities assumed:	
Property and equipment	$ 20,493
Inventory	5,000
Goodwill	3,124,507
Net assets acquired	$3,150,000

The cost of the transaction was allocated to the tangible and intangible assets and liabilities assumed based on estimates of their respective fair values at the date of acquisition with the remaining unallocated purchase price recorded as goodwill. Management is responsible for the valuation of net assets and considered a number of factors when estimating the fair values and estimated useful lives of acquired assets and liabilities.

Statement of Operations - For the Year Ended December 31, 2012

a) Derived from the audited statement of operations of Chanticleer for the year ended December 31, 2012.
b) Derived from the unaudited statement of operations of WEW for the 52-weeks ended December 30, 2012.

Statement of Operations - For the Nine Months Ended September 30, 2013

a) Derived from the unaudited statement of operations of Chanticleer for the nine months ended September 30, 2013.
b) Derived from the audited statement of operations of WEW for the 40-weeks ended October 6, 2013.