

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 31, 2014

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

Delaware
(State or Other Jurisdiction of Incorporation)

001-35570
(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)

(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))
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Item 2.01. Completion of Acquisition or Disposition of Assets.

On January 31, 2014, pursuant to an Agreement and Plan of Merger executed on December 31, 2013, Chanticleer Holdings, Inc. (the “Company”) completed the acquisition of all of the outstanding shares of each of Tacoma Wings, LLC, Jantzen Beach Wings, LLC and Oregon Owl’s Nest, LLC (collectively, the “Hooters Entities”), which owned and operated the Hooters restaurant locations in Tacoma, Washington and Portland, Oregon, respectively. The Hooters Entities were purchased from Hooters of Washington, LLC and Hooters of Oregon Partners, LLC (collectively, the “Hooters Sellers”) for a total purchase price of 680,272 Company units, with each unit consisting of one share of the Company’s common stock and one five-year warrant to purchase a share of the Company’s common stock. Half of the warrants are exercisable at \$5.50 and half of the warrants are exercisable at \$7.00. As part of this transaction, the Hooters Sellers were granted registration rights with respect to the Company’s common stock issued and underlying the warrants, and franchise rights and leasehold rights to the locations were transferred to the Company.

Item 3.02. Unregistered Sales of Equity Securities.

The information set forth in Item 2.01 above and Item 8.01 below is incorporated by reference into this Item 3.02. The January 31, 2014 issuances of 680,272 units to the Hooters Sellers and 195,000 units to Express Working Capital were private placements to “accredited investors” (as the term is defined under Rule 501 of Regulation D) and exempt from registration under the Securities Act of 1933, as amended (the “Securities Act”), in reliance upon Section 4(a)(2) of the Securities Act and Rule 506 of Regulation D, as transactions by an issuer not involving public offerings.

Item 8.01. Other Events

Also on January 31, 2014, pursuant to an Agreement and Plan of Merger executed on January 14, 2014, the Company completed the acquisition of all of the outstanding shares of Dallas Spoon, LLC and Dallas Spoon Beverage, LLC (collectively, the “Spoon Entities”) from Express Restaurant Holdings, LLC and Express Restaurant Holdings Beverage, LLC. The purchase price of 195,000 Company units was paid to Express Working Capital, LLC (“EWC”); the units consist of one share of the Company’s common stock and one five-year warrant to purchase a share of the Company’s common stock. Half of the warrants are exercisable at \$5.50 and half of the warrants are exercisable at \$7.00. As part of this transaction, EWC was granted registration rights with respect to the Company’s common stock issued and underlying the warrants, and all leaseholds and other rights were transferred to the Company.

Item 9.01. Financial Statements and Exhibits.

(a) Financial Statements of Businesses Acquired.

The financial statements required by Item 9.01(a) of Form 8-K will be filed by amendment no later than April 18, 2014.

(b) Pro Forma Financial Information.

The pro forma financial statements required by Item 9.01(b) of Form 8-K will be filed by amendment no later than April 18, 2014.

(d) Exhibits

99.1 Press release dated February 3, 2014.

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: February 6, 2014

Chanticleer Holdings, Inc.

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

EXHIBIT INDEX

Exhibit No.
99.1

Description
Press Release dated February 3, 2014

Chanticleer Holdings Completes Acquisition of Hooters Pacific Northwest Franchise

Company Also Completes Acquisition of Spoon Bar & Kitchen

CHARLOTTE, NC -- 02/03/14 -- Chanticleer Holdings, Inc.(NASDAQ: HOTR) (Chanticleer Holdings, or the "Company"), a minority holder in the privately held parent company of the Hooters® brand Hooters Of America, and a franchisee of international Hooters restaurants, has announced that it has completed the acquisition of Hooters' U.S. Pacific Northwest franchise rights and two existing restaurants in Oregon and Washington.

Chanticleer has acquired 100% of the shares of Tacoma Wings, LLC and Hooters of Oregon Partners, LLC, owners and operators of the two locations in Portland, OR and Tacoma, WA. All leasehold and current franchise rights to the Hooters locations in Oregon and Washington have been transferred to the Company and Management is evaluating locations around the Portland and Seattle areas for future restaurant openings.

In addition, Chanticleer also completed its acquisition of Chef John Tesar's fine dining seafood restaurant, Spoon Bar & Kitchen, located in Dallas, TX, acquiring 100% of the shares of Dallas Spoon, LLC and Dallas Spoon Beverage, LLC. The Company intends to expand the Spoon brand taking its healthier seafood menu into a new, fast-casual dining concept.

Mike Pruitt, Chairman and Chief Executive Officer, commented, "We are starting off the new year successfully completing both of these acquisitions and more importantly adding three operating restaurants to our portfolio. The Pacific Northwest provides strategic opportunities to expand the footprint of our brands."

For more information on the transactions, please refer to Chanticleer Holdings' filings at www.sec.gov.

About Chanticleer Holdings, Inc

Headquartered in a Charlotte, NC, Chanticleer Holdings (HOTR), together with its subsidiaries, owns and operates restaurant brands in the United States and internationally. The Company is a franchisee owner of Hooters® restaurants in international markets including England, South Africa, Hungary, and Brazil and has joint ventured with the current Hooters franchisee in Australia and domestically in Oregon and Washington. Chanticleer is evaluating several additional international opportunities. The Company also owns and operates American Roadside Burgers and owns a majority interest in Just Fresh restaurants in the U.S.

For further information, please visit www.chanticleerholdings.com

Facebook: www.Facebook.com/ChanticleerHOTR

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

Google+: <https://plus.google.com/u/1/b/118048474114244335161/118048474114244335161/posts>

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.

Press Information:

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Investor Relations

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