

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): **March 11, 2015**

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

(IRS Employer Identification No.)

7621 Little Avenue, Suite 414
Charlotte, North Carolina 28226
(Address of principal executive offices)

Registrant's telephone number, including area code: **(704) 366-5122**

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 8.01. Other Events

On March 11, 2015, Chanticleer Holdings, Inc. (the "Company") issued a press release thanking its rights holders of record for their participation to date in the Company's rights offering and reminding them that all subscriptions must be received by close of business on Thursday, March 12, 2015.

A copy of the press release is attached to this Form 8-K as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits**(d) Exhibits**

<u>Exhibit No.</u>	<u>Document</u>
99.1	Press Release dated March 11, 2015

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 duly authorized.

Chanticleer Holdings, Inc.,
a Delaware corporation
(Registrant)

Date: March 11, 2015

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

Chanticleer Holdings Thanks Shareholders for Rights Offering Participation; Final Reminder that Subscriptions Due by Close of Business Thursday

CHARLOTTE, NC – March 11, 2015 - Chanticleer Holdings, Inc. (NASDAQ: HOTR) (“Chanticleer Holdings” or the “Company”), owner and operator of multiple restaurant brands internationally and domestically, thanks its shareholders for their participation to date in the Company’s rights offering and reminds them that all subscriptions must be received by close of business on Thursday, March 12, 2015.

"I want to take this opportunity to thank our shareholders for their continued support. The additional capital provided by the rights offering should enable us to close the acquisition of BGR: The Burger Joint as well as the other better-burger concept under letter of intent, plus open the three international Hooters locations that we have under development in Australia, UK and South Africa. Early indications have been positive, and I want to remind our shareholders they will need to exercise their subscription rights by end of business Thursday in order to participate in the rights offering. Thank you for your commitment and loyalty, I look forward to executing the next phase of our growth strategy," commented Mike Pruitt, CEO of Chanticleer Holdings, Inc.

“The rights offering provides current investors an exclusive opportunity to expand their participation in the next phase of growth for Chanticleer,” stated Richard H. Kreger, Senior Managing Director of Investment Banking at Source Capital Group. “To this point, Mike Pruitt and his team have successfully generated improved financial performance through both organic and acquisition growth. With this financing, Chanticleer and its shareholders realize a strengthened capital base to support the transformation of both the scale and revenue mix of the business, particularly given BGR: The Burger Joint’s 80 franchise opportunities under development.”

Broker dealers require all subscriptions be received by close of business Thursday, March 12th, 2015. Right Holders who fully exercise their basic subscription rights may oversubscribe for additional shares of common stock (subject to the availability and pro rata allocation) for all remaining unsubscribed rights. The non-transferable subscription rights entitle all holders to purchase one share of common stock per each basic subscription right at an exercise price of \$2.00 per share and over-subscription rights to subscribe for all rights that remain unsubscribed. The number of shares subscribed for is subject to reduction as a result of “Tax Attribute Considerations” as described in the prospectus. The non-transferable subscription rights may not be sold. The basic subscription rights and over-subscription rights may only be exercised during the subscription period. See calendar below:

Thursday, March 12, 2015 Broker dealers require receipt of all subscriptions

Friday, March 13, 2015 Subscription Period Ends 5:00 PM ET

The rights offering is being made only by means of a prospectus. This press release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of these securities in any state in which such offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such state. The Company’s prospectus and SEC filings may be found by clicking on the following link:

<http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001106838&owner=exclude&count=40&hidefilings=0>

Requests for copies of the prospectus or questions from shareholders relating to the rights offering may be directed to the information agent for the rights offering, as follows:

Rights Information Agent:

Okapi Partners LLC
437 Madison Avenue, 28th Floor
New York, NY 10022
Phone 212.297.0720 or 877.869.0171
hotr@okapipartners.com

The Company has entered into a dealer manager and placement agent agreement for the rights offering with Source Capital Group, Inc.

About Source Capital Group, Inc.

The Investment Banking Group at Source Capital offers a wealth of Wall Street experience through our seasoned professionals to the underserved small cap company sector and start-up companies as well. We have successfully funded both public and private companies. We offer equity and debt financing to help further the growth of companies that are often overlooked by the larger investment banking firms. Structured finance vehicles have also been used to achieve the needs of larger companies, while creating specific advantages that enhance their balance sheets. Source Capital began as an independent firm specializing in small to medium-sized investment banking transactions. Since 1992, we have grown into a full-service financial institution, while adhering to the highest standards of quality and integrity.

About Chanticleer Holdings, Inc

Headquartered in Charlotte, NC, Chanticleer Holdings (HOTR), together with its subsidiaries, owns and operates restaurant brands in the United States and internationally. Chanticleer Holdings is a franchisee owner of Hooters® restaurants in international markets including Australia, South Africa, and Europe and two Hooters restaurants in the United States. The Company also owns and operates American Burger Co. and owns a majority interest in Just Fresh restaurants in the U.S. Chanticleer Holdings expects to acquire BGR: The Burger Joint with proceeds from the Rights Offering.

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.

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