

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 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 13, 2015

**CHANTICLEER HOLDINGS, INC.**

(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State or Other Jurisdiction of Incorporation or  
Organization)

000-29507

(Commission File Number)

20-2932652

(IRS Employer Identification No.)

7621 Little Avenue, Suite 414  
Charlotte, North Carolina

(Address of Principal Executive Offices)

28226

(Zip Code)

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 *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 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))

**Item 1.01 Entry into a Material Definitive Agreement.**

***BGR Restaurant Acquisition***

Effective March 15, 2015, Chanticleer Holdings, Inc. (the “Company”) closed on the Asset Purchase Agreement (the “Asset Purchase Agreement”) executed on February 18, 2015 by and between the Company, BGR Holdings, LLC, limited liability company organized under the laws of Virginia (“BGR”) and BGR Acquisition LLC, a limited liability company organized under the laws of North Carolina (“Acquisition Sub”) and wholly owned by American Roadside Burger, Inc., a wholly owned subsidiary of the Company. Pursuant to the terms of the Asset Purchase Agreement, Acquisition Sub acquired substantially all of the assets of BGR, including the ownership interests of a franchising subsidiary, an operating subsidiary and various restaurant locations engaged in the fast casual hamburger restaurant business under the name “BGR The Burger Joint.” In consideration of the purchased assets, the Company paid a purchase price consisting of four million dollars in cash and five hundred thousand shares of the Company’s common stock, \$0.0001 par value per share.

***Note Offering***

On March 13, 2015, the Company conducted a subsequent closing (the “Subsequent Closing”) with respect to the Securities Purchase Agreement executed by the Company and an accredited investor on February 11, 2015 (the “Securities Purchase Agreement”). At the Subsequent Closing, the Company cancelled the initial note issued on February 18, 2015 in the amount of \$200,000 and issued an Amended and Restated Note with an aggregate principal amount of \$1 million (“Amended and Restated Note”) and a subsequent warrant with a five year term to purchase 320,000 shares of common stock at an exercise price of \$2.50 per share (the “Subsequent Warrant”). The shares of common stock underlying the Amended and Restated Note and Subsequent Warrant are subject to a Registration Rights Agreement dated as of February 11, 2015 by and between the Company and the investor.

The Amended and Restated Note is secured as follows as follows: (i) a first priority security interest in and to the assets located at the Company’s Townsville and Just Fresh #7 restaurant locations (the “Collateral Assets”); (ii) a second priority security interest in the existing assets, operations and locations the four locations owned by the Company in Australia, operating under Hoot Parramatta Pty. Ltd., Hoot Penrith Pty Ltd., Hoot Campbelltown Pty. Ltd. and Hoot Surfers Paradise Pty. Ltd. and the gaming and management contracts relating thereto; and (iii) a third priority security interest in and to all assets of the Company subordinated to the Company’s current senior bank loan and mezzanine debt.

Upon the full payment of the Amended and Restated Note (a) the investor will be paid an amount, in perpetuity equal to fifty (50%) percent of the monthly net income that the Company receives from its sixty (60%) percent ownership interest in Townsville and Just Fresh #7 stores (collectively, the “Collateral Assets”); provided however that such monthly payment shall not be less than the amount of the average of the prior 12 month period of the actual net income of the Collateral Assets. The investor will also receive fifty (50%) percent of the sale proceeds received by the Company in the event that Townsville and/or Just Fresh #7 stores are sold; provided however should the Company close or liquidate the business or affairs of Townsville and/or Just Fresh #7 stores within a five (5) year period commencing on the Subsequent Closing date, the Company shall pay the investor a monthly amount equal to the average net income generated by the Collateral Assets from their opening until their closing or liquidation; and provided further that the Company shall pay the investor such amount in thirty-six (36) equal installments.

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Pursuant to the terms of the Amended and Restated Note and Subsequent Warrant, the investor may not exercise such securities if such exercise would result in the investor beneficially owning in excess of 4.99% of the Company's then issued and outstanding common stock. The investor may, however, increase or decrease this limitation (but in no event exceed 9.99% of the number of shares of common stock issued and outstanding) by providing the Company with 61 days' notice that such holder wishes to increase or decrease this limitation.

**Item 3.02 Unregistered Sales of Equity Securities.**

The information provided in response to Item 1.01 of this report is incorporated by reference into this Item 3.02. The investor in the note financing met the accredited investor definition of Rule 501 of the Securities Act of 1933, as amended (the "Securities Act"). The offer and sale of the Amended and Restated Note and Subsequent Warrant in the offering were made in reliance on the exemption from registration afforded under Section 4(a)(2) of the Securities Act and/or Rule 506 of Regulation D under the Securities Act. The offering was not conducted in connection with a public offering, and no public solicitation or advertisement was made or relied upon by the investor in connection with the offering. This current report on Form 8-K shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall such securities be offered or sold in the United States absent registration or an applicable exemption from the registration requirements and certificates evidencing such shares contain a legend stating the same.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits.

**Exhibit Description**

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10.1	Asset Purchase Agreement by and between Chanticleer Holdings, Inc., BGR Holdings, LLC and BGR Acquisition LLC dated February 18, 2015 (Incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed on February 18, 2015)
99.1	Press Release dated March 18, 2015

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**SIGNATURE**

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, thereunto duly authorized.

**CHANTICLEER HOLDINGS, INC.**

Dated: March 18, 2015

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

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**Chanticleer Holdings Closes Acquisition of Better Burger Concept BGR: The Burger Joint****\$10+ Million in 2014 Revenue and 20 Locations**

CHARLOTTE, NC – March 18, 2015 -- Chanticleer Holdings, Inc. (NASDAQ: HOTR) (Chanticleer Holdings, or the "Company"), owner and operator of multiple restaurant brands internationally and domestically, announced today that it closed on the acquisition of **BGR: The Burger Joint** ("BGR"), a better burger concept well-known in the Maryland/Washington, D.C./Virginia area.

BGR closed out 2014 with \$15+ million in system wide retail sales, \$10+ million in company revenue, nine corporate owned locations and nine franchises. It added two additional locations in Q1 2015 including its first international franchise location in Kuwait and has over eighty franchise locations under development agreement almost equally split between domestic and international markets. BGR was voted #7 Burger Chain in USA by The Daily Meal & MSN.com, #1 Burger Restaurant by the Washingtonian and #1 Burger Patty by the Washington Post.

Chanticleer Holdings now has 46 locations worldwide including thirteen Hooters restaurants, six American Burger Co. restaurants, seven Just Fresh locations and twenty BGR locations. In addition, the Company forecasts opening three to five new BGR franchise locations and two Hooters locations before year end.

"The immediately accretive acquisition of BGR increases our number of locations by 77% and provides an attractive growth opportunity for Chanticleer. BGR has clearly proven its better burger concept as a franchise opportunity with over 80 franchise development agreements in place. We look forward to utilizing our platform in our international markets to continue extending the growth of an already successful franchise," said Mike Pruitt, CEO of Chanticleer Holdings, Inc.

"This is an exciting time for BGR as we look to step up our expansion strategy in both international and domestic markets. Having Chanticleer's team support our vision, we believe together we have the expertise and platform necessary to expand BGR's footprint exponentially worldwide," stated Nate Ripley, President of BGR: The Burger Joint.

For more information on the acquisition, please refer to Chanticleer Holding's Form 8-K filing filed with the SEC on March 18, 2015, available online at [www.sec.gov](http://www.sec.gov).

**About BGR: The Burger Joint**

Headquartered in Lansdowne, VA, BGR: The Burger Joint is a better burger concept with a menu that focuses on their proprietary blend of Prime, dry-aged burgers grilled over an open flame. Their buns are baked fresh by local bakers and they use fresh vegetables prepared in store. The company has nine corporate locations and provides franchising opportunities in both U.S. and international markets. For more information, visit: [www.bgrtheburgerjoint.com](http://www.bgrtheburgerjoint.com)

**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. The Company 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., BGR: The Burger Joint, and owns a majority interest in Just Fresh restaurants in the U.S.

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

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