
**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): July 1, 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))
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Item 2.01 Completion of Acquisition or Disposition of Assets.

On July 1, 2015, Chanticleer Holdings, Inc. (the “Company”), through BT Burger 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, consummated and closed an Asset Purchase Agreement (the “Asset Purchase Agreement”) with BT’s Burgerjoint Management, LLC, a limited liability company organized under the laws of North Carolina (“BT’s”).

Pursuant to the terms of the Asset Purchase Agreement, Acquisition Sub acquired substantially all of the assets of BT’s, including the ownership interests of four operating restaurant subsidiaries engaged in the fast casual hamburger restaurant business under the name “BT’s Burger Joint.” In consideration of the purchased assets, the Company paid a purchase price consisting of one million four hundred thousand dollars in cash and four hundred twenty four thousand eighty eight shares of the Company’s common stock, \$0.0001 par value per share.

The summary of the Asset Purchase Agreement described above is qualified in its entirety by reference to the Asset Purchase Agreement, and Amendment No. 1 to Asset Purchase Agreement dated May 29, 2015, which are filed as Exhibit 10.1 and 10.2, respectively, to this Current Report and are incorporated herein by reference.

Item 3.02 Unregistered Sales of Equity Securities.

The information provided in response to Item 2.01 of this report is incorporated by reference into this Item 3.02. The sale of the common stock 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.

Item 8.01 Other Events.

On July 6, 2015, the Company issued a press release announcing the consummation of the Asset Purchase Agreement. A copy of the press release is attached to this Form 8-K as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit	Description
10.1	Asset Purchase Agreement by and between Chanticleer Holdings, Inc., BT’s Burgerjoint Management, LLC and BT Burger Acquisition, LLC dated March 31, 2015 (incorporated by reference to Exhibit 10.1 to Current Report on Form 8-K as filed March 31, 2015)
10.2	Amendment No. 1 to Asset Purchase Agreement by and between Chanticleer Holdings, Inc., BT’s Burgerjoint Management, LLC and BT Burger Acquisition, LLC dated May 29, 2015 (incorporated by reference to Exhibit 10.7 to Amendment No. 1 to Form S-3, Registration No. 333- 203679, as filed June 3, 2015)
99.1	Press Release of Chanticleer Holdings, Inc. dated July 6, 2015.

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.

By: /s/ Michael D. Pruitt

Michael D. Pruitt
Chief Executive Officer

Dated: July 6, 2015

Chanticleer Holdings Closes Acquisition of BT's Burger Joint

CHARLOTTE, NC – July 6, 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 the acquisition of [BT's Burger Joint](#) (“BT”), a better burger concept in North Carolina, on July 1, 2015. With four locations, three in Charlotte and one in Asheville, the acquisition immediately doubles Chanticleer's presence in the Charlotte market.

“We continue to execute our growth strategy with the acquisition of BT's Burger Joint. Increasing market share in North Carolina strengthens our Company both in revenue and brand building. This, along with our recent acquisition of Virginia-based BGR: The Burger Joint, creates exciting times for Chanticleer and our shareholders,” said Mike Pruitt, CEO of Chanticleer Holdings, Inc.

Chanticleer Holdings now has 51 locations worldwide including fourteen Hooters restaurants, five American Burger Co. restaurants, seven Just Fresh locations, twenty-one BGR: The Burger Joint locations and four BT's Burger Joint locations.

For more information on the acquisition, please refer to Chanticleer Holding's Form 8-K filing filed with the SEC on July 6, 2015, available online at www.sec.gov.

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.

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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