
**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): **August 21, 2015 (August 21, 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 Items.

On August 21, 2015, Chanticleer Holdings, Inc., a Delaware corporation, issued a press release announcing pricing guidance on its previously announced common stock rights offering. The rights offering will be made through a dividend in the form of non-transferable subscription rights to purchase one share of common stock per each share of common stock owned on the record date at an exercise price based on an 8% up to 12% discount to Market. "Market" shall be defined as the Volume Weighted Average Price of HOCR for Thursday August 27, Friday August 28 and Monday August 31 (subject to final board approval). A copy of the press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

Neither this Current Report on Form 8-K nor such press release constitutes an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of, these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities law of any such state or jurisdiction. Any proposed offering referenced herein will be made only by means of a prospectus supplement and the accompanying base prospectus.

In accordance with General Instruction B.2 of Form 8-K, the information contained in Exhibit 99.1 furnished as an exhibit hereto shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, is not subject to the liabilities of that section, and shall not be deemed incorporated by reference into any registration statement or other document filed under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such filing or document.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

The following are filed as exhibits to this Current Report on Form 8-K:

Exhibit No. Description

99.1 Chanticleer Holdings, Inc. press release dated August 21, 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: August 21, 2015

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

**Chanticleer Holdings Provides Pricing Guidance for its up to \$10 million Rights Offering;
Proceeds to be used to acquire Little Big Burger and expand its restaurant concepts internationally**

CHARLOTTE, NC – August 21, 2015 — Chanticleer Holdings, Inc. (NASDAQ: HOTR) (“Chanticleer” or the “Company”), owner and operator of multiple restaurant brands internationally and domestically, today is providing pricing guidance for its non-transferable rights offering which will allow its shareholders to acquire additional shares of common stock (the “rights offering”). The Company is planning to commence the rights offering in order to raise equity capital in a timely and cost-effective manner, while providing Chanticleer’s shareholders the opportunity to participate.

Chairman and CEO of Chanticleer Holdings, Mike Pruitt, stated, “This rights offering is intended to provide Chanticleer with the capital to fund the closing of our acquisition of Little Big Burger, a gourmet fast-casual restaurant concept with 8 locations in Oregon. With significant brand recognition in the regional market and a loyal customer base, LBB recorded \$6 million in net sales in 2014 and their unit economic model with EBITDA margin greater than 25% will be accretive to Chanticleer’s earnings. In addition to our U.S. expansion strategy, our rights offering would provide the capital to execute on increasing our interest in Hooters Australia from 60% to 80% to take greater control of a business which can generate increased returns. Proceeds will also support our purchase of other restaurant properties and assets both in the U.S. and abroad.”

Mr. Pruitt continued, “As stated previously, although we believe that our current share price does not reflect the value of our Company, we believe that these are attractive opportunities and management and the board determined a rights offering to be the fairest and most efficient way to raise the funds to advance the Company while also best preserving our over \$26.3 million net operating U.S. federal and state net operating loss carry-forwards. We have already received positive interest from shareholders and selling group members.”

Mr. Pruitt concluded, “We have dramatically evolved and expanded our business and created a scalable growth platform driven by diverse revenue streams from our established and emerging restaurant brands. Over the past year we have doubled the number of our branded restaurants worldwide to 47 through a combination of new store openings and acquisitions. Furthermore, the franchising strategy which we launched with our acquisition of BGR is progressing well and we are executing on our strategy to convert the 80 plus BGR franchise locations that are under development agreement.”

The rights offering will be made through a dividend in the form of non-transferable subscription rights to purchase one share of common stock per each share of common stock owned on the record date at an exercise price based on an 8% up to 12% discount to Market. “Market” shall be defined as the Volume Weighted Average Price of HOTR for Thursday August 27, Friday August 28 and Monday August 31 (subject to final board approval).

The dividend of the subscription rights settles T+3, so in order to be considered a shareholder of record, shareholders must own the stock in their brokerage accounts as of 4:00 PM ET on Tuesday, September 1, 2015, which is three trading days before the record date of Friday, September 4, 2015. The proposed rights offering will also include an over-subscription privilege, which will entitle each rights holder that exercises all of its basic subscription privilege in full the right to purchase additional shares of common stock that remain unsubscribed at the expiration of the rights offering. Both the basic and over subscription privileges are subject to the availability and pro rata allocation of shares among participants. All basic subscription rights and over-subscription privileges may be exercised during the subscription period of Tuesday, September 8, 2015 through 5:00 PM ET Friday, September 18, 2015 on a pro-rata basis. The Company may extend the offering up to an additional 30 days, at its sole discretion, in which case the offering would continue on a subscriptions first-in, first served basis, calculated on a daily basis with the potential for pro-rata allocation of shares among participants subscribing on the last day the offering remains open.

In addition, the Company recommends that current stockholders consider notifying their broker or financial advisor about the upcoming rights offering to ensure they will maximize their ability to participate in the rights offering.

See below expected calendar:

Tuesday, September 1, 2015	Ownership Day, must own HOTR by 4:00 PM ET to be considered a shareholder of record.
Wednesday, September 2, 2015	Shares trade Ex-Right
Friday, September 4, 2015	Record Date
Tuesday, September 8, 2015	Subscription Period Begins
Friday, September 18, 2015	Subscription Period expires at 5:00 PM ET

The Company has entered into an agreement with Source Capital Group, Inc. to act as dealer manager and placement agent for the rights offering. Source Capital Group invites any broker dealers interested in participating in the rights offering to contact Source's syndicate department at HOTR@sourcegrp.com

The rights offering is being made pursuant to Chanticleer's effective shelf registration statement on Form S-3 (Reg. No. 333-203679) on file with the Securities Exchange Commission. The information herein is not complete and is subject to change. This document is not an offer to sell these securities and is not soliciting an offer to buy these securities in any jurisdiction where the offer or sale is not permitted. This document is not an offering, which can only be made by a final prospectus. Investors should consider the Company's investment objective, risks, charges and expenses carefully before investing. The base prospectus contains this and additional information about the Company and the prospectus supplement will contain this and additional information about the Offering, and should be read carefully before investing. The base prospectus and the prospectus supplement, when it is filed, 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 base prospectus and the prospectus supplement 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

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. 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, BT's 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.

Contact Information:

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