
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**POST-EFFECTIVE AMENDMENT NO. 1
TO
FORM S-1
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

CHANTICLEER HOLDINGS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or jurisdiction of
incorporation or organization)

8742
(Primary Standard Industrial
Classification Code Number)

20-2932652
(I.R.S. Employer
Identification Number)

**7621 Little Avenue,
Suite 414, Charlotte, NC 28226**
(Address and telephone number of principal executive offices and principal place of business)

**Michael D. Pruitt
Chief Executive Officer
Chanticleer Holdings, Inc.
7621 Little Avenue, Suite 414
Charlotte, NC 28226
(704) 366-5122**
(Name, address and telephone number of agent for service)

With copy to:

**Ruba Qashu
Libertas Law Group, Inc.
225 Santa Monica Boulevard, 5th Floor
Santa Monica, CA 90401**

Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this Registration Statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective Registration Statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If delivery of the prospect[us] is expected to be made pursuant to Rule 434, please check the following box.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b2 of the Exchange Act.

Large accelerated filer
Non-accelerated filer
(Do not check if a smaller reporting company)

Accelerated filer
Smaller reporting company

DEREGISTRATION OF SECURITIES

Chanticleer Holdings, Inc. (the “Registrant”) previously registered up to an aggregate of 1,000,000 units consisting of shares of our 9% Redeemable Series 1 Preferred Stock (“Series 1 Preferred”) and Series 1 Warrants pursuant to the Registration Statement on Form S-1 (Registration No. 333-214319), filed with the Securities and Exchange Commission, which became effective on December 15, 2016. On February 10, 2017, Chanticleer completed the final closing of its standby placement to the public of units that were previously unsubscribed in the Company’s rights offering. With the final closing, the Company sold 62,876 units. In accordance with the undertakings contained in the Registration Statement, the Registrant is filing this Post-Effective Amendment No. 1 to the Registration Statement to deregister the following securities that were not sold in the offering: (i) 937,124 units, (ii) 937,124 shares of Series 1 Preferred underlying units, (iii) 937,124 Series 1 Warrants underlying units, (iv) 9,371,240 shares of common stock issuable upon exercise of Series 1 Warrants not sold in the offering and (v) shares of common stock issuable upon payment of dividends on shares of Series 1 Preferred not sold in the offering.
