
**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): **May 18, 2017**

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 May 17, 2017, Chanticleer Holdings, Inc., a Delaware corporation (the “Company”) filed a certificate of amendment to its certificate of incorporation with the Secretary of State of the State of Delaware to effect a one-for-ten reverse stock split of the Company’s shares of common stock. Such amendment was previously approved by the Company’s stockholders and board of directors, respectively. This will be effective for trading purposes as of the commencement of trading on Friday, May 19, 2017.

After the reverse stock split, each ten shares of common stock issued and outstanding shall be combined into one share of common stock; provided that no fractional shares shall be issued to any holder and that instead of issuing such fractional shares, the Company shall round shares up to the nearest whole number (after aggregating all fractional shares to be received by a holder). After the reverse stock split, the total number of shares of all classes of stock that the Corporation shall have authority to issue shall remain at 50,000,000, consisting of 45,000,000 shares of Common Stock, \$0.0001 par value, and 5,000,000 shares of preferred stock, \$0.0001 par value.

With respect to the number of shares reserved for issuance under our 2014 Stock Incentive Plan (the “Plan”), the number of shares of common stock reserved for issuance under the Plan will be proportionately adjusted to the reverse stock split, and the administrator will make such adjustments to awards or to any provisions of the Plan as the administrator deems equitable to prevent dilution or enlargement of awards or as may otherwise be advisable.

In addition, all outstanding options, warrants (including the Company’s publicly traded warrants trading on the NASDAQ Capital Market under the symbol “HOTRW” and the warrants underlying the Company’s Series 1 Preferred Units) and other securities entitling their holders to purchase shares of our common stock will be adjusted as a result of the reverse stock split, as required by the terms of these securities. In particular, proportionate adjustments will be made to the exercise price per share and the number of shares issuable upon the exercise, entitling the holders to purchase shares of our common stock, which will result in approximately the same aggregate price being required to be paid for such securities upon exercise immediately preceding the reverse stock split.

The Company’s post-reverse split common stock will have a new CUSIP number, which will be announced at a later date, and the par value will remain \$0.0001 per share. Other terms of the common stock are not affected by the reverse stock split.

A copy of the certificate of amendment to the amended and restated certificate of incorporation is being filed as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

<u>Exhibit No.</u>	<u>Document</u>
3.1	Certificate of Amendment of Certificate of Incorporation of Chanticleer Holdings, Inc.

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: May 18, 2017

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

**CERTIFICATE OF AMENDMENT OF
CERTIFICATE OF INCORPORATION OF
CHANTICLEER HOLDINGS, INC.**

Chanticleer Holdings, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify:

FIRST: That the Board of Directors of the Corporation has duly adopted resolutions (i) authorizing the Corporation to execute and file with the Secretary of State of the State of Delaware this Certificate of Amendment of Certificate of Incorporation (this "Amendment") to combine each ten (10) shares of the Corporation's issued and outstanding common stock, par value \$0.0001 per share, (the "Common Stock") into one (1) share of Common Stock; and (ii) declaring this Amendment to be advisable, submitted to and considered by the stockholders of the Corporation entitled to vote thereon for approval by the affirmative vote of such stockholders in accordance with the terms of the Corporation's Certificate of Incorporation, as previously amended (the "Certificate of Incorporation") and Section 242 of the General Corporation Law of the State of Delaware (the "DGCL") and recommended for approval by the stockholders of the Corporation.

SECOND: That thereafter, pursuant to resolutions of its Board of Directors, at the annual meeting of the stockholders of said Corporation, duly called and held upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware, the necessary number of shares as required by statute were voted in favor of the Amendment.

THIRD: That this Amendment was duly adopted in accordance with the terms of the Certificate of Incorporation and the provisions of Section 242 of the DGCL by the Board of Directors and stockholders of the Corporation.

FOURTH: The Certificate of Incorporation is amended by amending the Article thereof numbered "FOURTH" to insert the following at the end thereof:

"(d) Effective at 5:00 p.m. (Delaware time) on the date of the filing of the Certificate of Amendment of Certificate of Incorporation of the Corporation with the Secretary of State of the State of Delaware (the "Effective Time"), each ten (10) shares of Common Stock issued and outstanding immediately prior to the Effective Time shall be combined into one (1) validly issued, fully paid and non-assessable share of Common Stock without any further action by the Corporation or the holder thereof (the "Reverse Stock Split"); provided that no fractional shares shall be issued to any holder and that instead of issuing such fractional shares, the Corporation shall round shares up to the nearest whole number (after aggregating all fractional shares to be received by a holder). Each certificate that immediately prior to the Effective Time represented shares of Common Stock ("Old Certificates"), shall thereafter represent that number of shares of Common Stock into which the shares of Common Stock represented by the Old Certificate shall have been combined, subject to the treatment of fractional shares as described above. Upon surrender by a holder of a certificate or certificates for Common Stock, duly endorsed, at the office of the Corporation (or, if lost, an acceptable affidavit of loss is delivered to the Corporation), the Corporation shall, as soon as practicable thereafter, issue and deliver to such holder, or to the nominee or assignee of such holder, a new certificate or certificates for the number of shares of Common Stock that such holder shall be entitled to following the Reverse Stock Split. After the Effective Time, the total number of shares of all classes of stock that the Corporation shall have authority to issue shall remain at 50,000,000, consisting of 45,000,000 shares of Common Stock, \$0.0001 par value, and 5,000,000 shares of preferred stock, \$0.0001 par value."

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment of Certificate of Incorporation to be signed by the President of the Corporation on May 16, 2017.

CHANTICLEER HOLDINGS, INC.

By: /s/ Michael D. Pruitt

Name: Michael D. Pruitt

Title: President and Chief Executive Officer
