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**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): **March 6, 2018**

**CHANTICLEER HOLDINGS, INC.**

(Exact name of registrant as specified in its charter)

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**Delaware**

(State or other jurisdiction  
of incorporation)

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**001-35570**

(Commission  
File Number)

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**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.)

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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 7.01 Regulation FD Disclosure.**

Michael D. Pruitt, the Chief Executive Officer of Chanticleer Holdings, Inc., a Delaware corporation (the “Company”) plans to present the information in the presentation slides attached hereto as Exhibit 99.1 at the LD Micro Conference (online) on Tuesday, March 6, 2018 at 10:00 a.m. Pacific Time.

The furnishing of the attached presentation is not an admission as to the materiality of any information therein. The information contained in the slides is summary information that is intended to be considered in the context of more complete information included in the Company’s filings with the U.S. Securities and Exchange Commission (the “SEC”) and other public announcements that the Company has made and may make from time to time by press release or otherwise. The Company undertakes no duty or obligation to update or revise the information contained in this report, although it may do so from time to time as its management believes is appropriate. Any such updating may be made through the filing of other reports or documents with the SEC, through press releases or through other public disclosures.

For important information about forward looking statements, see the slide titled “Forward Looking Statements” in Exhibit 99.1 attached hereto.

The information in this Item 7.01 of this Current Report on Form 8-K and Exhibit 99.1 attached hereto shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section or Sections 11 and 12(a)(2) of the Securities Act of 1933, as amended.

**Use of Non-GAAP Measures**

Chanticleer Holdings, Inc. prepares its condensed consolidated financial statements in accordance with United States generally accepted accounting principles (“GAAP”). In addition to disclosing financial results prepared in accordance with GAAP, the Company discloses information regarding Adjusted EBITDA and Restaurant EBITDA, which differ from the term EBITDA as it is commonly used. In addition to adjusting net income (loss) from continuing operations to exclude taxes, interest, and depreciation and amortization, Adjusted EBITDA also excludes pre-opening and closing costs for our restaurants, non-cash expenses, transaction and severance related expenses, change in fair value of derivative liability and other income and expenses. In addition, Restaurant EBITDA also excludes management fee income, franchise revenue and general and administrative expenses. Adjusted EBITDA and restaurant EBITDA are not measures of performance defined in accordance with GAAP. However, adjusted EBITDA and restaurant EBITDA are used internally in planning and evaluating the Company’s operating performance and by the Company’s creditors. Accordingly, management believes that disclosure of these metrics offers investors, bankers and other stakeholders an additional view of the Company’s operations that, when coupled with the GAAP results, provides a more complete understanding of the Company’s financial results. Adjusted EBITDA and Restaurant EBITDA should not be considered as alternatives to net loss or to net cash used in operating activities as a measure of operating results or of liquidity. It may not be comparable to similarly titled measures used by other companies, and it excludes financial information that some may consider important in evaluating the company’s performance. A reconciliation of GAAP net income (loss) to Adjusted EBITDA and Restaurant EBITDA is included in the accompanying presentation. For further information, please refer to Chanticleer’s Quarterly Report on Form 10-Q filed with the SEC on November 13, 2017, available online at [www.sec.gov](http://www.sec.gov).

**Item 9.01. Financial Statements and Exhibits.****(d) Exhibits.**

The following exhibit relating to Item 7.01 shall be deemed to be furnished, and not filed:

99.1 [Slide Presentation of Chanticleer Holdings Inc.](#)

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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: March 6, 2018

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

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CHANTICLEER  
HOLDINGS

# Investor Deck

March, 2018  
NASDAQ: BURG



Little  
Big Burger




HOOTERS

BGR  
BETTER BOLLER BIRN

Just Fresh  
EAT WELL. LIVE LONG.





## This Is Our Story

Chanticleer Holdings was formed and went public in June 2005 as a BDC (investment company) led by CEO Mike Pruitt and two financial analysts, all graduates of Coastal Carolina University. *(The Chanticleers ... the inspiration behind our company name.)*

In the early days as a BDC, we made an investment in the parent company of the Hooters restaurant chain (HOA). With the subsequent death of the founder, Chanticleer acquired the company with two private equity partners. Upon closing this transaction, Chanticleer converted to an operating holding company focused on the restaurant sector. In 2012, Chanticleer completed a secondary offering to begin our expansion, initially with the Hooters brand before diversifying into the fast-casual burger category that today is our biggest revenue and growth engine.

In 2017, we changed our Nasdaq symbol to BURG to reflect this focus.



# Safe Harbor Statement

## Forward-Looking Statements

Statements in this presentation that are not descriptions of historical facts are forward-looking statements relating to future events, and as such all forward-looking statements are made pursuant to the Securities Litigation Reform Act of 1995. Statements may contain certain forward-looking statements pertaining to future anticipated or projected plans, performance and developments, as well as other statements relating to future operations and results. Any statements in this presentation that are not statements of historical fact may be considered to be forward-looking statements. Words such as "may," "will," "expect," "believe," "anticipate," "estimate," "intends," "goal," "objective," "seek," "attempt," or variations of these or similar words, identify forward-looking statements. These forward-looking statements by their nature are estimates of future results only and involve substantial risks and uncertainties, including but not limited to risks associated with the uncertainty of future financial results, additional financing requirements, development of new stores, successful completion of the Company's proposed acquisitions and expansion, the impact of competitive products or pricing, technological changes, the effect of economic conditions and other uncertainties detailed from time to time in our reports filed with the Securities and Exchange Commission. There can be no assurance that our actual results will not differ materially from expectations and other factors more fully described in our public filings with the U.S. Securities and Exchange Commission, which can be reviewed at [www.sec.gov](http://www.sec.gov).

## Non-GAAP Measures

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# Chanticleer At A Glance



- Multiple nationally recognized restaurant brands
- Management team composed of industry veterans
- \$10.9M market value with 2017 Revenue of \$43M with corporate G&A at multi-year historical low
- Numerous recent M&A transactions in space
- Company at growth inflection point and gaining scale

Exchange: NASDAQ

Ticker: BURG

Common Shares: 3M

Market Cap: \$10.9M

Share Price (3/5/18): \$3.60

52-Week Range: \$1.81 – \$6.89

Avg. Daily Volume: 418,200

Headquarters: Charlotte, NC

Employees: 1000+

Founded: 2005



## Our Brand Portfolio



Little  
Big Burger



### AWARD WINNING REGIONAL BRANDS

- Strong Unit Economics
- 57 Units, > \$40M Annual Revenue
- >10% Aggregate Restaurant Operating EBITDA

### ACCELERATED UNIT GROWTH

- Scalable model with 57 current locations and expected to grow 20%+ in 2018
- Little Big Burger expected to double from 12 to 24 locations in 2018
- Little Big Burger in the top 1% of industry for store level profits
- Return on investment for Little Big Burger stores between 60%-90%

## Strategic Plans and Timelines





CHANTICLEER  
HOLDINGS

# Unique, Growing Brands



## Better Burgers – Accelerating Growth & Profitability



- Simple, Chef-Driven Menu
- Best Burger in Portland
- Industry Leading Unit Economics

**Accelerating Growth  
of Company and  
Franchise Stores**



- Gourmet, Open Flame
- Best Burger in DC
- Strong Unit Economics

**Leverage New Image with  
Company and Franchise  
Store Design**



- Expanded Menu
- Turnaround Project
- Improving Unit Economics

Evaluate potential under-performing locations for closure to improve profitability and cash flow

# Little Big Burger









- Fresh Healthy Drinks, Sandwiches, Soups, and Salads
- Healthy Unit Economics
- Valuable Tradename – Large Potential

**Drive Cash Flow for Investment in  
Fast Casual Burgers**







- Iconic Brand – Recognized Worldwide
- Improving Financial Results
- Exploring Monetization Opportunities



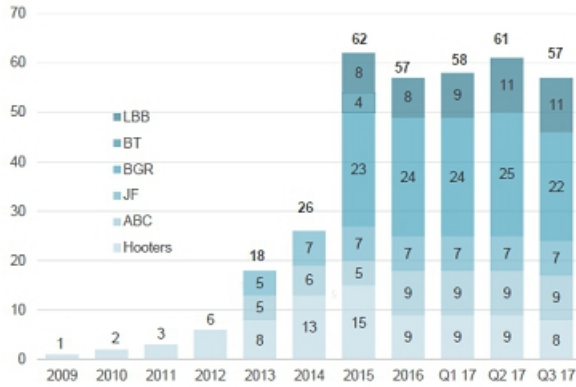
**Drive Cash Flow for Investment in  
Fast Casual Burgers**



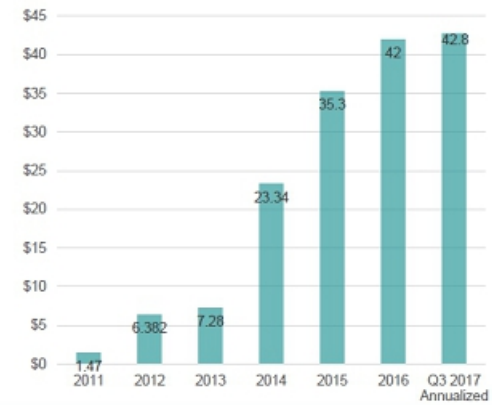
# Financials

# Store Count and Revenue Growth

**Systemwide Store Count**  
(As of Sept 30, 2017)



**Revenue**



## Cost Trends

Cost of Goods %



G&A %








# Growth Strategy

## Better Burgers – Accelerating Growth & Profitability

- Award-winning regional brands
  - Cult-like following at Little Big Burger
  - Broad customer appeal
  - Strong unit level economics – new stores generating strong results
- Little Big Burger and BGR present strong growth potential
  - Small, economical, easy to open and manage
  - Superior EBITDA margins and cash on cash returns
  - Strong Franchising interest

## Example Unit-Level Economics

			
Est. Revenue per store	\$850,000	\$825,000	\$700,000
Avg Size, sq ft	2,500	1,800	1,400
Target EBITDA margin	15%	15%	20%
EBITDA per unit	\$127,500	\$123,750	\$140,000
Est. Initial Investment	\$450,000	\$400,000	\$250,000
Est. 15% TI allowance	\$(67,500)	\$(60,000)	\$(37,500)
Est. Net Initial Investment	\$382,500	\$340,000	\$212,500
Est. Cash on Cash Return	33%	36%	66%

## Growth Strategy

- **Awarding national franchise opportunities**
  - Signed multi-unit franchise deal for a minimum of 8 restaurants in Southern California
  - Signed multi-unit franchise deal for a minimum of 3 restaurants in Austin, Texas
  - Others in pipeline
- **Continuing to open Company stores in the Pacific Northwest. First location on east coast opened in Q3**
- **Uniquely simple and profitable concept - industry leading unit economics**
  - Smaller footprint
  - Contemporary design
  - 20% + EBITDA Margins



## Burger Store Development Pipeline

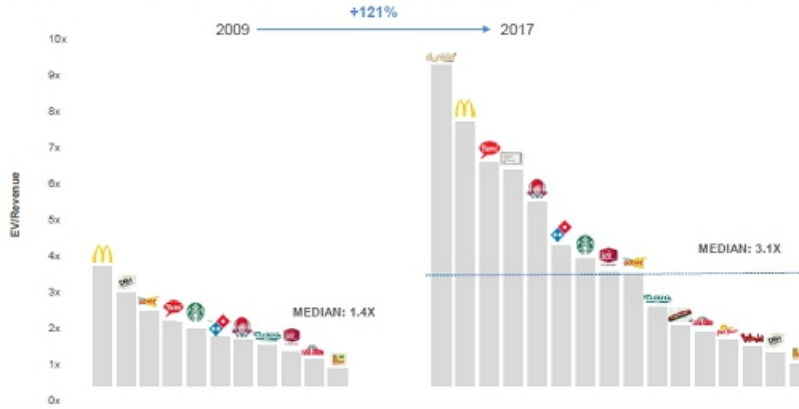
BRAND	LOCATION	TIMING
<b>Little Big Burger</b> (1200 - 2000 sq ft)	Hassalo - Portland, OR	Opened Q1 (EB5)
	Platform - Hillsboro, OR	Opened Q2 (EB5)
	Progress Ridge - Beaverton, OR	Opened Q2 (Fin Ptr)
	Prosperity Village - Charlotte, NC	Opened Q3 2017 ( Fin Ptr)
	Capitol Hill - Seattle, WA	Mid 2018 (Fin Ptr)
	Green Lake Village - Seattle, WA	Mid 2018 (Fin Ptr)
	Smith & Burn - Seattle, WA	Mid 2018 (Fin Ptr)
	Multnomah Village - Portland, OR	Mid 2018 (Fin Ptr)
	Lake Oswego, OR	Mid 2018
	Rea Farms - Charlotte, NC	Mid 2018
<b>BGR</b> (1400 - 2400 sq ft)	Mosaic District - Northern VA	Opened Q2 (Internally Funded)
	Catholic University - Northern VA	Q1 2018
<b>American Burger</b> (2000 - 2500 sq ft)	None Planned	N/A

*\*Company only – Does not include potential Franchisee Sites pending – (BGR Bloomfield NJ and Reston VA, LBB Austin TX, and San Diego #2)*

# Valuation Relative to Peers

Chanticleer Holdings enterprise value is currently half of 1X revenues compared to industry median of 3.1X

US QSR & COFFEE/SNACKS PUBLIC RESTAURANT VALUATIONS MORE THAN DOUBLE IN EIGHT YEARS



www.aaronallen.com  
 © 2017 Aaron Allen  
 Source: Aaron Allen & Associates, public data  
 \* Notes: 2017 Estimate

## Conclusion

- **Executing strategy to drive expansion**
  - 10-15 new stores in 2018
  - Expanding capital-light franchising model
- **Focused on attractive store economics and large growth potential**
  - Portfolio of valuable brands provides significant headroom for organic growth
- **Strengthening balance sheet**
- **Evaluating Asset Sale opportunities and closing underperforming stores to improve cash flow and operating margin**



**Jason Assad**

*Investor & Media Relations*

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## Appendix – EBITDA Reconciliation

### Chanticleer Holdings, Inc. and Subsidiaries Reconciliation of Net Loss to EBITDA (Unaudited)

	Three Months Ended		Nine Months Ended	
	September 30, 2017	September 30, 2016	September 30, 2017	September 30, 2016
Consolidated Net Loss	\$(1,726,211)	\$(888,291)	\$(4,902,324)	\$(2,405,108)
Interest expense	309,538	453,150	1,218,379	1,704,556
Income tax	56,070	52,474	169,398	137,867
Depreciation and amortization	572,798	590,433	1,768,837	1,738,815
<b>EBITDA</b>	<b>\$(787,805)</b>	<b>\$207,767</b>	<b>\$(1,745,709)</b>	<b>\$1,176,130</b>
Restaurant pre-opening and closing expenses	34,349	110,432	139,545	117,987
Change in fair value of derivative liabilities	-	(102,507)	-	(1,231,608)
(Gain) loss on debt refinancing	-	-	95,310	-
Asset impairment charge	838,928	-	1,472,890	-
Transaction and severance related expenses	10,000	-	92,750	98,399
Other income (expense)	(37,839)	(32,357)	(50,050)	(12,368)
<b>Adjusted EBITDA</b>	<b>\$57,634</b>	<b>\$183,334</b>	<b>\$4,737</b>	<b>\$148,520</b>
General and administrative expenses	942,959	1,351,112	3,340,251	4,302,427
Franchise revenue	(105,823)	(95,542)	(289,626)	(381,481)
Management fee revenue	(24,999)	(25,000)	(74,982)	(75,000)
<b>Restaurant EBITDA</b>	<b>\$869,771</b>	<b>\$1,413,905</b>	<b>\$2,980,380</b>	<b>\$3,994,466</b>

