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

FORM 10-K/A
Amendment No. 1

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2017

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission file number 001-35570

CHANTICLEER HOLDINGS, INC.
(Exact name of registrant as specified in its charter)

DELAWARE
(State of incorporation)

20-2932652
(I.R.S. Employer Identification No.)

7621 Little Avenue, Suite 414
Charlotte, NC 28226
(Address of principal executive offices, including zip code)

Registrant's telephone number, including area code: **(704) 366-5122**

Securities registered pursuant to Section 12(b) of the Act: None

Securities registered pursuant to Section 12(g) of the Exchange Act:

Title of Each Class
Common Stock, \$0.0001 par value

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined by Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company.

Large accelerated filer

Accelerated filer

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

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

The aggregate market value of the voting stock held by non-affiliates was \$8,039,760 based on the closing sale price of the Company's Common Stock as reported on the NASDAQ Stock Market on June 30, 2017.

Indicate the number of shares outstanding of each of the registrant's classes of common stock, as of the latest practicable date. There were 3,228,966 shares of common stock issued and outstanding as of April 28, 2018.

Documents Incorporated by Reference

None.

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EXPLANATORY NOTE

This Amendment No. 1 (this “Amendment”) to the Annual Report on Form 10-K for the year ended December 31, 2017 of Chanticleer Holdings, Inc. (“Chanticleer” or the “Company”) is filed to provide the information required by Part III (Items 10, 11, 12, 13 and 14) of Form 10-K. In its original Annual Report on Form 10-K for the year ended December 31, 2017, the Company incorporated by reference to its proxy statement for the 2018 Annual Meeting of Stockholders, pursuant to General Instruction G(3) to Form 10-K. However, the proxy statement for the 2018 Annual Meeting of Stockholders will not be filed within 120 days after the end of the Company’s 2017 fiscal year, so the Company is filing this Amendment pursuant to Rule 12b-15 of the Securities Exchange Act of 1934 (the “Exchange Act”) to provide the information required by Part III of Form 10-K.

Except as described above, this Form 10-K/A does not modify or update disclosure in, or exhibits to, the Original 10-K, and such disclosure in, or exhibits to, the Original 10-K remain unchanged and speak as of the date of the filing of the Original 10-K. This Form 10-K/A does not change any previously reported financial results, nor does it reflect events occurring after the date of the Original 10-K.

Forward-Looking Statements

This Amendment contains forward-looking statements within the meaning of The Private Securities Litigation Reform Act of 1995. These statements include projections, predictions, expectations or statements as to beliefs or future events or results or refer to other matters that are not historical facts. Forward-looking statements are subject to known and unknown risks, uncertainties and other factors that could cause the actual results to differ materially from those contemplated by these statements. The forward-looking statements contained in this Amendment are based on various factors and were derived using numerous assumptions. In some cases, you can identify these forward-looking statements by the words “anticipate”, “estimate”, “plan”, “project”, “continuing”, “ongoing”, “target”, “aim”, “expect”, “believe”, “intend”, “may”, “will”, “should”, “could”, or the negative of those words and other comparable words. You should be aware that those statements reflect only the Company’s predictions. If known or unknown risks or uncertainties should materialize, or if underlying assumptions should prove inaccurate, actual results could differ materially from past results and those anticipated, estimated or projected. You should bear this in mind when reading this Amendment and not place undue reliance on these forward-looking statements.

You should also consider carefully the Risk Factors contained in Item 1A of Part I of our Annual Report on Form 10-K for the year ended December 31, 2017, filed with the SEC on March 30, 2018, which address additional factors that could cause its actual results to differ from those set forth in the forward-looking statements and could materially and adversely affect the Company’s business, operating results and financial condition. The risks discussed in our Annual Report on Form 10-K are factors that, individually or in the aggregate, the Company believes could cause its actual results to differ materially from expected and historical results. You should understand that it is not possible to predict or identify all such factors. Consequently, you should not consider such disclosures to be a complete discussion of all potential risks or uncertainties.

The forward-looking statements are based on information available to the Company as of the date hereof, and, except to the extent required by federal securities laws, the Company undertakes no obligation to update any forward-looking statement to reflect events or circumstances after the date on which the statement is made or to reflect the occurrence of unanticipated events. In addition, the Company cannot assess the impact of each factor on its business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements.

PART III

ITEM 10. DIRECTORS, OFFICERS, AND CORPORATE GOVERNANCE

The following section sets forth the names, ages and current positions with the Company held by our directors and executive officers as of December 31, 2017, together with certain biographical information. There is no immediate family relationship between or among any of our directors and our executive officers, and the Company is not aware of any arrangement or understanding between any director or executive officer and any other person pursuant to which he was elected to his current position.

Each director and executive officer will serve until he or she resigns or is removed or otherwise disqualified to serve or until his or her successor is elected.

<u>Name</u>	<u>Age</u>	<u>Position</u>
Keith J. Johnson	60	Independent Director
Neil G. Kiefer	66	Independent Director
Russell J. Page	75	Independent Director
Michael D. Pruitt	57	President, CEO, and Director
Larry S. Spitcaufsky	71	Independent Director
J. Eric Wagoner	67	Independent Director

Keith Johnson

Keith Johnson is the Chief Financial Officer of Watertech Equipment & Sales. He served as the Manager of Business Development for Hudson Technologies from November 2012 through September 2013. From August 2010 through November 2012, Mr. Johnson was President of Efficiency Technologies, Inc., the wholly owned operating subsidiary of Efftec International, Inc. He was the President and Chief Executive Officer of YRT² (Your Residential Technology Team) in Charlotte, North Carolina, since 2004. Mr. Johnson has a BS in accounting from Fairfield University in Fairfield, Connecticut. Mr. Johnson has served on our Board of Directors since April 2007 and currently is the chair of our Audit Committee and a member of our Compensation Committee. Mr. Johnson was asked to serve as director based in part on his financial expertise and general proven success in business.

Neil Kiefer

Neil Kiefer is the Chief Executive Officer of Hooters Management Corporation, Hooters, Inc., and all its affiliated companies, a position he has held since May 1992. In 1994 Mr. Kiefer was appointed to the boards of those entities, and he continues to serve on those boards. He was also Chief Executive Officer of the Hooters Casino Hotel in Las Vegas, Nevada from 2006 – 2012. Mr. Kiefer received his bachelor's degree from Bethany College in Bethany, West Virginia and received his law degree from Hofstra University in Hempstead, New York. He was admitted to the Florida Bar in 1979. Mr. Kiefer has served on our board since January 2017 and is a member of the Compensation Committee. He was asked to serve as director based in part on his extensive knowledge of the casual dining industry, board membership experience, and overall business acumen.

Russell J. Page

Rusty Page is a Senior Vice President of Business Development with Paragon Bank. He is a 35-year investor relations executive and is the founder and principal of Rusty Page & Company, a unique equity marketing and investor relations consulting firm. He sat on the Board of Directors of The Diamond Hill Financial Trends Fund until 2013. Mr. Page previously served as Senior Managing Director of The NASDAQ Stock Market, as well as Senior Vice President and Equity Marketing Executive for NationsBank Corporation, the predecessor of Bank of America. Mr. Page is an alumnus of the University of North Carolina in Charlotte. Mr. Page has served on our Board of Directors since January 2013 and is a member of our Audit Committee. Mr. Page was asked to serve as a director based in part on his significant investor relations knowledge, board membership experience, and familiarity with The NASDAQ Stock Market.

Michael D. Pruitt

Michael Pruitt founded Avenel Financial Group, a boutique financial services firm concentrating on emerging technology company investments, in 1999. In 2001, he formed Avenel Ventures, a technology investment and private venture capital firm. In February 2005, Mr. Pruitt formed Chanticleer Holdings, Inc., which commenced operations in June 2005 with him as Chairman of the Board of Directors and President, roles he continues to serve today. In January 2011, Mr. Pruitt became a director of the board of Hooters of America, LLC. Mr. Pruitt received a Bachelor of Arts degree from Coastal Carolina University in Conway, South Carolina, where he sits on the Board of Visitors of the E. Craig Wall Sr. College of Business Administration, the Coastal Education Foundation Board, and the Athletic Committee of the Board of Trustees.

Larry S. Spitcaufsky

Larry S. Spitcaufsky is the owner and director of Petroleum Technologies Inc., an oil and natural gas exploration company in Kansas City, Missouri established in April 1983 and the founder and chairman of Hootwinc, LLC, a restaurant franchisee in California, established August 1992. He has been a partner and board member of Healthcare Delivered, LLC, a mobile dental company that delivers dental care directly to senior homes since May 2015. He has also served on the board of the La Jolla Institute of Allergy and Immunology since August 2015. Mr. Spitcaufsky has additional business investments, including LBBIG, which is currently developing the Southern California market for Little Big Burger, a Chanticleer brand specializing in made-to-order burgers and truffle fries. Mr. Spitcaufsky was asked to serve as director based in part on his experience in franchising and general proven success in business.

J. Eric Wagoner

Mr. Wagoner has served as a Managing Director and Head of the High-Yield & Distressed Securities division of Source Capital Group since 1995. Mr. Wagoner has over 35 years of investment securities experience and has developed specialized expertise in high yield and distressed debt instruments. He serves as a member of the board of directors of Argus Research Group, a leading independent equity research firm, and is a member of the Board of Visitors at Wake Forest University. Mr. Wagoner is a graduate of the University of North Carolina and received his MBA from the Babcock Graduate School of Management at Wake Forest University. Mr. Wagoner holds NASD Series 7, 24 and 63 licenses. Mr. Wagoner was asked to serve as director based in part on his extensive securities knowledge and general proven success in business.

Executive Officers

<u>Name</u>	<u>Age</u>	<u>Position</u>
Michael D. Pruitt	57	President, CEO and Director
Eric S. Lederer	51	Chief Financial Officer
Mark D. Roberson	52	Chief Operating Officer
Richard Adams	55	President and Chief Operating Officer of American Roadside Burgers ("ARB")

Information regarding Mr. Pruitt is included with the director profiles above.

Eric S. Lederer

Eric Lederer joined Chanticleer Holdings in February 2011 and was appointed Chief Financial Officer in June 2012. Beginning in December 2005 and until he joined us, he served as Controller of PokerTek, Inc. (NASDAQ:PTEK), which was acquired by Global Cash Access Holdings, Inc. (NYSE:GCA) in December 2014. He was the Controller of OneTravel Holdings, Inc., a holding company primarily involved in the travel industry and formerly listed on the AMEX. Prior to OneTravel, Mr. Lederer worked as the Controller in privately-held companies in the entertainment industry and at a New York City CPA firm. Mr. Lederer received his BS in Accounting from Lehigh University.

Mark D. Roberson

Mark Roberson joined the Company in May 2015 as Chief Operating Officer. He served as the Chief Executive Officer and Chief Financial Officer off PokerTek, Inc. (NASDAQ:PTEK), a gaming technology company, from 2007 until 2014. Under his leadership, PokerTek developed innovative new products, expanded internationally and delivered profitable operating results, leading the company to be acquired in late 2014. Mr. Roberson also served in financial and operational management roles with Krispy Kreme Doughnut Corporation (NYSE:KKD), a fast-casual restaurant franchisor and operator, Curtiss-Wright, Inc. (NYSE:CW), an aerospace and defense contractor, and LifeStyle Furnishings International, a \$2 billion furniture manufacturer. Mr. Roberson is a Certified Public Accountant who started his career with Ernst & Young and PricewaterhouseCoopers. He earned an MBA from Wake Forest University, a BS in Accounting from UNC-Greensboro and a BS in Economics from Southern Methodist University. He currently chairs the Audit Committee for Cynergistek, Inc. (NYSE American:CTEK).

Richard Adams

Richard Adams has more than 35 years of restaurant experience starting at the age of 16 scrubbing sidewalks for Carl's Jr Restaurants. There, he worked his way through the ranks where he ultimately served as Regional Vice President. After 21 years with CKE, Mr. Adams moved to Louisiana where he became the Area Vice President for a Burger King Franchisee and led 100 restaurants. Mr. Adams joined Bojangles' Restaurants in Charlotte, North Carolina and served for 10 years in different capacities, including Director of Training, and Vice President of Franchise Operations. In his five years as Bojangles' Regional Vice President of Company Operations he led the company's core market in Charlotte. Mr. Adams joined the Company's subsidiary, American Roadside Burgers, in November of 2013 as the President and Chief Operating Officer, and he continues to serve in these roles.

SECTION 16(A) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Exchange Act requires our executive officers, directors and persons who own more than ten percent of our common stock to file initial reports of ownership and changes in ownership with the SEC. Additionally, SEC regulations require that we identify any individuals for whom one of the referenced reports was not filed on a timely basis during the most recent fiscal year or prior fiscal years. To the best of our knowledge, based solely on a review of copies of the reports filed with the SEC since January 1, 2017 and on representations by certain officers and directors, all persons subject to the reporting requirements of Section 16(a) filed the reports required to be filed on a timely basis.

CODE OF ETHICS

The Board of Directors of the Company (the "Board") adopted a Code of Ethics, which was effective May 23, 2005, for all officers or persons performing similar functions. A copy of this document is available on our website at www.chanticleerholdings.com under the "Investors - Corporate Governance" tabs.

AUDIT COMMITTEE

We have a separately designated standing audit committee, established in accordance with Section 3 (a)(58)(A) of the Exchange Act, which is currently made up of Mr. Johnson, Chair; Mr. Page; and Mr. Wagoner. The Board designates which directors will serve as the members of the audit committee. The Board has determined that Keith Johnson meets the requirements of an audit committee financial expert, and he serves as Chairman of the Audit Committee. All members are independent pursuant to applicable SEC rules and regulations and NASDAQ listing standards. The Audit Committee is governed by a written charter approved by the Board, which is available on our website at www.chanticleerholdings.com under the “Investors - Corporate Governance” tabs.

ITEM 11. EXECUTIVE COMPENSATION SUMMARY

The Compensation Committee of the Board deliberates executive compensation matters to the extent they are not delegated to the Chief Executive Officer.

a. Summary Compensation Table

The following table shows the compensation of the Company’s Chief Executive Officer and the next most highly paid executive officer whose compensation exceeded \$100,000 (together, the “Named Executive Officers”) for the years ended December 31, 2017 and 2016.

ANNUAL COMPENSATION

Name and Principal Position	Year	Salary	Bonus	Stock Awards	All Other Compensation	Total
Michael D. Pruitt ⁽¹⁾ President and Chief Executive Officer	2017	\$ 299,717	\$ -	\$ -	\$ -	\$ 299,717
	2016	\$ 286,597	\$ -	\$ -	\$ -	\$ 286,597
Richard Adams ⁽²⁾ President and Chief Operating Officer of ARB	2017	\$ 267,458	\$ -	\$ -	\$ -	\$ 267,458
	2016	\$ 224,443	\$ -	\$ 82,500	\$ -	\$ 306,943
Mark Roberson Chief Operating Officer	2017	\$ 222,553	\$ -	\$ -	\$ -	\$ 222,553
	2016	\$ 209,397	\$ -	\$ -	\$ -	\$ 209,397
Eric Lederer Chief Financial Officer	2017	\$ 115,163	\$ -	\$ -	\$ -	\$ 115,163
	2016	\$ 102,007	\$ -	\$ -	\$ -	\$ 102,007

(1) Mr. Pruitt sits on the Hooters of America, LLC board of directors. The Company receives annual payments of \$100,000 from Hooters of America, LLC while Mr. Pruitt serves on its board.

(2) Mr. Adams was granted 15,000 RSU in conjunction with the renewal of his employment agreement in October 2016.

b. Outstanding Equity Awards at Fiscal Year End

Name	Option awards					Stock awards			
	Number of securities underlying unexercised options (#) exercisable	Number of securities underlying unexercised options (#) unexercisable	Equity incentive plan awards: number of securities underlying unexercised unearned options (#)	Option exercise price (\$)	Option expiration date	Number of shares or units of stock that have not vested (#)	Market value of shares or units of stock that have not vested (#)	Equity incentive plan awards: number of unearned shares, units or other rights that have not vested (#)	Equity incentive plan awards: market or payout value of unearned shares, units or other rights that have not vested (\$)
Richard Adams	-	-	-	-	-	-	-	15,000	(1)

(1) Restricted stock award units do not have an exercise price and therefore are not included in the calculation of the weighted-average exercise price.

c. Compensation of Directors

The following table reflects compensation earned for services performed in 2017 by members of our Board who were not Company employees. A director who is a Company employee, such as Mr. Pruitt, does not receive any compensation for service as a director. The compensation received by Mr. Pruitt as an employee of the Company is shown above in the Summary Compensation Table. We reimburse all directors for expenses incurred in their capacity as directors.

Director Compensation for Fiscal Year Ended December 31, 2017

Name	Director Fees Earned or Paid in Cash ⁽¹⁾	Stock Awards	Option Awards	Total
Keith J. Johnson	\$ 22,500	\$ -	\$ -	\$ 22,500
Neil G. Kiefer ⁽²⁾	\$ 7,500 ⁽⁵⁾	\$ -	\$ -	\$ 7,500
Russell J. Page	\$ 22,500	\$ -	\$ -	\$ 22,500
Larry Spitaufsky ⁽³⁾	\$ 9,333	\$ -	\$ -	\$ 9,333

- (1) Director fees of \$7,500 each for four board members for Q4-17 are accrued and unpaid; these fees will be paid in 2018.
- (2) Mr. Kiefer was appointed to the board in January 2017.
- (3) Mr. Spiscaufsky was appointed to the board in August 2017.
- (4) Mr. Kiefer declined his board fees for Q3-17 and Q4-2017; these fees are not accruing.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

To our knowledge, the following table sets forth information with respect to beneficial ownership of outstanding common stock as of April 28, 2018 by:

- each person known by the Company to beneficially own more than 5% of the outstanding shares of the common stock;
- each of our named executive officers;
- each of our directors; and
- all of our directors and executive officers as a group.

Beneficial ownership is determined in accordance with the rules of the SEC and includes voting or investment power with respect to the securities as well as securities which the individual or group has the right to acquire within 60 days of the determination date. Unless otherwise indicated, the address for those listed below is c/o Chanticleer Holdings, Inc., 7621 Little Avenue, Suite 414, Charlotte, NC 28226. Except as indicated by footnote, and subject to applicable community property laws, the persons named in the table have sole voting and investment power with respect to all shares of common stock shown as beneficially owned by them. The number of shares of the common stock outstanding used in calculating the percentage for each listed person includes the shares of common stock underlying options or other convertible securities held by such persons that are exercisable within 60 days of April 28, 2018 but excludes shares of common stock underlying options or other convertible securities held by any other person. The number of shares of common stock issued and outstanding as of April 28, 2018, was 3,228,966. Except as noted otherwise, the amounts reflected below are based upon information provided to the Company and filings with the SEC.

Name of Beneficial Owner	Number of Shares Beneficially Owned	Percent of Class
Larry S. Spitcaufsky ⁽¹⁾	552,292	15.16%
Michael D. Pruitt ⁽²⁾	68,896	2.11%
Keith J. Johnson ⁽³⁾	10,375	*
Russell J. Page ⁽⁴⁾	9,108	*
J. Eric Wagoner ⁽⁵⁾	9,090	*
Neil G. Kiefer ⁽⁶⁾	7,707	*
Rich Adams ⁽⁷⁾	14,146	*
Mark D. Roberson ⁽⁸⁾	2,516	*
Eric S. Lederer	38	*
Officers and directors as Group (9 persons)	674,168	17.27%

* less than 1%

(1) Mr. Spitcaufsky has sole voting power and sole dispositive power for 517,054 shares of common stock: (1) 70,000 shares of common stock and warrants to purchase 434,020 shares of common stock held by Larry Spitcaufsky, Trustee of the Larry Spitcaufsky Family Trust UTD 1-19-88, of which Larry Spitcaufsky is the trustee and a beneficiary; (2) 10,000 shares of common stock and warrants to purchase 2,834 shares of common stock held by the Beverly Sue Spitcaufsky Trust, of which Larry Spitcaufsky is the trustee and his sister, Beverly Spitcaufsky, is the beneficiary; (3) 200 shares of common stock held by Larry Spitcaufsky in an individual IRA account, and (4) 4,689 shares of common stock held by the Larry S. Spitcaufsky Second Amended and Restated Revocable Trust dated April 24, 2003, of which Larry Spitcaufsky is the trustee.

Mr. Spitcaufsky has shared voting power and shared dispositive power for 35,238 shares of common stock: (1) 11,738 shares of common stock and warrants to purchase 2,834 shares of common stock held by the Larry S. Spitcaufsky Trust, of which Larry is the beneficiary and a co-trustee with his sister Nancy Spitcaufsky Eisner; (2) 10,000 shares of common stock and warrants to purchase 1,416 shares of common stock held by the Larry and Tiki Spitcaufsky Marital Trust, of which Larry Spitcaufsky is a beneficiary and a co-trustee with his wife Terese Kathlene Klos Spitcaufsky; (3) 5,000 shares of common stock and warrants to purchase 1,416 shares of common stock held by the Blake Alexander Spitcaufsky Irrevocable Trust dated June 23, 1993, of which Larry Spitcaufsky's son, Cory Spitcaufsky, is the trustee, Larry Spitcaufsky's son, Blake Alexander Spitcaufsky, is the beneficiary and in which Larry Spitcaufsky participates in the decision making of investments of the trust; and (4) warrants to purchase 2,834 shares of common stock held by the Cory Spitcaufsky Irrevocable Trust dated June 23, 1993, of which Larry Spitcaufsky's son, Cory Spitcaufsky, is the trustee and beneficiary and in which Larry Spitcaufsky participates in the decision making of investments of the trust.

(2) Mr. Pruitt directly holds 17,256 shares of common stock, Class A Warrants exercisable for 16,800 shares of common stock, and 16,800 Class B Warrants exercisable for shares of common stock. Mr. Pruitt's IRA holds 1,990 shares of common stock and 100 Series 1 Preferred Warrants exercisable for 1,000 shares of common stock. Additionally, Avenel Financial Group, Inc., a corporation controlled by Mr. Pruitt, holds 10,262 shares of common stock, Class A Warrants exercisable for 2,394 shares of common stock, and 2,394 Class B Warrants exercisable for shares of common stock.

(3) Mr. Johnson directly holds 10,175 shares of common stock, Class A Warrants exercisable for 100 shares of common stock, and Class B Warrants exercisable for 100 shares of common stock.

- (4) Mr. Page directly holds 8,908 shares of common stock, Class A Warrants exercisable for 100 shares of common stock, and Class B Warrants exercisable for 100 shares of common stock.
- (5) Mr. Wagoner was appointed to the board in March 2018.
- (6) Mr. Kiefer was appointed to the board in January 2018. He directly holds 5,707 shares of common stock and holds 2,000 shares of common stock in an IRA account.
- (7) Mr. Adams directly holds 2,246 shares of common stock, warrants exercisable for 4,400 shares of common stock, and 15,000 restricted stock units exercisable for 15,000 shares of common stock, of which 7,500 have vested.
- (8) Mr. Roberson directly holds 1,516 shares of common stock and 100 Series 1 Preferred Warrants exercisable for 1,000 shares of common stock.

EQUITY COMPENSATION PLAN INFORMATION

The following table provides information with respect to securities authorized for issuance under all the Company's equity compensation plans as of December 31, 2017.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plan (excluding securities reflected in column(a)) (c)
Equity compensation plan approved by security holders	102,678	-	297,322
Equity compensation plan not approved by security holders	-	-	-

As of December 31, 2017, the Company had issued 87,678 restricted and unrestricted shares on a cumulative basis under the plan pursuant to compensatory arrangements with employees, board members and outside consultants. No employee stock options have been issued or are outstanding as of December 31, 2017 and December 31, 2016. The Company issued 15,000 restricted stock units to employees during 2016. Approximately 297,322 shares remained available for grant in the future.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS AND DIRECTOR INDEPENDENCE

Policies and Procedures for Review and Approval of Related Person Transactions

As required under the Audit Committee Charter, our Audit Committee is responsible for reviewing and approving all related party transactions for potential conflict of interest situations. A related party transaction refers to a transaction required to be disclosed pursuant to Item 404 of Regulation S-K promulgated by the SEC.

In evaluating a related person transaction, the Audit Committee considers all factors it deems appropriate, including, without limitation, whether the related person transaction is on terms no less favorable than terms generally available to an unaffiliated third party under the same or similar circumstances, the extent of the related person's interest in the transaction, and whether products or services of a similar nature, quantity, or quality are readily available from alternative sources.

Related Person Transactions

Due to related parties

The Company has received non-interest-bearing loans and advances from related parties. The amounts owed by the Company as of December 31, 2017 and 2016 are as follows:

	<u>December 31, 2017</u>	<u>December 31, 2016</u>
Chanticleer Investors, LLC	\$ 191,850	\$ 194,350
	<u>\$ 191,850</u>	<u>\$ 194,350</u>

The amount from Chanticleer Investors LLC is related to cash distributions received from Chanticleer Investors LLC's interest in Hooters of America which is payable to the Company's co-investors in that investment.

Transactions with Board Members

Larry Spitcaufsky, a significant shareholder and member of the Company's board of directors, is also a lender to the Company lending \$2 million of the Company's \$6 million note payable due December 31, 2018. In connection with this Note, in 2017 the Company made payments of interest of \$66,222 (\$40,889 paid in January 2018) to the board member and related entities as required under the Notes.

The Company has also entered into a franchise agreement with entities controlled by Mr. Spitcaufsky providing him with the franchise rights for Little Big Burger in the San Diego area and an option for southern California. The Company received franchise fees totaling \$60,000 under this arrangement during 2017.

Director Independence

We undertook a review of the independence of our directors and, using the definitions and independence standards for directors provided in the rules of The NASDAQ Stock Market, considered whether any director has a material relationship with us that could interfere with his ability to exercise independent judgment in carrying out his responsibilities. As a result of this review, we determined that Rusty Page, Keith Johnson, Larry Spitcaufsky, Neil Kiefer, and Eric Wagoner are "independent directors" as defined under the rules of The NASDAQ Stock Market.

ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES

Audit Fees

For the fiscal year ended December 31, 2017, Cherry Bekaert billed the Company for services rendered as the Company's independent registered principal accounting firm.

	2017	2016
Audit Fees ⁽¹⁾	\$ 283,400	\$ 267,281
Audit-Related Fees ⁽²⁾	23,695	53,135
Tax Fees ⁽³⁾	-	-
All Other Fees ⁽⁴⁾	-	-
Total	\$ 307,095	\$ 320,416

(1) *Audit Fees.* This category includes fees for (i) the audit of our annual financial statements and review of financial statements included in our quarterly reports on Form 10-Q; and (ii) services that are normally provided by the independent registered public accounting firm in connection with statutory and regulatory filings or engagements for the relevant fiscal years.

(2) *Audit Related Fees.* This category includes fees for assurance and related services that are reasonably related to the performance of the audit or review of our consolidated financial statements that are not reported under the caption "Audit Fees."

(3) *Tax Fees.* There were no fees for tax services

(4) *Other fees.* This category includes other fees for services not included above.

The Audit Committee reviews, and in its sole discretion pre-approves, our independent registered public accounting firm's annual engagement letter, including proposed fees and all audit and non-audit services provide by the independent registered public accounting firm. All services described above were pre-approved by our Audit Committee. The Board may not engage the independent registered public accounting firm to perform non-audit services proscribed by law or regulation.

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(3) Exhibits required by Item 601 of Regulation S-K

The information required by this Item is set forth on the Exhibit Index that follows the signature page of this Report.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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 on April 30, 2018.

CHANTICLEER HOLDINGS, INC.

By: /s/ Michael D. Pruitt
Michael D. Pruitt, Chairman, President
and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this Report has been signed below by the following persons on behalf of the Registrant in the capacities and on the dates indicated.

<u>Date</u>	<u>Title (Capacity)</u>	<u>Signature</u>
April 30, 2018	Chairman, President and Chief Executive Officer	<u>/s/ Michael D. Pruitt</u> Michael D. Pruitt
April 30, 2018	Chief Financial Officer and Principal Accounting Officer	<u>/s/ Eric S. Lederer</u> Eric S. Lederer
April 30, 2018	Director	<u>/s/ Keith J. Johnson</u> Keith J. Johnson
April 30, 2018	Director	<u>/s/ Neil G. Kiefer</u> Neil G. Kiefer
April 30, 2018	Director	<u>/s/ Russell J. Page</u> Russell J. Page
April 30, 2018	Director	<u>/s/ Larry S. Spitcaufsky</u> Larry S. Spitcaufsky
April 30, 2018	Director	<u>/s/ J. Eric Wagoner</u> J. Eric Wagoner

EXHIBIT INDEX

<u>Exhibit</u>	<u>Description</u>
23.1	<u>Consent of Independent Registered Public Accounting Firm</u>
31.1*	<u>Certification of Periodic Report by Michael D. Pruitt, as Chief Executive Officer, pursuant to Rule 13a-14(a) or 15d-14(a) of the Exchange Act, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</u>
31.2*	<u>Certification of Periodic Report by Eric S. Lederer, as Chief Financial Officer, pursuant to Rule 13a-14(a) or 15d-14(a) of the Exchange Act, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</u>
32.1*	<u>Certification of Periodic Report by Michael D. Pruitt, as Chief Executive Officer, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</u>
32.2*	<u>Certification of Periodic Report by Eric S. Lederer, as Chief Financial Officer, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</u>

* Filed herewith

Our SEC file number reference for documents filed with the SEC pursuant to the Securities Exchange Act of 1934, as amended, is 001-35570. Prior to June 7, 2012, our SEC file number reference was 000-29507.

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference of our report, dated March 30, 2018, with respect to the consolidated balance sheets of Chanticleer Holdings, Inc. and Subsidiaries (the "Company") as of December 31, 2017 and 2016 and the related consolidated statements of operations and comprehensive loss, stockholders' equity and cash flows for the years then ended, in (i) the Company's Registration Statement on Form S-1 (File No. 333-214319), (ii) the Company's Registration Statement on Form S-8 (File No. 333-193742), which report is included in this Annual Report on Form 10-K of Chanticleer Holdings, Inc. and Subsidiaries as of December 31, 2017 and 2016 and for the years then ended.

/s/ Cherry Bekaert LLP

Charlotte, North Carolina

March 30, 2018

CERTIFICATION

I, Michael D. Pruitt, certify that:

1. I have reviewed this Annual Report on Form 10-K/A of Chanticleer Holdings, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and we have;
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date:

April 30, 2018

/s/ Michael D. Pruitt

Michael D. Pruitt
Chairman, President and CEO

CERTIFICATION

I, Eric S. Lederer, certify that:

1. I have reviewed this Annual Report on Form 10-K/A of Chanticleer Holdings, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and we have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date:

April 30, 2018

/s/ Eric S. Lederer

Eric S. Lederer
Chief Financial Officer

**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED
PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report of Chanticleer Holdings, Inc. (the "Company") on Form 10-K/A for the year ended December 31, 2015 (the "Report"), I, Michael D. Pruitt, Executive Chairman and Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes Oxley Act of 2002, that to the best of my knowledge:

- (i) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (ii) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Michael D. Pruitt

Michael D. Pruitt
Chairman, President and CEO
April 30, 2018

**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED
PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report of Chanticleer Holdings, Inc. (the "Company") on Form 10-K/A for the year ended December 31, 2015 (the "Report"), I, Eric S. Lederer, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes Oxley Act of 2002, that to the best of my knowledge:

- (i) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (ii) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Eric S. Lederer

Eric S. Lederer
Chief Financial Officer
April 30, 2018
