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

PRE-EFFECTIVE AMENDMENT NO. 3 TO

FORM S-3

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 prospectus 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

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until the registration statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

EXPLANATORY NOTE

This Pre-effective Amendment No. 3 to the Registration Statement (File No. 333- 226107) (“Amendment No. 3”) is being filed solely to file the updated consent of our independent registered public accounting firm. No changes are being made hereby to Items 14, 15 or 17 of Part II of the Registration Statement. This Amendment No. 3 does not modify any provision of the prospectus that forms a part of the Registration Statement. Accordingly, a preliminary prospectus has been omitted.

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 14. Other Expenses of Issuance and Distribution.

The following table sets forth the expenses payable by us in connection with this offering of securities described in this registration statement. All amounts shown are estimates, except for the SEC registration fee. The Registrant will bear all expenses shown below.

| | | |
|------------------------------|----|---------------|
| SEC filing fee | \$ | 226 |
| Accounting fees and expenses | \$ | 5,000 |
| Legal fees and expenses | \$ | 5,000 |
| Total | | <u>10,226</u> |

Item 15. Indemnification of Directors and Officers.

We are subject to the laws of Delaware on corporate matters, including their indemnification provisions. Section 102 of the General Corporation Law of Delaware (the "DGCL") permits a corporation to eliminate the personal liability of directors of a corporation to the corporation or its stockholders for monetary damages for a breach of fiduciary duty as a director, except where the director breached his duty of loyalty, failed to act in good faith, engaged in intentional misconduct or knowingly violated a law, authorized the payment of a dividend or approved a stock repurchase in violation of Delaware corporate law or obtained an improper personal benefit.

Section 145 of the DGCL provides that a corporation has the power to indemnify a director, officer, employee, or agent of the corporation, or a person serving at the request of the corporation for another corporation, partnership, joint venture, trust or other enterprise in related capacities against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with an action, suit or proceeding to which he was or is a party or is threatened to be made a party to any threatened, ending or completed action, suit or proceeding by reason of such position, if such person acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and, in any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful, except that, in the case of actions brought by or in the right of the corporation, no indemnification shall be made with respect to any claim, issue or matter as to which such person shall have been adjudged to be liable to the corporation unless and only to the extent that the Court of Chancery or other adjudicating court determines that, despite the adjudication of liability but in view of all of the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Chancery or such other court shall deem proper. The statute provides that indemnification pursuant to these provisions is not exclusive of other rights of indemnification to which a person may be entitled under any bylaw, agreement, vote of stockholders or disinterested directors or otherwise.

Article Tenth of our certificate of incorporation, as amended, states that to the fullest extent permitted by the DGCL, a director of the corporation shall not be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director.

Under Article XI of our bylaws, any person who was or is made a party to or is threatened to be made a party to or is in any way involved in any threatened, pending or completed action suit or proceeding, whether civil, criminal, administrative or investigative, including any appeal therefrom, by reason of the fact that he is or was a director or officer of ours or was serving at our request as a director or officer of another entity or enterprise (including any subsidiary), may be indemnified and held harmless by us, and we may advance all expenses incurred by such person in defense of any such proceeding prior to its final determination, if this person acted in good faith and in a manner reasonably believed to be in and not opposed to our best interest, and, with respect to any criminal action or proceeding, the indemnified party had no reason to believe his or her conduct was unlawful. The indemnification provided in our bylaws is not exclusive of any other rights to which those seeking indemnification may otherwise be entitled.

We maintain a general liability insurance policy that covers certain liabilities of directors and officers of our corporation arising out of claims based on acts or omissions in their capacities as directors or officers.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to our directors, officers and controlling persons pursuant to the foregoing provisions, or otherwise, we have been advised that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable.

Item 16. Exhibits

See Exhibit Index attached hereto and incorporated herein by reference.

Item 17. Undertakings

(a) The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act.

(ii) To reflect in the prospectus any facts or events arising after the effective date of this registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the SEC pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in this registration statement or any material change to such information in this registration statement.

provided, however, that paragraphs (i), (ii) and (iii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement, or is contained in a form of prospectus filed pursuant to Rule 424(b) that is part of the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(4) That, for the purpose of determining liability under the Securities Act to any purchaser, each prospectus required to be filed pursuant to Rule 424(b)(2), (b)(5) or (b)(7) as part of a registration statement in reliance on Rule 430B relating to an offering made pursuant to Rule 415(a)(1)(i), (vii) or (x) for the purpose of providing the information required by Section 10(a) of the Securities Act of 1933 shall be deemed to be part of and included in the registration statement as of the earlier of the date such form of prospectus is first used after effectiveness or the date of the first contract of sale of securities in the offering described in the prospectus. As provided in Rule 430B, for liability purposes of the issuer and any person that is at that date an underwriter, such date shall be deemed to be a new effective date of the registration statement relating to the securities in the registration statement to which the prospectus relates, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof, provided, however, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such effective date, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such effective date.

(5) That, for the purpose of determining liability of the registrant under the Securities Act to any purchaser in the initial distribution of the securities, the undersigned registrant undertakes that in a primary offering of securities of the undersigned registrant pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:

- (i) Any preliminary prospectus or prospectus of an undersigned registrant relating to this offering required to be filed pursuant to Rule 424;
- (ii) Any free writing prospectus relating to this offering prepared by, or on behalf of, the undersigned registrant or used or referred to by the undersigned registrant;
- (iii) The portion of any other free writing prospectus relating to this offering containing material information about an undersigned registrant or its securities provided by or on behalf of the undersigned registrant; and
- (iv) Any other communication that is an offer in this offering made by the undersigned registrant to the purchaser.

(6) That, for purposes of determining any liability under the Securities Act of 1933, each filing of the Registrant's annual report pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(7) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act of 1933 and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act of 1933 and will be governed by the final adjudication of such issue.

SIGNATURES

In accordance with the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and authorized this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Charlotte, State of North Carolina, on August 28 , 2018.

CHANTICLEER HOLDINGS, INC.

By: /s/ Michael D. Pruitt

Michael D. Pruitt
President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated and on the dates indicated.

| <u>Signature</u> | <u>Title</u> | <u>Date</u> |
|---|--|------------------|
| <u>/s/ Michael D. Pruitt</u> Michael D. Pruitt | Chief Executive Officer, Chairman, President (Principal Executive Officer) | August 28 , 2018 |
| <u>/s/ Eric S. Lederer</u> Eric S. Lederer | Chief Financial Officer (Principal Accounting Officer) | August 28 , 2018 |
| <u>**</u> J. Eric Wagoner | Director | August 28 , 2018 |
| <u>**</u> Keith J. Johnson | Director | August 28 , 2018 |
| <u>**</u> Russell J. Page | Director | August 28 , 2018 |

****By:** /s/ Michael D. Pruitt
Michael D. Pruitt
Attorney-in-fact

EXHIBIT INDEX

| <u>Exhibit</u> | <u>Description</u> |
|----------------|---|
| 2.1 | <u>Purchase Agreements for Australian Entities dated June 30, 2014 (Incorporated by reference to Exhibit 2.1 to our Current Report on Form 8-K, filed with the SEC on July 3, 2014)</u> |
| 3.1 | <u>Certificate of Incorporation (Incorporated by reference to the Exhibit 3.1.A to our Registration Statement on Form 10SB-12G, filed with the SEC on February 15, 2000 (File No. 000-29507))</u> |
| 3.2 | <u>Certificate of Merger, filed May 2, 2005 (Incorporated by reference to Exhibit 2.1 filed with our Quarterly Report on Form 10-Q, filed with the SEC on August 15, 2011)</u> |
| 3.3 | <u>Certificate of Amendment, filed July 16, 2008 (Incorporated by reference to Exhibit 3.1 filed with our Registration Statement on Form S-1/A (Registration No. 333-178307), filed with the SEC on February 3, 2012)</u> |
| 3.4 | <u>Certificate of Amendment, filed March 18, 2011 (Incorporated by reference to Exhibit 3.1 to our Current Report on Form 8-K, filed with the SEC on March 18, 2011)</u> |
| 3.5 | <u>Certificate of Amendment, filed May 23, 2012 (Incorporated by reference to Exhibit 3.1 to our Current Report on Form 8-K, filed with the SEC on May 24, 2012)</u> |
| 3.6 | <u>Certificate of Amendment, filed February 3, 2014 (Incorporated by reference to Exhibit 3.1 to our Current Report on Form 8-K, filed with the SEC on February 4, 2014)</u> |
| 3.7 | <u>Certificate of Amendment, filed October 2, 2014 (Incorporated by reference to Exhibit 3.1 to our Current Report on Form 8-K, filed with the SEC on October 2, 2014)</u> |
| 3.8 | <u>Form of Certificate of Designation of the Series 1 Preferred Stock (Incorporated by reference to Exhibit 3.8 to Registration Statement on Form S-1 (Registration No. 333-214319, as filed December 5, 2016))</u> |
| 3.9 | <u>Certificate of Amendment of Certificate of Incorporation of Chanticleer Holdings Inc. dated May 16, 2017 (Incorporated by reference to Exhibit 3.1 to Current Report on Form 8-K, as filed May 18, 2017)</u> |
| 3.8 | <u>Bylaws (Incorporated by reference to Exhibit 3.II.A to our Registration Statement on Form 10SB-12G, filed with the SEC on February 15, 2000 (File No. 000-29507))</u> |
| 4.1 | <u>Form of Common Stock Certificate (Incorporated by reference to Exhibit 4.1 to our Registration Statement on Form S-1 (Registration No. 333-178307), filed with the SEC on December 2, 2011)</u> |

- 4.2 [Form of Unit Certificate dated June 2012 \(Incorporated by reference to Exhibit 4.2 to our Registration Statement on Form S-1/A \(Registration No. 333-178307\), filed with the SEC on May 30, 2012\)](#)
 - 4.3 [Form of Warrant Agency Agreement dated June 2012 with Form of Warrant Certificate with \\$6.50 Exercise Price \(Incorporated by reference to Exhibit 4.4 to our Registration Statement on Form S-1/A \(Registration No. 333-178307\), filed with the SEC on May 30, 2012\)](#)
 - 4.4 [Form of 6% Secured Subordinate Convertible Note dated August 2013 \(Incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K, filed with the SEC on August 5, 2013\)](#)
 - 4.5 [Form of Warrant for August 2013 Convertible Note with \\$3.00 Exercise Price \(Incorporated by reference to Exhibit 10.2 to our Current Report on Form 8-K, filed with the SEC on August 5, 2013\).](#)
 - 4.6 [Form of Warrant for September 2013 Merger Agreement with \\$5.00 Exercise Price \(Incorporated by reference to Exhibit 10.2 to our Current Report on Form 8-K, filed with the SEC on October 1, 2013\)](#)
 - 4.7 [Form of Warrant for September 2013 Subscription Agreement with \\$5.00 Exercise Price \(Incorporated by reference to Exhibit 10.2 to our Current Report on Form 8-K, filed with the SEC on October 10, 2013\)](#)
 - 4.8 [Form of Warrant for November 2013 Subscription Agreement with \\$5.50 and \\$7.00 Exercise Price \(Incorporated by reference to Exhibit 10.2 to our Current Report on Form 8-K, filed with the SEC on November 13, 2013\)](#)
 - 4.9 [Form of Warrant for January 2015 Subscription Agreement with \\$2.50 Exercise Price \(Incorporated by reference to Exhibit 4.1 to our Current Report on Form 8-K/A, filed with the SEC on January 9, 2015\)](#)
 - 4.10 [Form of 8% Non-convertible Secured Debenture \(Incorporated by reference to Exhibit 4.1 to Current Report on Form 8-K, as filed May 5, 2017\)](#)
 - 4.11 [Form of Warrant issued May 4, 2017 \(Incorporated by reference to Exhibit 4.2 to Current Report on Form 8-K, as filed May 5, 2017\)](#)
 - 4.12 [Amendment to Warrant dated April 7, 2017 by and between Chanticleer Holdings, Inc., and Larry S. Spiteaufsky, Trustee of Larry Spiteaufsky Family Trust UTD 1-19-88 \(Incorporated by reference to Exhibit 4.1 to Current Report on Form 8-K, as filed August 9, 2017\)](#)
 - 4.13 [Form of 2% Convertible Note issued March 10, 2017 \(Incorporated by reference to Exhibit 4.4 to Quarterly Report on Form 10-Q for the period ended June 30, 2017, as filed August 14, 2017\)](#)
 - 4.14 [Form of Amendment to 6% Secured Convertible Note dated March 24, 2017 \(Incorporated by reference to Exhibit 4.5 to Quarterly Report on Form 10-Q for the period ended June 30, 2017, as filed August 14, 2017\)](#)
 - 4.15 [Form of Warrant issued October 16, 2017 \(Incorporated by reference to Exhibit 4.1 to Current Report on Form 8-K, as filed October 13, 2017\)](#)
 - 4.16 [Form of Warrant \(Incorporated by reference to Exhibit 4.1 to Current Report on Form 8-K, as filed May 8, 2018\)](#)
 - 5.1 [Opinion of Libertas Law Group Inc. +](#)
 - 10.1 [Form of Franchise Agreement between the Company and Hooters of America, LLC \(Incorporated by reference to Exhibit 10.2 to our Registration Statement on Form S-1 \(Registration No. 333-178307\), filed with the SEC on December 2, 2011\)](#)
 - 10.2* [Chanticleer Holdings, Inc. 2014 Stock Incentive Plan effective February 3, 2014 \(Incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K, filed with the SEC on February 4, 2014\)](#)
 - 10.3 [Debt Assumption Agreements, dated July 1, 2014 \(Incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K, filed with the SEC on July 3, 2014\)](#)
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- 10.4 [Gaming Assignment, dated July 1, 2014 \(Incorporated by reference to Exhibit 10.2 to our Current Report on Form 8-K, filed with the SEC on July 3, 2014\)](#)
- 10.5 [Asset Purchase Agreement by and between Chanticleer Holdings, Inc., The Burger Company, LLC and American Burger Morehead, LLC dated September 9, 2014 \(Incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K, filed with the SEC on September 10, 2014\)](#)
- 10.6 [Asset Purchase Agreement by and between Chanticleer Holdings, Inc., Dallas Spoon, LLC and Express Working Capital, LLC d/b/a CapRock Services dated December 31, 2014 \(Incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K, filed with the SEC on January 6, 2015\)](#)
- 10.7 [Form of Subscription Agreement dated January 2015 \(Incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K/A, filed with the SEC on January 9, 2015\)](#)
- 10.8 [Form of Note dated January 2015 \(Incorporated by reference to Exhibit 10.2 to our Current Report on Form 8-K/A, filed with the SEC on January 9, 2015\)](#)
- 10.9 [Form of Registration Rights Agreement dated January 2015 \(Incorporated by reference to Exhibit 10.3 to our Current Report on Form 8-K/A, filed with the SEC on January 9, 2015\)](#)
- 10.10 [Asset Purchase Agreement by and between Chanticleer Holdings, Inc., BGR Holdings, LLC and BGR Acquisition LLC, dated February 18, 2015 \(Incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K, filed with the SEC on February 18, 2015\)](#)
- 10.11 [Membership Interest Purchase Agreement dated July 31, 2015 \(Incorporated by reference to exhibit 10.1 to our Current Report on Form 8-K, filed with the SEC on August 3, 2015\)](#)
- 10.12 [Form of Leak Out Agreement dated September 30, 2015 \(Incorporated by reference to exhibit 10.2 to our Current Report on Form 8-K, filed with the SEC on October 5, 2015\)](#)
- 10.13 [Form of Securities Account Control Agreement dated September 30, 2015 \(Incorporated by reference to exhibit 10.3 to our Current Report on Form 8-K, filed with the SEC on October 5, 2015\)](#)
- 10.14 [Stock Pledge and Security Agreement dated September 30, 2015 \(Incorporated by reference to exhibit 10.4 to our Current Report on Form 8-K, filed with the SEC on October 5, 2015\)](#)
- 10.15 [Asset Purchase Agreement by and between Chanticleer Holdings, Inc., BT's Burgerjoint Management, LLC and BT Burger Acquisition, LLC dated March 31, 2015 \(Incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K, filed with the SEC on March 31, 2015\)](#)
- 10.16 [Amendment No. 1 to Asset Purchase Agreement by and between Chanticleer Holdings, Inc., BT's Burgerjoint Management, LLC and BT Burger Acquisition, LLC dated May 31, 2015 \(incorporated by reference to Exhibit 10.7 to Amendment No. 1 to Form S-3, Registration No. 333- 203679, as filed June 3, 2015\)](#)
- 10.17 [Form of Securities Purchase Agreement by and between the Company and Carl Caserta dated February 11, 2015 \(Incorporated by reference to Exhibit 10.1 to our Registration Statement on Form S-3 filed with the SEC on April 27, 2015\)](#)
- 10.18 [Agreement dated April 24, 2015 by and among the Company, AT Media Corp. and Aton Select Fund, Ltd. \(Incorporated by reference to Exhibit 10.2 to our Registration Statement on Form S-3 filed with the SEC on April 27, 2015\)](#)
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- 10.19 [Registration Rights Agreement by and between the Company and Carl Caserta dated February 11, 2015 \(Incorporated by reference to Exhibit 10.3 to our Registration Statement on Form S-3 filed with the SEC on April 27, 2015\)](#)
- 10.20 [Membership Interest Purchase Agreement dated July 31, 2015 \(incorporated by reference to Exhibit 10.1 to Current Report on Form 8-K as filed with the SEC on August 3, 2015\)](#)
- 10.21 [Form of Leak out Agreement \(incorporated by reference to Exhibit 10.2 to Current Report on Form 8-K as filed with the SEC on October 5, 2015\)](#)
- 10.22 [Form of Securities Account Control Agreement Form of Leak out Agreement \(incorporated by reference to Exhibit 10.3 to Current Report on Form 8-K as filed with the SEC on October 5, 2015\)](#)
- 10.23 [Stock Pledge and Security Agreement dated September 30, 2015 \(incorporated by reference to Exhibit 10.4 to Current Report on Form 8-K as filed with the SEC on October 5, 2015\)](#)
- 10.24 [Business sale agreement to purchase the assets of Hoot Campbelltown Pty Ltd and Hoot Penrith Pty Ltd for the purchase price of \\$390,000 AUD dated August 12, 2015 \(Incorporated by reference to Exhibit 10.24 to Annual Report on Form 10K for the period ending December 31, 2015, as filed March 30, 2016\)](#)
- 10.25 [Business sale agreement to purchase the assets of Hoot Gold Coast Pty Ltd and Hoot Townsville Pty Limited dated August 12, 2015 \(Incorporated by reference to Exhibit 10.25 to Annual Report on Form 10K for the period ending December 31, 2015, as filed March 30, 2016\)](#)
- 10.26 [Business sale agreement to purchase the assets of Hoot Parramatta Pty Ltd dated August 13, 2015 \(Incorporated by reference to Exhibit 10.26 to Annual Report on Form 10K for the period ending December 31, 2015, as filed March 30, 2016\)](#)
- 10.27 [Second Amendment to Assumption and Assignment Agreement dated October 22, 2016 by and between the Company and Florida Mezzanine Fund, LLLP \(Incorporated by reference to Exhibit 10.27 to Registration Statement on Form S-1 \(Registration No. 333-214319, as filed October 28, 2016\)](#)
- 10.28 [Form of Exchange Agreement dated March 10, 2017 by and between the Company and certain note holders \(Incorporated by reference to Exhibit 10.1 to Quarterly Report on Form 10Q to the period ending June 30, 2017, as filed August 4, 2017\)](#)
- 10.29 [Form of Exchange Agreement by and between Chanticleer Holdings Inc. and holders of 8% Notes dated March 10, 2017 \(Incorporated by reference to Exhibit 10.1 to Quarterly Report on Form 10-Q for the period ended June 30, 2017, as filed August 14, 2017\)](#)
- 10.30 [Securities Purchase Agreement dated May 4, 2017 by and between Chanticleer Holdings Inc. and certain purchasers \(Incorporated by reference to Exhibit 10.1 to Current Report on Form 8-K, as filed May 5, 2017\)](#)
- 10.31 [Security Agreement dated May 4, 2017 by and between Chanticleer Holding's Inc. and holders of 8% Non-convertible Secured Debentures \(Incorporated by reference to Exhibit 10.2 to Current Report on Form 8-K, as filed May 5, 2017\)](#)
- 10.32 [Subsidiary Guarantee dated May 4, 2017 by and between the subsidiaries of Chanticleer Holdings Inc. and holders of 8% Non-convertible Secured Debentures \(Incorporated by reference to Exhibit 10.3 to Current Report on Form 8-K, as filed May 5, 2017\)](#)
- 10.33 [Satisfaction, Settlement and Release Agreement dated May 2, 2017 by and between Chanticleer Holdings Inc. and Florida Mezzanine Fund, LLLP \(Incorporated by reference to Exhibit 10.4 to Current Report on Form 8-K, as filed May 5, 2017\)](#)
- 10.34 [Amendment to Securities Purchase Agreement by and between Chanticleer Holdings, Inc. and holders of 8% Non-convertible Secured Debentures executed August 7, 2017 \(Incorporated by reference to Exhibit 10.1 to Current Report on Form 8-K, as filed August 9, 2017\)](#)
- 10.35 [Form of Indemnification Agreement \(Incorporated by reference to Exhibit 10.1 to Current Report on Form 8-K, as filed August 30, 2017\)](#)
- 10.36 [Form of Securities Purchase Agreement dated October 12, 2017 by and between the Company and accredited investors \(Incorporated by reference to Exhibit 10.1 to Current Report on Form 8-K, as filed October 13, 2017\)](#)
- 10.37 [Form of Securities Purchase Agreement dated May 3, 2018 \(Incorporated by reference to Exhibit 10.1 to Current Report on Form 8-K, as filed May 8, 2018\)](#)
- 21 [Subsidiaries of the Company \(Incorporated by reference to Exhibit 21 to Annual Report on Form 10-K for the fiscal year ended December 31, 2016, as filed March 31, 2017\)](#)
- 23.1 [Consent of Cherry Bekaert LLP, Independent Registered Public Accounting Firm, filed herewith.](#)
- 23.2 [Consent of Libertas Law Group Inc. \(included in Exhibit 5.1\)](#)

* Compensatory plan or arrangement

+ Previously filed with the initial filing of this registration statement.

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.

Independent Registered Public Accounting Firm's Consent

We hereby consent to the incorporation by reference in this amended Registration Statement (Form S-3/A) of our report dated March 30, 2018, relating 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, included in the Company's Annual Report on Form 10-K for the year ended December 31, 2017, which is filed with the United States Securities and Exchange Commission. We also consent to the reference to our firm under the heading "Experts" in the prospectus.

/s/ Cherry Bekaert LLP

Charlotte, North Carolina
August 28, 2018
