

Prospectus Supplement No. 1
(to Prospectus dated June 12, 2019)

PROSPECTUS SUPPLEMENT NO. 1

CHANTICLEER HOLDINGS, INC.

**Up to 16,000,000 Shares of Common Stock
Issuable Upon Exercise of Rights to Subscribe for such Shares at \$1.00 per Full Share**

This prospectus supplement no. 1 supplements the prospectus dated June 12, 2019 relating to the offering of non-transferable subscription rights to purchase up to an aggregate of 16,000,000 shares of our common stock. The subscription rights are being offered to holders of record of our common stock and certain warrants as of 4:00 p.m. Eastern Time on June 7, 2019.

On June 25, 2019, we filed a press release and, concurrently, a Current Report on Form 8-K announcing that we have extended the expiration time of the rights offering to 4:00 p.m. Eastern Time on June 28, 2019. We are filing this prospectus supplement to update and supplement the information included or incorporated by reference in the prospectus dated June 12, 2019, with the information contained in the Current Report on Form 8-K. The text of the Current Report on Form 8-K is attached to and a part of this prospectus supplement.

This prospectus supplement should be read in conjunction with the prospectus dated June 12, 2019 and may not be delivered or utilized without the prospectus. To the extent there is a discrepancy between the information contained in this prospectus supplement and the information in the prospectus, the information contained herein supersedes and replaces such conflicting information.

The exercise of subscription rights for shares of our common stock involves a high degree of risk. See “Risk Factors” beginning on page 18 of the prospectus as well as the risk factors and other information in any documents we incorporate by reference into the prospectus to read about important factors you should consider before exercising your subscription rights.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.

The date of this prospectus supplement is June 25, 2019.

**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): **June 25, 2019**

CHANTICLEER HOLDINGS, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation)

001-35570

(Commission
File Number)

20-2932652

(IRS Employer
Identification No.)

**7621 Little Avenue, Suite 414
Charlotte, North Carolina 28226**
(Address of principal executive offices)

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

N/A

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 8.01. Other Events

On June 25, 2019, Chanticleer Holdings, Inc. issued a press release notifying its right holders of record that the company has elected to extend the expiration time of its rights offering to 4:00 P.M. Eastern Time, Friday June 28, 2019.

A copy of the press release is attached to this Form 8-K as Exhibit 99.1.

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

99.1 [Press release of Chanticleer Holdings Inc. dated June 25, 2019.](#)

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: June 25, 2019

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

Chanticleer Holdings Extends Rights Offering to 4:00 PM Eastern Time on Friday, June 28, 2019

CHARLOTTE, N.C., June 25, 2019 (GLOBE NEWSWIRE) — Chanticleer Holdings, Inc. (NASDAQ:BURG) (“Chanticleer” or the “Company”), owner, operator, and franchisor of multiple nationally recognized restaurant brands today announced that it the Company has extended the expiration time of its Rights Offering to 4:00 PM Eastern Time on June 28, 2019 to provide additional time to accommodate shareholder orders and delays in processing.

Chairman and CEO of Chanticleer Holdings, Mike Pruitt, stated, “We are very pleased with the support from our existing shareholders and we’d like to thank the many investors who’ve participated and supported our Company. We’ve heard from a number of shareholders and selected dealers that, despite their interest in participating, they require a few extra days to facilitate their orders. Given the interest in the offering and requests for additional time over the last few trading days, we have chosen to extend it through June 28, 2019 to allow additional time to complete the processing of subscriptions from shareholders of record.”

The Company has engaged Chardan Capital Markets and Oak Ridge Financial as the dealer-managers for the rights offering.

The rights offering is being made pursuant to Chanticleer’s effective registration statement on Form S-1 (Reg. No. 333-230857) on file with the U.S. Securities and Exchange Commission (the “SEC”). This press release is not an offer to sell these securities and is not soliciting an offer to buy these securities. The offering can be made only by a final prospectus. Investors should consider investment objectives, risks, charges, and expenses carefully before investing. The prospectus included in the registration statement contains this and additional information about Chanticleer and the rights offering, and rights holders should carefully read the prospectus before exercising their rights and investing.

About Chanticleer Holdings, Inc.

Headquartered in Charlotte, NC, Chanticleer Holdings owns, operates, and franchises fast, casual, and full-service restaurant brands, including American Burger Company, BGR – Burgers Grilled Right, Little Big Burger, Just Fresh, and Hooters. For more information, please visit: www.chanticleerholdings.com.

Forward-Looking Statements:

Some portions of this press release, particularly those describing Chanticleer’s goals and strategies, contain ‘forward-looking statements.’ These forward-looking statements can generally be identified as such because the context of the statement will include words, such as ‘expects,’ ‘should,’ ‘believes,’ ‘anticipates’ or words of similar import. Similarly, statements that describe future plans, objectives or goals are also forward-looking statements. While Chanticleer is working to achieve those goals and strategies, actual results could differ materially from those projected in the forward-looking statements as a result of a number of risks and uncertainties. These risks and uncertainties include conditions and servicing of current debt obligations, maintaining and protecting brand recognition, the need for significant capital, increasing costs of fuel and freight, protection of intellectual property, competition and other factors, any of which could have an adverse effect on the business plans of Chanticleer, its reputation in the industry or its expected financial return from operations and results of operations. In light of significant risks and uncertainties inherent in forward-looking statements included herein, the inclusion of such statements should not be regarded as a representation by Chanticleer that they will achieve such forward-looking statements. For further details and a discussion of these and other risks and uncertainties, please see our most recent reports on Form 10-K, Form 10-Q and Form S-1, as filed with the Securities and Exchange Commission, as they may be amended from time to time. Chanticleer undertakes no obligation to publicly update any forward-looking statement, whether as a result of new information, future events, or otherwise.

Contact Information:

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