## 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): July 2, 2019

# CHANTICLEER HOLDINGS, INC.

(Exact name of registrant as specified in its charter)

Delaware	001-35570	20-2932652				
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)				
Re	7621 Little Avenue, Suite 414 Charlotte, North Carolina 28226 (Address of principal executive offices) egistrant'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	s intended to simultaneously satisfy the filing obligation of the	ne registrant under any of the following provisions:				
] Written communications pursuant to Rule 425 under	r the Securities Act (17 CFR 230.425)					
] Soliciting material pursuant to Rule 14a-12 under th	e 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 Ru	ale 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))					

#### Item 1.01 Entry into Material Definitive Agreement

On July 1, 2019, Chanticleer Holdings, Inc., a Delaware corporation ("Chanticleer" or the "company") entered into a dealer-manager agreement (the "DM Agreement") with Chardan Capital Markets, LLC and The Oak Ridge Financial Services Group Inc. (the "Co-DMs") relating to the distribution of rights to purchase up to \$16 million of shares of the company's common stock, par value \$0.0001 per share (the "Rights Offering"). In connection with the rights offering, Chanticleer agreed to pay to the Co-DMs a cash fee equal to7% of the gross proceeds of the Rights Offering (excluding proceeds from the reduction of debt obligations) and to reimburse the Co-DMs for their expenses up to \$75,000. Chanticleer further agreed to indemnify the Co-DMs and their respective affiliates against certain liabilities arising under the Securities Act of 1933, as amended. The Co-DMs participation in this rights offering was subject to customary conditions contained in the DM Agreement. The offering was made pursuant to the Company's effective registration statement on Form S-1 (Registration Statement No. 333-230857) previously filed with and declared effective by the Securities and Exchange Commission (the "SEC") and accompanying prospectus and prospectus supplements filed with the SEC.

The Co-DMs and their affiliates may provide to us from time to time in the future in the ordinary course of their business certain financial advisory, investment banking and other services for which they will be entitled to receive fees. Our exclusive engagement with the Co-DMs expires October 5, 2019.

Pursuant to the Rights Offering, the holders of Chanticleer's 6% Secured Subordinate Convertible Notes ("Notes") agreed, on June 28, 2019, to satisfy payment of the holders' basic and over-subscriptions for 3,000,000 shares of common stock through payoff of the principal amount of \$3,000,000 of the Notes. An additional holder of a note dated January 27, 2017 in the amount of \$75,000 also participated to full satisfaction of his note, in the same manner.

#### **Item 8.01 Other Information**

On July 2, 2019, Chanticleer issued a press release announcing the closing of its Rights Offering, which expired at 4:00 PM Eastern Time on June 28, 2019. A total of 1,894,311 shares of common stock were issued pursuant to record holders' basic subscription privilege and a total of 4,190,542 shares of common stock were issued pursuant to record holders' over-subscription privilege, at a subscription price of \$1.00 per share for an aggregate of 6,084,853 shares issued in the Rights Offering. The Company received \$6,009,853 in gross proceeds. \$3,075,000.00 was subscribed by certain record holders' through the reduction of the outstanding debt obligations of the Company to such record holders. The Company received \$6,009,853 in gross proceeds.

Chanticleer intends to use the net proceeds of the Rights Offering for general corporate purposes, which include working capital and capital expenditures and funding operations until it becomes cash flow positive from operations (excluding capital expenditures). Proceeds will not enable Chanticleer to proceed with the negotiations for its strategic acquisition as previously targeted. As such, Chanticleer is in negotiations to restructure the terms of the proposed acquisition.

After the Rights Offering, Chanticleer will have an aggregate of 10,023,876 shares of common stock issued and outstanding. The press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

#### Item 9.01 Financial Statements and Exhibits

(d) Exhibits

99.1 Press release of Chanticleer Holdings Inc. dated July 2, 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: July 2, 2019 By: /s/ Michael D. Pruitt

Name: Michael D. Pruitt Title: Chief Executive Officer

### Chanticleer Holdings Announces Completion of Rights Offering for Gross Proceeds of \$6.1M

CHARLOTTE, N.C., July 2, 2019 (GLOBE NEWSWIRE) -- Chanticleer Holdings, Inc. (NASDAQ<u>BURG</u>) ("Chanticleer" or the "Company"), owner, operator, and franchisor of multiple nationally recognized restaurant brands today announced that it has closed its previously announced Rights Offering, which expired at 4:00 p.m. EST on June 28, 2019

Chanticleer received subscriptions for an aggregate of 6,084,853 shares of common stock through the exercise by its record holders of basic and over subscription rights at a price of \$1.00 per share. Gross proceeds to Chanticleer of approximately \$6,084,853.00 include \$3,075,000.00 subscribed through the reduction of outstanding debt obligations.

Chanticleer intends to use the net proceeds of the Rights Offering for general corporate purposes and is in discussions with the target to restructure the acquisition proposal.

After the Rights Offering, Chanticleer will have an aggregate of 10,023,876 shares of common stock issued and outstanding. Investors who participated in the Rights Offering should expect to see shares in their account within the next three business days. The shares are being distributed through the Company's transfer agent or through the clearing systems of The Depository Trust Company.

The rights offering was 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") and accompanying prospectus filed with the SEC on June 12, 2019.

#### 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: <a href="https://www.chanticleerholdings.com">www.chanticleerholdings.com</a>.

#### 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:**

Investor Relations
Jason Assad
678-570-6791

Ja@chanticleerholdings.com