

Kanen David
 Form 5
 February 14, 2019

FORM 5

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

OMB APPROVAL
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *
Kanen David
 (Last) (First) (Middle)
 6429 NW 65TH WAY
 (Street)
 PARKLAND, FL 33067
 (City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ONE Group Hospitality, Inc. [STKS]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2018

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 ___ Director ___X___ 10% Owner
 ___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Reporting
 (check applicable line)
 ___ Form Filed by One Reporting Person
X Form Filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
| Common Stock | 11/20/2018 | ^ | J4 ⁽²⁾ | 26,016 D | \$ ⁽²⁾ 3,271,085 | I | Kanen Wealth Management LLC ⁽¹⁾ |
| Common Stock | ^ | ^ | ^ | ^ ^ ^ | 1,845,000 ⁽³⁾ | I | The Philotimo Fund LLC |
| Common Stock | ^ | ^ | ^ | ^ ^ ^ | 20,237 ⁽³⁾ | D | ^ |

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. of D Se B O E Is F (I |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--------------------------|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--------------------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Kanen David 6429 NW 65TH WAY PARKLAND, FL 33067 | ^ | ^ X | ^ | ^ |
| Kanen Wealth Management LLC 10141 SWEET BAY COURT PARKLAND, FL 33076 | ^ | ^ X | ^ | ^ |
| Philotimo Fund, LP 5850 CORAL RIDGE DRIVE, SUITE 309 CORAL SPRINGS, FL 33076 | ^ | ^ X | ^ | ^ |

Signatures

/s/ David L. Kanen 02/14/2019
 **Signature of Reporting Person Date

/s/ Kanen Wealth Management LLC By: David L. Kanen, Managing Member 02/14/2019
 **Signature of Reporting Person Date

/s/ The Philotimo Fund By: David L. Kanen 02/14/2019
 **Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
 - (1) Kanen Wealth Management LLC ("KWM") does not have a pecuniary interest in the shares of Common Stock held in customer accounts managed by KWM. The number reflected above excludes 20,237 shares held in Mr. Kanen's account as described in footnote 3 below.
 - (2) Represents a distribution of shares to a client account. Neither KWM, The Philotimo Fund, LP nor Mr. Kanen has any pecuniary interest in these shares
- Mr. Kanen beneficially owns 5,116,085 shares of Common Stock, which represent approximately 18.1% of the Company's outstanding shares of Common Stock. Mr. Kanen, as the managing member of KWM, may be deemed to beneficially own the 3,271,085 shares of Common Stock held in customer accounts managed by KWM (including the 20,237 shares held in Mr. Kanen's account) and the
- (3) 1,845,000 shares of Common Stock held by The Philotimo Fund LLC, of which KWM is the general partner. Mr. Kanen expressly disclaims such beneficial ownership except to the extent of his pecuniary interest therein. Mr. Kanen does not have a pecuniary interest in the shares of Common Stock held in customer accounts managed by KWM other than the shares held in Mr. Kanen's account.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.