

# FORM 4

**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).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person * <b>PALISADES MASTER FUND LP</b>		2. Issuer Name and Ticker or Trading Symbol <b>Chanticleer Holdings, Inc. [CEEH]</b>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director <input checked="" type="checkbox"/> 10% Owner ____ Officer (give title below)      ____ Other (specify below)	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>04/28/2008</b>		
<b>HARBOUR HOUSE, 2ND FL, WATERFRONT DR, P.O. BOX 972, ROAD TOWN</b>					
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)		
<b>TORTOLA, D8 00000</b>					
(City)			(State)		(Zip)

**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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common stock, par value \$.0001 per share (the "Common Stock")	04/28/2008		S		60,000	D	\$ 0.5713	2,984,401	D	

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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**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. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PALISADES MASTER FUND LP HARBOUR HOUSE, 2ND FL, WATERFRONT DR P.O. BOX 972, ROAD TOWN TORTOLA, D8 00000		X		
PEF ADVISORS LTD HARBOUR HOUSE 2ND FL, WATERFRONT DR P.O. BOX 972, ROAD TOWN ROAD TOWN TORTOLA, D8 00000		X		

# Signatures

/s/ Susan Parker - PALISADES MASTER FUND, L.P. L.P. -Discovery Management Ltd., its authorized signatory		05/02/2008
<small>**Signature of Reporting Person</small>		Date
/s/ Gayle Lettsomer - PALISADES MASTER FUND, L.P. L.P. -Discovery Management Ltd., its authorized signatory		05/02/2008
<small>**Signature of Reporting Person</small>		Date
/s/ Paul T. Mannion, Jr. - PEF ADVISORS, LTD.		05/02/2008
<small>**Signature of Reporting Person</small>		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).

Note: File three copies of this Form, one of which must be manually signed. If space 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.