

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): March 24, 2011

**CHANTICLEER HOLDINGS, INC.**  
(Exact name of registrant as specified in its charter)

**Delaware**  
(State or Other Jurisdiction of Incorporation)

**000-29507**  
(Commission File Number)

**20-2932652**  
(I.R.S. Employer Identification)

**11220 Elm Lane, Suite 103, Charlotte, NC 28277**  
(Address of principal executive office) (zip code)

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(Former address of principal executive offices) (zip code)

**(704) 366-5122**  
(Registrant's Telephone Number, Including Area Code)

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 (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under 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 7.01 Regulation FD Disclosure**

On March 24, 2011, Chanticleer Holdings, Inc. (the “Company”) issued a press release describing a proposed rights offering. A copy of the press release is attached hereto as Exhibit 99.1.

**ITEM 9.01 Financial Statements and Exhibits**

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated March 24, 2011.

**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 hereunto duly authorized.

March 29, 2011

Chanticleer Holdings, Inc.

By: /s/ Michael D. Pruitt

Name: Michael D. Pruitt

Title: Chief Executive Officer

CHARLOTTE, N.C., March 24, 2011 -- Chanticleer Holdings, Inc. (OTCBB: CCLR) announced today that it has set the close of trading on March 31, 2011 as the record date for its previously announced proposed public rights offering.

On January 6, 2011, Chanticleer filed a registration statement on Form S-1 with the Securities and Exchange Commission with respect to the proposed offering. Upon commencement of the proposed rights offering, Chanticleer would distribute to holders of record of its common stock one non-transferable subscription right for each share of its common stock held on March 31, 2011, the record date. Each right would permit the holder to purchase for \$0.04 per right, one Class A Offered Warrant entitling the holder to purchase one share of Chanticleer common stock at \$2.75, for a period of 5 years following issuance, and one Class B Offered Warrant entitling the holder to purchase one share of Chanticleer common stock at \$3.50, for a period of 5 years following issuance. The Offered Warrants underlying the rights are nontransferable following their issuance and through their expiration date

The proposed rights offering will commence as soon as practicable following the registration statement being declared effective by the SEC. The commencement and expiration dates for the proposed rights offering would be determined at the time the registration statement for this offering becomes effective.

A registration statement relating to these securities has been filed with the SEC but has not yet become effective. A copy of the prospectus forming a part of the registration statement may be obtained free of charge at the website maintained by the SEC at [www.sec.gov](http://www.sec.gov) or by contacting the Company's Secretary at (845) 807-0001. These rights may not be sold nor may offers to buy be accepted prior to the time the registration statement becomes effective. This press release shall not constitute an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of any securities in any state in which such offer, solicitation, or sale would be unlawful prior to registration or qualification under the securities laws of any such state.

**About Chanticleer Holdings, Inc.**

Chanticleer Holdings is engaged in asset management and consulting -- two of the most prominent and exciting growth markets in the financial services arena -- through its wholly-owned operating subsidiaries. Chanticleer Advisors invests in privately held or publicly-traded small or micro-cap, value-based opportunities through its private, managed pools of capital. Avenel Ventures provides business management and consulting services at the board and management level. Additionally, the Company is part of a consortium that purchased 120 Hooters restaurants from Hooters of America and 41 restaurants from Texas Wings, the largest franchisee.

Headquartered in Charlotte, NC, Chanticleer Holdings, Inc. was formed in 2005 as a business development company and converted to an operating holding company in 2008. For further information, please visit [www.chanticleerholdings.com](http://www.chanticleerholdings.com)

**Cautionary Statement Regarding Forward Looking Information**

Statements in this press release regarding the company's business that are not historical facts are "forward-looking statements" that may involve material risks and uncertainties. The company wishes to caution readers not to place undue reliance on such forward-looking statements, which statements are made pursuant to the Private Securities Litigation Reform Act of 1994, and as such, speak only as of the date made. For a full discussion of risks and uncertainties, which could cause actual results to differ from those contained in the forward-looking statements, see the company's Annual Report on Form 10-K for the most recently ended fiscal year, as well as the company's Quarterly Report on Form 10-Q for the most recently ended fiscal quarter.

Contact:

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