

REGISTRATION NO. 333-171570  
UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM S-1/A  
(Pre-Effective Amendment No. 2)

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

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

Delaware	8742	20-2932652
(State or other jurisdiction of incorporation or organization)	(Primary Standard Industrial Classification Code Number)	(I.R.S. Employer Identification No.)

11220 Elm Lane, Suite 203  
Charlotte, NC 28277  
(704) 366-5122  
(Address, including zip code, and telephone number, including area code, of registrant's principal executive officers)

Michael D. Pruitt  
Chief Executive Officer  
11220 Elm Lane, Suite 203  
Charlotte, NC 28277  
(704) 366-5122  
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:  
Joel D. Mayersohn, Esq.  
Clint J. Gage, Esq.  
Roetzel & Andress  
350 East Las Olas Blvd., Ste. 1150  
Fort Lauderdale, FL 33301  
(954) 462-4150

Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this Registration Statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer   
Non-accelerated filer   
(Do not check if a smaller reporting company)

Accelerated filer   
Smaller reporting company

**EXPLANATORY NOTE** – This Pre-Effective Amendment No. 2 to Registration Statement on S-1/A has been filed to: (i) include Exhibit 23.2 Consent of Roetzel & Andress in the exhibit table set forth in Item 16 Exhibits and Financial Statement Schedules; and, (ii) to file Exhibit 5.1 Legal Opinion of Roetzel & Andress. All other parts of the Registration Statement remain unchanged.

**ITEM 16. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES.**

The following exhibits are included herein or incorporated herein by reference:

<u>Exhibit Number</u>	<u>Description</u>
3.1	Articles of Incorporation (3)
3.2	Bylaws (3)
4.1	Form of Warrant underlying the Rights (2)
4.2	Form of Subscription Rights Certificate (2)
5.1	Legal opinion of Roetzel & Andress (1)
21	List of significant subsidiaries of the Company (2)
23.1	Consent of Creason & Associates, P.L.L.C., Independent Registered Public Accounting Firm (2)
23.2	Consent of Roetzel & Andress (included in Exhibit 5.1) (1)

- (1) Filed herewith.
  - (2) Previously filed.
  - (3) Incorporated by reference to Registration on Form 10-SB filed on February 15, 2000.
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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this Pre-Effective Amendment No. 2 to Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Charlotte, North Carolina, on July 13, 2011.

CHANTICLEER HOLDINGS, INC.

By: /s/ Michael D. Pruitt  
Michael D. Pruitt  
Chairman & Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Pre-Effective Amendment No. 2 to Registration Statement has been signed by the following persons in the capacities and on the dates stated.

<u>SIGNATURES</u>	<u>TITLE</u>	<u>DATE</u>
<u>/s/ Michael D. Pruitt</u> Michael D. Pruitt	Chairman of the Board of Directors, CEO, and CFO (Principal Executive Officer, Principal Financial Officer, & Principal Accounting Officer)	July 13, 2011
<u>/s/ Michael Carroll</u> Michael Carroll	Director	July 13, 2011
<u>/s/ Brian Corbman</u> Brian Corbman	Director	July 13, 2011
<u>/s/ Paul I. Moskowitz</u> Paul I. Moskowitz	Director	July 13, 2011
<u>/s/ Keith Johnson</u> Keith Johnson	Director	July 13, 2011

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**EXHIBIT INDEX**

<u>Exhibit</u>	<u>Description of Exhibit</u>
5.1	Legal opinion of Roetzel & Andress



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July 13, 2011

Chanticleer Holdings, Inc.  
11220 Elm Lane, Suite 203  
Charlotte, NC 28277

Re: Registration Statement on Form S-1 (Registration No. 333-171570)

Ladies and Gentlemen:

We have acted as counsel to Chanticleer Holdings, Inc., a Delaware corporation (the "Company"), in connection with a registration statement on Form S-1 (the "Registration Statement") filed on November 6, 2011, with the Securities and Exchange Commission under the Securities Act of 1933, relating to the sale from time to time of the following securities: (i) 2,460,974 non-transferable subscription rights (the "Subscription Rights") to subscribe for Class A Warrants ("Class A Offered Warrants") and Class B Warrants ("Class B Offered Warrants", and together with the Class A Offered Warrants the "Offered Warrants") to purchase shares of the common stock of the Company; (ii) Class A Offered Warrants to purchase up to 2,460,974 shares of common stock of the Company; (iii) Class B Offered Warrants to purchase up to 2,460,974 shares of common stock of the Company; and (iv) up to 4,921,948 shares of common stock of the Company issuable upon exercise of the Offered Warrants (the "Warrant Shares", and together with the Subscription Rights and the Offered Warrants, the "Registered Securities").

We have examined such documents and have reviewed such questions of law as we have considered necessary and appropriate for the purposes of our opinions set forth below. In rendering our opinions set forth below, we have assumed the authenticity of all documents submitted to us as originals, the genuineness of all signatures and the conformity to authentic originals of all documents submitted to us as copies. We have also assumed the legal capacity for all purposes relevant hereto of all natural persons and, with respect to all parties to agreements or instruments relevant hereto other than the Company, that such parties had the requisite power and authority (corporate or otherwise) to execute, deliver and perform such agreements or instruments, that such agreements or instruments have been duly authorized by all requisite action (corporate or otherwise), executed and delivered by such parties and that such agreements or instruments are the valid, binding and enforceable obligations of such parties. As to questions of fact material to our opinions, we have relied upon certificates of officers of the Company and of public officials.

Based on the foregoing, we are of the opinion that each of the Registered Securities, once issued as set forth in the Registration Statement, the subscription rights certificate, and the Offered Warrants, will be duly authorized by all requisite corporate action, validly issued, fully-paid and non-assessable.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement, and to the reference to our firm under the heading "Legal Matters" in the Prospectus constituting part of the Registration Statement. In giving this consent, we do not thereby admit that we are within a category of persons whose consent is required under Section 7 of the Act, or the rules and regulations of the Securities and Exchange Commission promulgated under the Act.

Very truly yours,

/s/ Rotezel & Andress LPA