

SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

SCHEDULE 13G
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b) (c) AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO 13d-2(b)

CHANTICLEER HOLDINGS, INC.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

15930P305

(CUSIP Number)

December 31, 2010

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, *see the Notes*).

- 1 NAME OF REPORTING PERSON: SANDOR CAPITAL MASTER FUND LP
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) £
(b) £
- 3 SEC USE ONLY
- 4 CITIZENSHIP OR PLACE OF ORGANIZATION: TEXAS
- | | | |
|--|---|-----------------------------------|
| NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH: | 5 | SOLE VOTING POWER: |
| | 6 | SHARED VOTING POWER: 298,200 |
| | 7 | SOLE DISPOSITIVE POWER: |
| | 8 | SHARED DISPOSITIVE POWER: 298,200 |
- 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
298,200
- 10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
- 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9): 9.9%
- 12 TYPE OF REPORTING PERSON*: PN
-

1 NAME OF REPORTING PERSON: SANDOR ADVISORS, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) £
(b) £

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION: TEXAS

NUMBER OF	5	SOLE VOTING POWER:
SHARES		
BENEFICIALLY	6	SHARED VOTING POWER: 298,200
OWNED BY		
EACH	7	SOLE DISPOSITIVE POWER:
REPORTING		
PERSON WITH:	8	SHARED DISPOSITIVE POWER: 298,200

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
298,200

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9): 9.9%

12 TYPE OF REPORTING PERSON*: PN

- 1 NAME OF REPORTING PERSON: JOHN S. LEMAK
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) £
(b) £
- 3 SEC USE ONLY
- 4 CITIZENSHIP OR PLACE OF ORGANIZATION: UNITED STATES
- | | | |
|--|---|-----------------------------------|
| NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH: | 5 | SOLE VOTING POWER: 73,100 |
| | 6 | SHARED VOTING POWER: 225,100 |
| | 7 | SOLE DISPOSITIVE POWER: 73,100 |
| | 8 | SHARED DISPOSITIVE POWER: 225,100 |
- 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
298,200
- 10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
- 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9): 9.9%
- 12 TYPE OF REPORTING PERSON*: IN
-

ITEM 1(a). NAME OF ISSUER:

CHANTICLEER HOLDINGS, INC.

ITEM 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

11220 ELM LANE, SUITE 203, CHARLOTTE, NC 28277

ITEM 2(a). NAME OF PERSONS FILING:

This Schedule 13G is being filed on behalf of the following persons (the "Reporting Persons"):

SANDOR CAPITAL MASTER FUND LP
SANDOR ADVISORS, LLC
JOHN S. LEMAK

ITEM 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE:

The principal business office of the Reporting Persons filing this Schedule 13G is:

2828 ROUTH STREET, SUITE 500, DALLAS, TX 75201

ITEM 2(c). CITIZENSHIP:

SANDOR CAPITAL MASTER FUND LP WAS ORGANIZED IN TEXAS
SANDOR ADVISORS, LLC WAS ORGANIZED IN TEXAS
JOHN S. LEMAK IS A CITIZEN OF THE UNITED STATES

ITEM 2(d). TITLE OF CLASS OF SECURITIES:

COMMON STOCK

ITEM 2(e). CUSIP NUMBER:

15930P305

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULE 13d-1(b), or 13d-2(b) or (c) CHECK WHETHER THE PERSON FILING IS:

NOT APPLICABLE

ITEM 4. OWNERSHIP:

Sandor Capital Master Fund LP (“Sandor Capital”) is a private investment fund, and is the record holder of the following securities of Chanticleer Holdings, Inc. (“Issuer”): (i) 174,772 shares of common stock; (ii) 174,772 Class A Warrants entitling it to purchase 174,772 shares of common stock for \$2.75 per share (“Class A Warrants”); and (iii) 174,772 Class B Warrants entitling it to purchase 174,772 shares of common stock for \$3.50 per share (“Class B Warrants”). The exercise of the Class A Warrants and Class B Warrants is limited to that number of shares that, when aggregated with the holder’s existing ownership of Issuer common stock, would result in such holder, together with related persons or entities, owning no more than 9.9% of Issuer’s issued and outstanding common stock (the “Exercise Restriction”).

Sandor Advisors, LLC (“Sandor Advisors”), is the General Partner of Sandor Capital Master Fund LP.

John S. Lemak is the Manager of Sandor Advisors, LLC. Mr. Lemak is the record holder of the following securities of Issuer: (i) 24,700 shares of common stock; (ii) 24,200 Class A Warrants; and (iii) 24,200 Class B Warrants.

- (a) The Reporting Persons beneficially own 298,200 shares of Issuer common stock. The foregoing beneficial ownership would be higher but for the Exercise Restriction.
- (b) The shares held constitute 9.9% of the Issuer’s issued and outstanding common stock.
- (c) Sandor Capital and Sandor Advisors have shared voting power and shared dispositive power with respect to the 298,200 shares of Issuer common stock that are the subject of this filing. Mr. Lemak has sole voting power and dispositive power with respect to 73,100 shares of Issuer common stock that are the subject of this filing, and shared voting power and shared dispositive power with respect to 225,100 shares of Issuer common stock that are the subject of this filing.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS:

If this statement is being filed to report the fact that as of the date hereof the Reporting Persons have ceased to be the beneficial owner of more than five percent of the class of securities check the following.

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON:

NOT APPLICABLE.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY:

NOT APPLICABLE.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF A GROUP:

NOT APPLICABLE.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP:

NOT APPLICABLE.

ITEM 10. CERTIFICATION

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: November 10, 2011

SANDOR CAPITAL MASTER FUND LP

By: SANDOR ADVISORS, LLC
ITS: GENERAL PARTNER

/s/ John S. Lemak

John S. Lemak
General Partner

SANDOR ADVISORS, LLC

/s/ John S. Lemak

John S. Lemak
Manager

/s/ John S. Lemak

John S. Lemak

EXHIBIT 1

In accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, the undersigned agree to the joint filing on behalf of each of them of a Statement on Schedule 13G (including any and all amendments thereto) with respect to the shares of Common Stock of Chanticleer Holdings, Inc., a North Carolina corporation, and further agree that this Joint Filing Agreement shall be included as an Exhibit to such joint filings.

The undersigned further agree that each party is responsible for the timely filing of such Statement on Schedule 13G and any amendments thereto, and for the accuracy and completeness of the information concerning such party contained therein; provided, however, that no party is responsible for the accuracy or completeness of the information concerning any other party, unless such party knows or has reason to believe that such information is inaccurate.

This Joint Filing Agreement may be signed in counterparts with the same effect as if the signature on each counterpart were upon the same instrument.

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of November 2, 2011.

SANDOR CAPITAL MASTER FUND LP

By: SANDOR ADVISORS, LLC
ITS: GENERAL PARTNER

/s/ John S. Lemak

John S. Lemak
Manager

SANDOR ADVISORS, LLC

By: /s/ John S. Lemak
John S. Lemak, Manager

/s/ John S. Lemak

John S. Lemak
