

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): August 23, 2012

**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 203, Charlotte, NC 28277**

(Address of principal executive office) (zip code)

(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))

**ITEM 7.01 Regulation FD Disclosure**

On August 23, 2012, Chanticleer Holdings, Inc. (the “Company”) filed a Company Investor Presentation. A copy of the Company Investor Presentation is attached hereto as Exhibit 99.1.

The information set forth in this Item 7.01 of Form 8-K is furnished pursuant to Item 7.01 and shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall such information be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

**ITEM 9.01 Financial Statements and Exhibits**

(d) Exhibits

99.1 Chanticleer Holdings, Inc. Company Investor Presentation dated August 23, 2012.

**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.

Dated: August 23, 2012

Chanticleer Holdings, Inc.

By: /s/ Michael D. Pruitt

Name: Michael D. Pruitt

Title: Chief Executive Officer

**CHANTICLEER**  
HOLDINGS

NASDAQ: HOTR

MY2010: H01K

Investor Presentation  
August 2012



## Safe Harbor Statement

Statements in this presentation that are not descriptions of historical facts are forward-looking statements relating to future events, and as such all forward-looking statements are made pursuant to the Securities Litigation Reform Act of 1995. Statements may contain certain forward-looking statements pertaining to future anticipated or projected plans, performance and developments, as well as other statements relating to future operations and results. Any statements in this presentation that are not statements of historical fact may be considered to be forward-looking statements. Words such as "may," "will," "expect," "believe," "anticipate," "estimate," "intends," "goal," "objective," "seek," "attempt," or variations of these or similar words, identify forward-looking statements. These forward-looking statements by their nature are estimates of future results only and involve substantial risks and uncertainties, including but not limited to risks associated with the uncertainty of future financial results, additional financing requirements, development of new stores, successful completion of the Company's proposed acquisitions and expansion, the impact of competitive products or pricing, technological changes, the effect of economic conditions and other uncertainties detailed from time to time in our reports filed with the Securities and Exchange Commission. There can be no assurance that our actual results will not differ materially from expectations and other factors more fully described in our public filings with the U.S. Securities and Exchange Commission, which can be reviewed at [www.sec.gov](http://www.sec.gov).

# Who We Are

## Owner & Operator of Hooters Restaurants Internationally

- Chanticleer's growth strategy is expanding the Hooters brand in emerging markets through partnerships and/or acquisition of Hooters Restaurants & New Concepts.
- The Company owns all or part of the Hooters franchise rights to develop and operate Hooters restaurants in South Africa, Hungary, 3 states of Brazil, and has joint ventured with the existing franchisee in Australia.
- We partner with highly experienced Operators with Aligned Interests



- **Hooters of America (HOA) : The brand and franchisor** - over 430 restaurants operating within 27 countries with approx. \$1 billion in system-wide revenue
- Chanticleer controls an interest of 3% in HOA
- Mike Pruitt sits on the Board of Directors of HOA

- Current Restaurants: South Africa (4), and Australia (1)
  - Opening August 27, 2012: Budapest, Hungary
  - Coming in 2012: Surfers Paradise, Australia

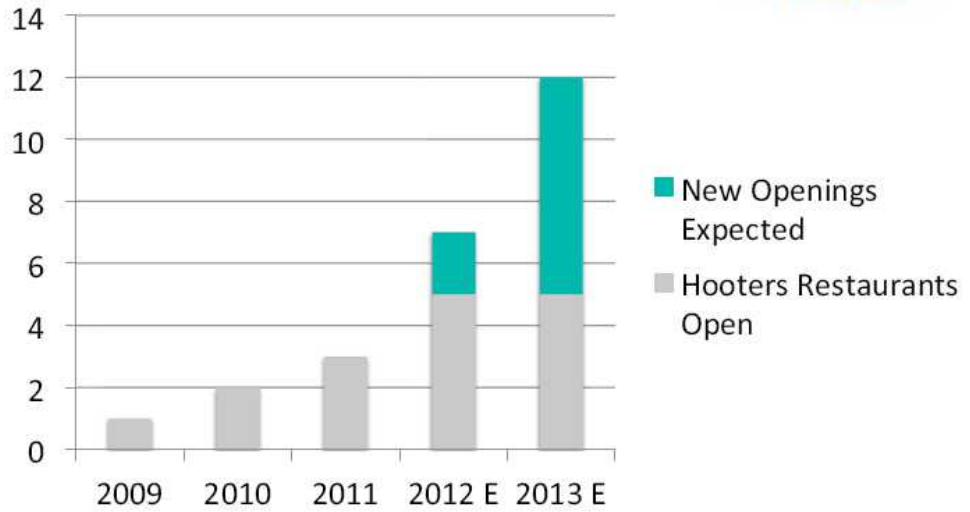
## Territory Selection Criteria

- International Hooters territory with no existing franchisee or a territory to partner with current franchisee
- Strong local market dynamics – compelling economic growth rates and demographics
- Partner with highly experienced and well capitalized restaurant operators in the local international market
- Identify restaurant locations with attractive leasehold economics
- Maintain a disciplined expansion strategy focusing on expected ROI and driving shareholder value



\*With our current territories, we believe HOTR could grow to have more than 75 Hooters locations

# Roll Out Plan



Past Openings:

- Durban, South Africa - December 2009
- Johannesburg, South Africa - June 2010
- Cape Town, South Africa - June 2011
- Campbelltown, Australia - January 2012
- Emperor's Palace, South Africa - mid-February 2012

**Coming in 2012:** Budapest, Hungary and Surfers Paradise, Australia



# Our Restaurants



Cape Town, South Africa



Emperor's Palace, South Africa



Johannesburg, South Africa



Campbelltown, Australia

## HOTR Restaurant:

Avg. Sq. Ft: 6,700

Avg. Capacity: 240 seats

## Domestic Restaurant:

Avg. Sq. Ft: 5,600

Avg. Capacity: 210 seats

5 Total Restaurants: South Africa (4) and Australia (1)

Coming in 2012: Budapest, Hungary and Surfers Paradise, Australia

# Customized Menu

CHANICLEER  
HOLDINGS  
NASDAQ: HOTR



Wings

Burgers

Tailored menus to appeal to local tastes



Beverages

Merchandise

Steak & Ribs



Mains	
<b>GRANDE - \$130.00</b> 500g of juicy ribeye with a choice of pepper, mushroom or BBQ	<b>RACK OF RIBS (500g) - \$105.00</b> A MAMMOC'S PORTION OF succulent ribs that have been brilled to perfection. <i>Only 10 pieces</i>
<b>JAMAICAN FILET - \$110.00</b> 250g of tender filet topped with fresh avocado and a fresh pepper sauce	<b>BBQ Glazed Ribs</b>
<b>TEXAS T-BONE - \$89.00</b> 350g T-BONE with choice of pepper, mushroom or BBQ sauce	<b>GREEK SALAD - \$49.00</b> <b>size extra salad - \$27.00</b>

**HOOTERS COOKS IN NON-TRANS FAT OIL**

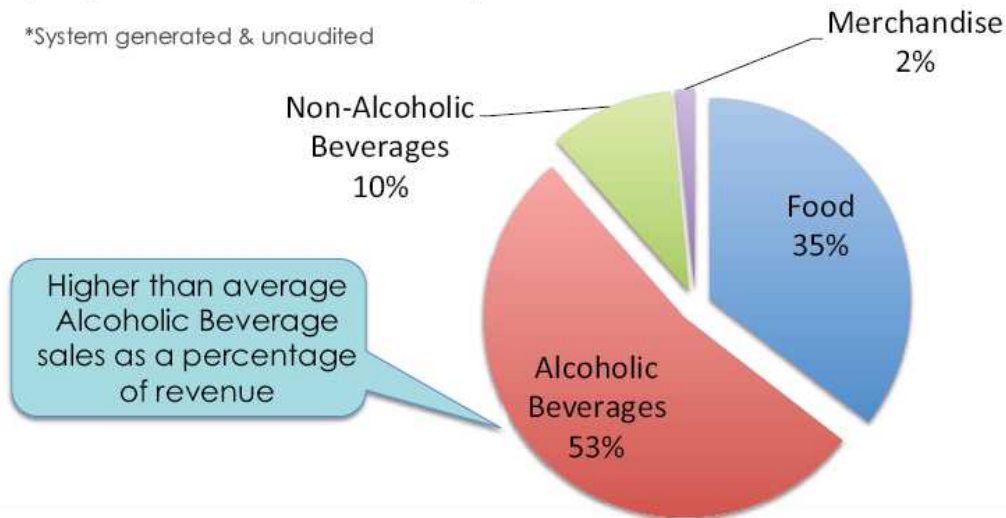
Dr. Hootie's Identifree menu dishes that, upon request, meet HEALTHY DINING'S nutrition criteria and are featured on 

[healthydiningfinds.com](http://healthydiningfinds.com)

## Revenue Mix

Based on SA Restaurants  
(during the 6 months ended June 30, 2012)

\*System generated & unaudited



### Approximate Gross Margins:

- All Beverages : 66%
- Food : 61%

- Merchandise : 64%

- Chanticleer owns the exclusive franchise rights to develop and operate Hooters in South Africa
- Chanticleer formed a management company for all SA units. HOTR owns 80% of the management company and key management own 20%
- Management company is paid 5% of Net Revenues
- 4<sup>th</sup> restaurant in Emperor's Palace Casino opened in mid-Feb 2012
- Average net cash cost to open approx. \$850k/unit
- We expect to secure a location in Pretoria for our 5<sup>th</sup> unit in 2012

- Estimated Market Opportunity ~ 20 restaurants

## Emperor's Palace

10Q - 3 months ending June 30, 2012

Initial Cash Investment: (Includes \$100k VAT Refund)	\$696,000
Revenues:	\$674,325
Gross Margin:	63.5%
EBITDA:	\$170,075
EBITDA Margin:	25%
Net Income:	\$87,427



Australia

CHANTICLEER  
HOLDINGS  
NASDAQ: HOTR

## Campbelltown

- Chanticleer formed a JV agreement with the existing Hooters franchisee to cooperatively develop Hooters restaurants going forward
- HOTR owns 49% interest in the Campbelltown and upcoming Surfers Paradise locations
- Our Campbelltown location is the third Hooters restaurant in Australia; and the first restaurant jointly developed with HOTR
- The JV's 2<sup>nd</sup> location is expected to open in Surfers Paradise by 2012-end

10Q – 6 months ending June 30, 2012

HOTR Initial Cash Investment: \$625,623

\*We own 49% of Campbelltown

Revenues: \$1,875,784

Gross Margin: 71%

Within the first 6 months of operation, our Campbelltown location ranked within the top 20 Hooters restaurants

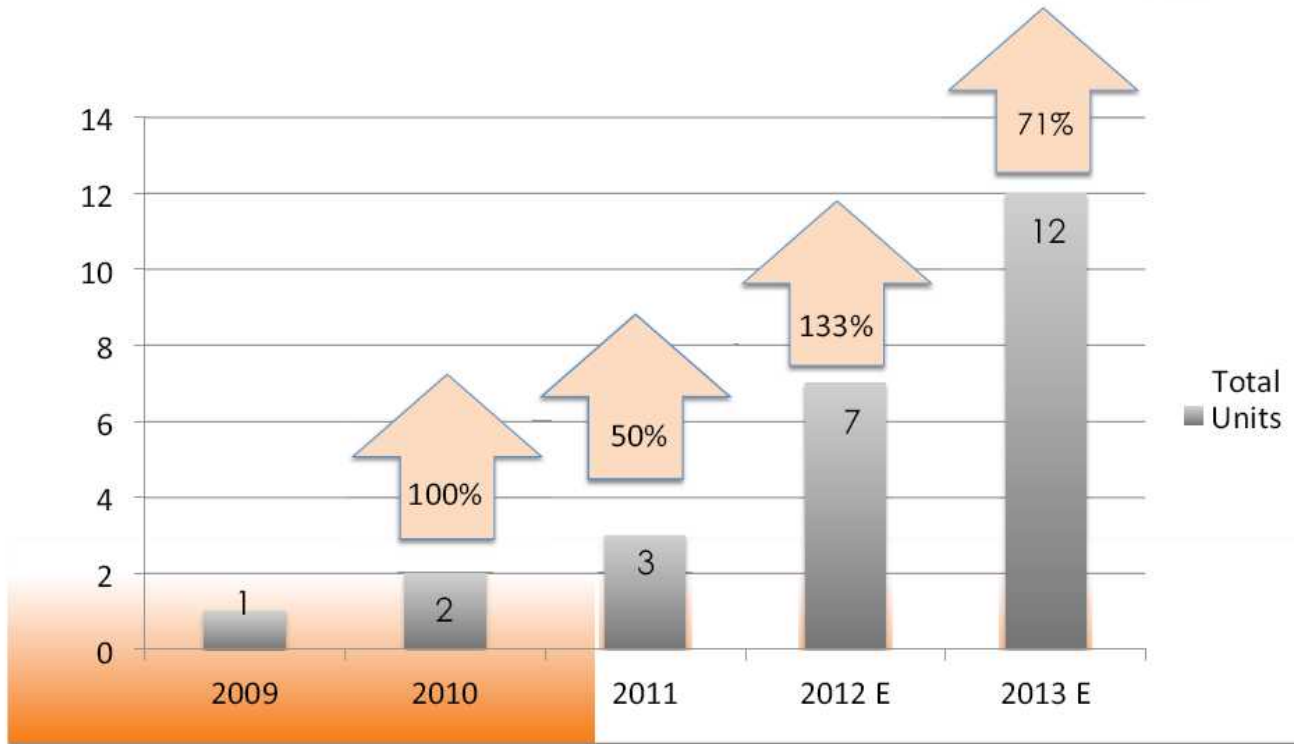
- Estimated Market Opportunity ~ 15 restaurants

# Hungary & Brazil



- Partnered with Alex Hemingway and team to form Hungary-based Crown Restaurants to exclusively develop Hooters in Hungary
  - Alex Hemingway, CEO of Crown Restaurants, previously worked as president and COO of CEFG, owners and operators of Pizza Hut and KFC brands in Hungary, as well as 3 local national brands. During his career, he has operated over 180 units
  - First Hooters location to be opened in Franz Liszt Square, in Budapest on August 27, 2012
  - Plan to roll out into other Eastern European markets
  - Estimated Market Opportunity ~ 3
- Partnered with Wings Brasil Ltda. to develop in 3 of the most populous states: Rio de Janeiro, Minas Gerais, and Espirito Santo
  - Wings Brasil Ltda. currently manages 2 existing São Paulo Hooters
  - Rio de Janeiro will host:
    - 2014 FIFA World Cup
    - 2016 Summer Olympic Games
  - We expect to secure our first location in Rio de Janeiro in 2012
  - Estimated Market Opportunity ~ 40

# Unit Growth



## 2Q Financial Highlights and Balance Sheet



- Reported record revenue of \$1.7m for the second quarter, an increase of 54% as compared to pro forma revenue of \$1.1m for the same period in 2011
- Reported record revenues of \$3.1m for the first six months of 2012, an increase of 23% as compared to pro forma revenue of \$2.5m for the same period in 2011

### CONSOLIDATED BALANCE SHEET

	June 2012	March 2012
Cash and cash equivalents	\$3,673,005	\$182,240
Other Current Assets	\$399,898	\$454,518
Property & Equipment, net	\$3,102,917	\$2,746,611
Other Long-Term Assets	\$2,931,255	\$2,700,675
<b>TOTAL ASSETS</b>	<b>\$10,107,075</b>	<b>\$6,084,044</b>
Current Liabilities	\$1,023,065	\$4,779,370
Long-term debt, less current maturities	\$231,519	\$233,499
<b>TOTAL LIABILITIES</b>	<b>\$1,254,584</b>	<b>\$5,012,869</b>
<b>Stockholders' Equity</b>	<b>\$8,852,491</b>	<b>\$1,071,175</b>
<b>Total Liabilities &amp; Stockholders' Equity</b>	<b>\$10,107,075</b>	<b>\$6,084,044</b>



## Why HOTR?

- Hooters is one of the most recognized iconic brands in the world
- International markets offer strong organic and new expansion opportunities
- Selective Partners: highly experienced restaurant operators in the local markets with aligned interests
- Chanticleer controls an interest of 3% in Hooters of America (HOA) and HOTR's CEO, Mike Pruitt, sits on the Board of HOA
- Rapid Growth: 7 restaurants open by 2012 year-end and projecting 12 restaurants open in 2013
- With our current exclusive international territories, HOTR could grow to have more than 75 Hooters locations



"Great food, cold beer, and pretty girls never go out of style." - Robert H. Brooks 14

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**CHANTICLEER**  
HOLDINGS

NASDAQ: HOTR

NYSE: HOLT

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