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**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): September 7, 2016

**CHANTICLEER HOLDINGS, INC.**

(Exact name of registrant as specified in its charter)

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**Delaware**

(State or Other Jurisdiction  
of Incorporation)

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**001-35570**

(Commission  
File Number)

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**20-2932652**

(I.R.S. Employer  
Identification)

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**7621 Little Avenue, Suite 414, Charlotte, NC 28226**

(Address of principal executive office) (zip code)

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

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**(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 3.03. Material Modifications to Rights of Security Holders.**

On September 2, 2016, the Company's board of directors unanimously agreed to extend the expiration date of the Company's outstanding Class A Warrants and Class B Warrants to October 1, 2018.

**ITEM 7.01. Regulation FD Disclosure.**

Representatives of Chanticleer Holdings Inc., a Delaware corporation ("Chanticleer" or the "Company") intend to present the information in the presentation slides attached hereto as Exhibit 99.1 at an investor conference on September 7, 2016.

The furnishing of the attached presentation is not an admission as to the materiality of any information therein. The information contained in the slides is summary information that is intended to be considered in the context of more complete information included in the Company's filings with the U.S. Securities and Exchange Commission (the "SEC") and other public announcements that the Company has made and may make from time to time by press release or otherwise. The Company undertakes no duty or obligation to update or revise the information contained in this report, although it may do so from time to time as its management believes is appropriate. Any such updating may be made through the filing of other reports or documents with the SEC, through press releases or through other public disclosures. For important information about forward looking statements, see the slide titled "Disclaimer" in Exhibit 99.1 attached hereto.

The information in this Item 7.01 of this Current Report on Form 8-K and Exhibit 99.1 attached hereto shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section or Sections 11 and 12(a)(2) of the Securities Act of 1933, as amended. The information contained in this Item 7.01 and in the presentation attached as Exhibit 99.1 to this Current Report shall not be incorporated by reference into any filing with the SEC made by the Company, whether made before or after the date hereof, regardless of any general incorporation language in such filing.

**ITEM 9.01. Financial Statements and Exhibits.**

(d) Exhibits

99.1 Slide presentation dated September 7, 2016.

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**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.

Date: September 7, 2016

Chanticleer Holdings, Inc.

By: /s/ Michael D. Pruitt

Michael D. Pruitt  
Chief Executive Officer

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CHANICLEER  
HOLDINGS  
September 2016  
NASDAQ: HOTR

CHANICLEER  
HOLDINGS

NASDAQ: HOTR

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# Disclaimer

## Forward-Looking Statements

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).

## Non-GAAP Measures

Chanticleer Holdings, Inc. prepares its condensed consolidated financial statements in accordance with United States generally accepted accounting principles ("GAAP"). In addition to disclosing financial results prepared in accordance with GAAP, the Company discloses information regarding Adjusted EBITDA and Restaurant EBITDA, which differ from the term EBITDA as it is commonly used. In addition to adjusting net income (loss) from continuing operations to exclude taxes, interest, and depreciation and amortization, Adjusted EBITDA also excludes pre-opening and closing costs for our restaurants, non-cash expenses, transaction-related expenses, change in fair value of derivative liability and other income and expenses. In addition, Restaurant EBITDA also excludes management fee income and general and administrative expenses. Adjusted EBITDA and restaurant EBITDA are not measures of performance defined in accordance with GAAP. However, adjusted EBITDA and restaurant EBITDA are used internally in planning and evaluating the company's operating performance and by the Company's creditors. Accordingly, management believes that disclosure of these metrics offers investors, bankers and other stakeholders an additional view of the company's operations that, when coupled with the GAAP results, provides a more complete understanding of the Company's financial results. Adjusted EBITDA and Restaurant EBITDA should not be considered as alternatives to net loss or to net cash used in operating activities as a measure of operating results or of liquidity. It may not be comparable to similarly titled measures used by other companies, and it excludes financial information that some may consider important in evaluating the company's performance. A reconciliation of GAAP net income (loss) to Adjusted EBITDA and Restaurant EBITDA is included in the accompanying financial schedules. For further information, please refer to Chanticleer's Quarterly Report on Form 10-Q filed with the SEC on November 16, 2015, available online at [www.sec.gov](http://www.sec.gov).

Welcome to Chanticleer



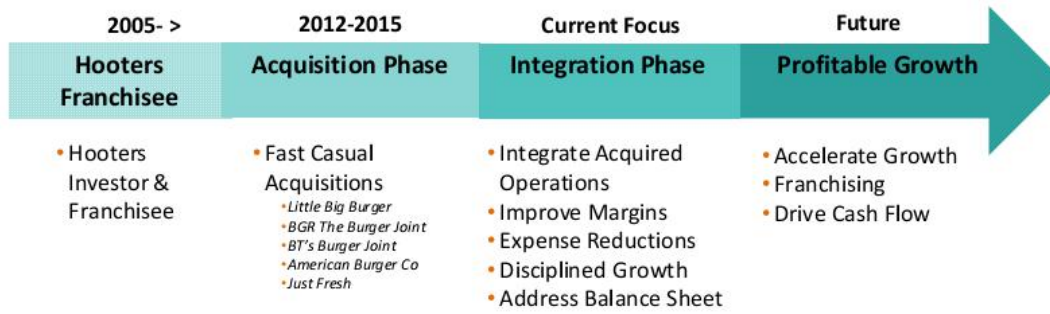
## Who We Are

- Founded in 2005
- Started with Hooters
- Growing with Burgers
- Distinctive, Award Winning Regional Fast Casual Brands

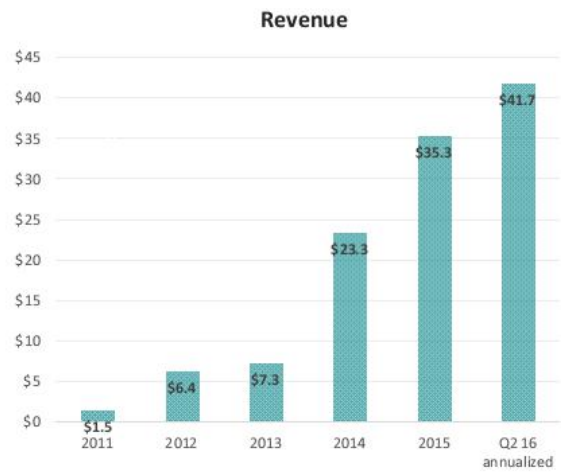
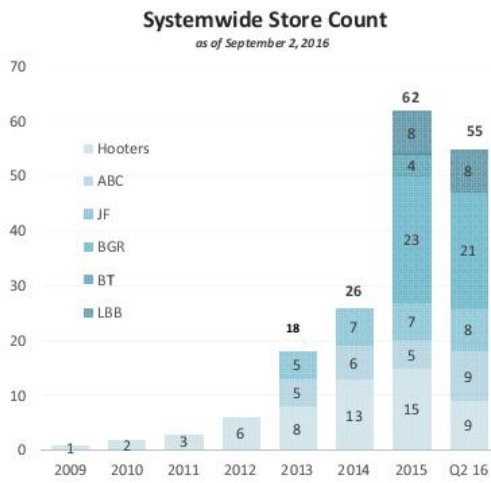




## Timeline



## Store Count and Revenue Growth



# Our Brands

## Chanticleer's Better Burger Brands:



- “Made in America” menu that includes premium burgers, chicken sandwiches, salads & shakes
- 9 Restaurants
- Carolinas Region



**Chanticleer’s Better Burger Brands:**



- Gourmet Fast Casual – Open Flame
- Voted Best Burger in DC & Named One of America’s Top 10 Chain Burgers by MSN
- 21 Restaurants
- U.S. & International



## Chanticleer's Better Burger Brands:



- Chef Driven - Uniquely Simple
- Best Burger in Portland
- 8 Restaurants
- Portland / Pacific Northwest



## Chanticleer's Brands:



- Fresh healthy selections with distinctive sandwiches, soups and salads
- 8 Restaurants
- North Carolina



## Chanticleer's Brands:

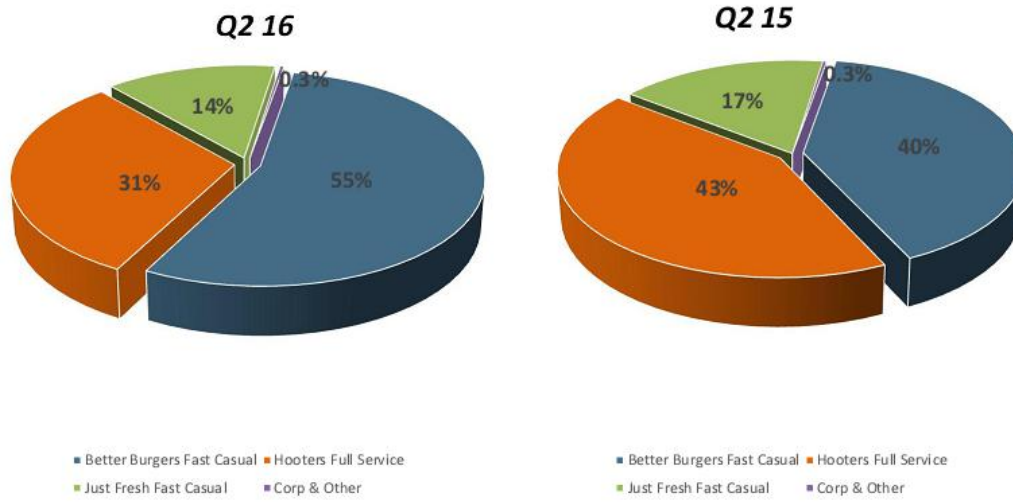


- Operate 9 Hooters under Franchise Agreements
  - United States: 2
  - South Africa: 6
  - Europe: 1
- Chanticleer also holds a small minority stake in Hooters of America





## Segment Revenue Mix



## Strategic Focus – Where we're going

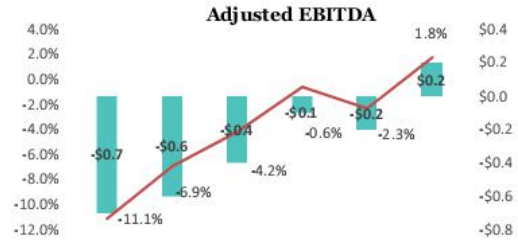
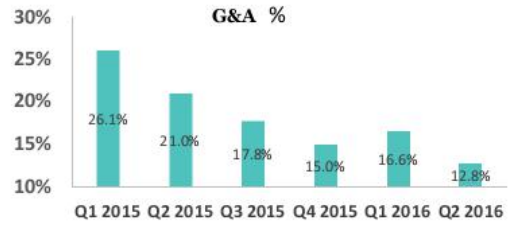
- Burger Business: Grow and Accelerate Margin Expansion
  - *Regional Brand Focus*
  - *Leverage most profitable segment*
  - *LBB & BGR - New Store Development Focus*
- Just Fresh: Hidden Gem - Continue to Drive Profit and Cash Flow
- Hooters: Improve Profit and Cash Flow, Exiting Unprofitable Locations
- Leveraging Scale & Driving Operational Improvements
- Targeted, Profitable Growth

# Financial Review

## Company Highlights from Q2 2016

- Store level trends strengthening
  - COS, Opex, G&A, EBITDA tracking towards target levels
  - Beginning to realize benefit of larger scale & expense rationalization initiatives
  - Strategic decision to exit 6 underperforming international Hooters
- Milestone Quarter
  - EBITDA profitability, Restaurant EBITDA > 13%
- Focus Areas –
  - Operational improvement
  - Targeted Growth
  - Balance Sheet

## Financial Trends



## Consolidated Financial Targets

Chanticleer Consolidated			
	Q1	Q2	Near-Term Targets
<b>COS %</b>	33%	32.7%	32-33%
<b>OPEX %</b>	60%	54.5%	52-54%
<b>Restaurant EBITDA%</b>	9%	13.4%	14-16%
<b>G&amp;A%</b>	15%	12.8%	9-10%
<b>Adjusted EBITDA%</b>	(6)%	1.8%	4-7%

Q1 as reported, including results of discontinued operations  
 Q2 as reported, excluding results of discontinued operations

## Balance Sheet

<i>Dollars in millions</i>	June 30, 2016	December 31, 2015
<b>Assets</b>		
Cash	\$1.0	\$1.2
Property, Plant & Equipment	11.6	12.1
Goodwill & Intangible Assets	19.2	19.5
Total Assets	36.6	42.2
<b>Liabilities</b>		
Accounts Payable & Accrued Expenses	\$5.4	\$4.7
Debt, Conv. Debt, & Capital Leases	9.9	9.3
Total Liabilities	21.1	20.4
Stockholders' Equity	15.5	21.8

## **Financial Partner Model – Financing Growth**

- Non-dilutive equity capital to finance new store openings
- Typical terms of Financial Partner model
  - Investor contributes financial capital required to open stores
  - Chanticleer contributes brand, operating model, management expertise
  - Investor receives 80% cash distributions until investment recouped, then 50%
  - Chanticleer receives 5% mgmt. fee + 20% cash distributions initially, then 50%
  
- EB5 Model
  - Similar to above, except Chanticleer share to 80% following investor recoup



## Stores Development Pipeline – Sites under Lease

### Little Big Burger (1200-2000 sq.ft)

Location	Timing
Hassalo on Eight - Portland, OR	Late 2016 / Early 2017 (EB5)
Platform District - Hillsboro, OR	Late 2016/Early 2017 (EB5)
Progress Ridge - Beaverton, OR	Late 2016 /Early 2017 (Fin Ptr)
Green Lake Village - Seattle, WA	2017 (Fin Ptr)
Two Additional Sites in negotiation, Seattle, WA	TBD (Fin Ptr)




### BGR (1500-2400 sq.ft)

Location	Timing
Mosaic District - Northern Virginia	Early 2017
Catholic University - Northern Virginia	Early 2017
*Franchisees – Multiple locations/Areas*	

### American Burger (2000-2500+ sq.ft)

Location	Timing
Prosperity Village – Charlotte, NC	Mid 2017 (EB5)

## Strong Unit Level Economics - Example New Store Proforma

			
	<b>American Burger</b>	<b>BGR</b>	<b>Little Big Burger</b>
Est. Revenue per store	\$ 850,000	\$ 825,000	\$ 700,000
Avg Size , sq ft.	2,500	1,800	1,400
Target EBITDA margin	15%	15%	20%
<b>EBITDA per unit</b>	<b>\$ 127,500</b>	<b>\$ 123,750</b>	<b>\$ 140,000</b>
Est. Initial Investment	\$ 450,000	\$ 400,000	\$ 250,000
Est. 15% TI allowance	\$ (67,500)	\$ (60,000)	\$ (37,500)
Est. Net Initial Investment	\$ 382,500	\$ 340,000	\$ 212,500
<b>Est. Cash on Cash return</b>	<b>33%</b>	<b>36%</b>	<b>66%</b>

## Investment Considerations

- Differentiated Regional Strategy
- Award Winning Regional Brands
- Strong Store Level Performance
- Improving Margins & Profitability
- Disciplined Growth and Operational Execution





**Investor Contact:**  
Institutional Marketing Services (IMS)  
Investor Relations  
(203) 972-9200  
[inesbett@institutionalms.com](mailto:inesbett@institutionalms.com)



**Thank You**  
**NASDAQ: HOTR**

**Investor Contact:**  
Chanticleer Holdings, Inc.  
Investor & Media Relations  
(704) 366-5122  
[ir@chanticleerholdings.com](mailto:ir@chanticleerholdings.com)



NASDAQ: HOTR

## Appendix - Q2 2016 Financials

	Three Months Ended					
	June 30, 2016			June 30, 2015		
	Amount	% of Revenue*	Amount	% of Revenue*	% Change	
Restaurant sales, net	\$ 10.5	97.9%	\$ 8.4	97.3%	26%	
Gaming income, net	0.1	0.9%	0.1	0.8%	37%	
Management fees	0.0	0.2%	0.0	0.3%	0%	
Franchise income	0.1	1.0%	0.1	1.6%	-	
<b>Total revenue</b>	<b>\$ 10.8</b>	<b>100.0%</b>	<b>\$ 8.6</b>	<b>100.0%</b>	<b>25%</b>	
Restaurant cost of sales	3.4	32.7%	2.9	34.5%	19%	
Restaurant operating expenses	5.7	54.5%	4.9	58.4%	17%	
Restaurant pre-opening and closing expenses	-	0.0%	0.3	4.0%	-100%	
General and administrative	1.4	12.8%	1.8	21.0%	-24%	
Depreciation and amortization	0.6	5.4%	0.3	3.2%	112%	
<b>Total expenses</b>	<b>11.1</b>	<b>103.6%</b>	<b>10.2</b>	<b>118.4%</b>	<b>9%</b>	
<b>Loss from operations</b>	<b>\$ (0.4)</b>		<b>\$ (1.6)</b>			
<b>Restaurant EBITDA</b>	<b>\$ 1.4</b>	<b>13%</b>	<b>\$ 0.7</b>	<b>8%</b>	<b>116%</b>	
<b>Adjusted EBITDA</b>	<b>\$ 0.2</b>	<b>2%</b>	<b>\$ (0.6)</b>	<b>-7%</b>	<b>133%</b>	
<b>EPS</b>	<b>\$ (0.03)</b>		<b>\$ (0.21)</b>		<b>86%</b>	

## Appendix - EBITDA Reconciliation

### Chanticleer Holdings, Inc. and Subsidiaries Reconciliation of Net Loss to EBITDA (Unaudited)

	Three Months Ended		Six Months Ended	
	June 30, 2016	June 30, 2015	June 30, 2016	June 30, 2015
Consolidated net loss	\$ (599,217)	\$ (2,623,945)	\$ (1,516,817)	\$ (4,627,682)
Interest expense	650,478	1,373,797	1,251,406	2,078,600
Income tax	51,405	(7,783)	85,398	(43,252)
Depreciation and amortization	577,942	272,306	1,148,332	619,255
<b>EBITDA</b>	<b>\$ 680,607</b>	<b>\$ (985,626)</b>	<b>\$ 968,363</b>	<b>\$ (1,973,029)</b>
Restaurant pre-opening and closing expenses	-	336,580	7,555	339,339
Change in fair value of derivative liabilities	(513,439)	(232,854)	(1,129,101)	(570,507)
Loss on extinguishment of debt	-	170,089	-	170,089
Equity in losses of investments	-	-	-	-
Asset impairment charge	-	-	-	-
Transaction-related expenses	-	384,430	98,399	820,145
Other income	27,706	(265,542)	19,940	(103,146)
<b>Adjusted EBITDA</b>	<b>\$ 194,875</b>	<b>\$ (592,922)</b>	<b>\$ (34,814)</b>	<b>\$ (1,317,509)</b>
General and administrative expenses	1,374,835	1,418,797	2,951,316	2,692,729
Franchise revenues	(103,387)	(134,939)	(285,930)	(150,998)
Management fee revenue	(25,000)	(25,000)	(50,000)	(50,000)
<b>Restaurant EBITDA</b>	<b>\$ 1,441,322</b>	<b>\$ 665,936</b>	<b>\$ 2,580,563</b>	<b>\$ 1,174,222</b>



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