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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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FORM S-8  
REGISTRATION STATEMENT  
Under the Securities Act of 1933

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**THE ONE GROUP HOSPITALITY, INC.**

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

14-1961545  
(I.R.S. Employer Identification No.)

1624 Market Street, Suite 311  
Denver, Colorado 80202  
(Address of principal executive offices, zip code)

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**2019 Equity Incentive Plan**  
(Full title of the plan)

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James M. Kearney  
Stoel Rives LLP  
760 SW Ninth Avenue, Suite 3000  
Portland, Oregon 97205  
(503) 294-9444

(Name, address and telephone number of agent for service)

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

Large Accelerated Filer   
Non-Accelerated Filer

Accelerated Filer   
Smaller Reporting Company   
Emerging Growth Company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards pursuant to Section 7(a)(2)(B) of the Securities Act.

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**PART I**

**INFORMATION REQUIRED IN THE  
SECTION 10(a) PROSPECTUS**

The document(s) containing the information specified in Part I of Form S-8 will be sent or given to participants as specified by Securities Act Rule 428(b)(1).

**PART II**

**INFORMATION REQUIRED IN THE  
REGISTRATION STATEMENT**

This Registration Statement is filed by The ONE Group Hospitality, Inc., a Delaware corporation (the "Company"), to register additional securities issuable under its 2019 Equity Incentive Plan and consists of only those items required by General Instruction E to Form S-8. The Company's Registration Statement on Form S-8 filed with the Securities and Exchange Commission on [January 6, 2014](#) (Commission File No. 333-193207) is incorporated herein by reference.

**Item 8. Exhibits.**

The attached Exhibit Index is incorporated herein by reference.

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## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Form S-8 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Denver, the State of Colorado, on June 27, 2022.

THE ONE GROUP HOSPITALITY, INC.

By: /s/ Emanuel P.N. Hilario

Name: Emanuel P. N. Hilario

Title: President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities indicated on June 27, 2022.

Each of the undersigned constitutes and appoints Emanuel P. N. Hilario, Tyler Loy and Christi Hing his or her true and lawful attorney and agent to do all things and to execute in his or her name all instruments that the attorney and agent may deem necessary or advisable to enable The ONE Group Hospitality, Inc. to comply with the Securities Act of 1933 and any requirements of the Securities and Exchange Commission (the "Commission") in connection with the registration under the Securities Act of 1933 of the securities referenced in this registration statement, including specifically, but without limitation, power and authority to sign his or her name to any amendment hereto and to file such amendment with the Commission; and the undersigned ratifies and confirms all that his or her attorney and agent shall do or cause to be done by virtue of this authority.

### Signature

### Title

/s/ Emanuel P.N. Hilario  
Emanuel P. N. Hilario

Director, President and Chief Executive Officer  
(Principal Executive Officer)

/s/ Tyler Loy  
Tyler Loy

Chief Financial Officer  
(Principal Financial Officer)

/s/ Christi Hing  
Christi Hing

Chief Accounting Officer  
(Principal Accounting Officer)

/s/ Jonathan Segal  
Jonathan Segal

Chairman of the Board

/s/ Dimitrios Angelis  
Dimitrios Angelis

Director

/s/ Eugene Bullis  
Eugene Bullis

Director

/s/ Susan Lintonsmith  
Susan Lintonsmith

Director

/s/ Haydee Olinger  
Haydee Olinger

Director

/s/ Michael Serruya  
Michael Serruya

Director

## EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
<a href="#">4.1*</a>	<a href="#">Amended and Restated Certificate of Incorporation (incorporated by reference to Form 8-K filed on June 5, 2014).</a>
<a href="#">4.2*</a>	<a href="#">Amended and Restated Bylaws (incorporated by reference to Form 8-K filed on October 25, 2011).</a>
<a href="#">5.1+</a>	<a href="#">Opinion of Stoel Rives LLP.</a>
<a href="#">23.1+</a>	<a href="#">Consent of Deloitte &amp; Touche LLP</a>
<a href="#">23.2+</a>	<a href="#">Consent of Plante &amp; Moran PLLC</a>
<a href="#">23.3+</a>	<a href="#">Consent of Stoel Rives LLP (included in Exhibit 5.1).</a>
<a href="#">24.1+</a>	<a href="#">Power of Attorney (included on signature page).</a>
<a href="#">99.1*</a>	<a href="#">The ONE Group Hospitality, Inc. 2019 Equity Incentive Plan (incorporated by reference to Appendix A to Proxy Statement filed April 8, 2022).</a>
<a href="#">107+</a>	<a href="#">Filing Fee Table.</a>

+ Filed herewith.

\* Incorporated by reference.



June 27, 2022

The ONE Group Hospitality, Inc.  
1624 Market Street, Suite 311  
Denver, Colorado 80202

We have acted as legal counsel for The ONE Group Hospitality, Inc. (the "Registrant") in connection with the preparation of a Registration Statement on Form S-8 (the "Registration Statement") under the Securities Act of 1933 covering 4,500,000 shares of Common Stock, \$0.0001 par value (the "Shares"), of the Registrant issuable under The ONE Group Hospitality, Inc. 2019 Equity Incentive Plan (the "Plan").

We have reviewed the corporate actions of the Registrant in connection with this matter and have examined the documents, corporate records, and other instruments we deemed necessary for the purposes of this opinion.

Based on the foregoing, it is our opinion that, the Shares are duly authorized by all necessary corporate action of the Registrant and, when issued and sold in accordance with the terms of the Plan, will be legally and validly issued, fully paid, and nonassessable.

We consent to the filing of this opinion as an exhibit to the Registration Statement.

Very truly yours,

/s/ STOEL RIVES LLP

Stoel Rives LLP

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Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated March 16, 2022 relating to the financial statements of The ONE Group Hospitality, Inc. and subsidiaries (the "Company") and the effectiveness of the Company's internal control over financial reporting, appearing in the Annual Report on Form 10-K of The ONE Group Hospitality, Inc. and subsidiaries for the year ended December 31, 2021.

/s/ Deloitte & Touche LLP

Denver, Colorado  
June 27, 2022

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Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in The One Group Hospitality, Inc. Registration Statements on Form S-8 filed June 27, 2022 of our report dated March 19, 2021, relating to the 2020 consolidated financial statements that appear in this Annual Report on Form 10-K.

/s/ Plante & Moran, PLLC

Boulder, Colorado  
June 27, 2022

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## Calculation of Filing Fee Tables

**S-8**  
(Form Type)

**The ONE Group Hospitality, Inc.**  
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered	Proposed Maximum Offering Price Per Unit <sup>(1)</sup>	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock	457(a)	4,500,000	\$8.04	\$36,180,000	.0000927	\$3,353.89
Total Offering Amounts					\$36,180,000		\$3,353.89
Total Fee Offsets							
Net Fee Due							\$3,353.89

(1) Pursuant to Securities Act Rules 457(c) and 457(h), the maximum offering price per share, the maximum aggregate offering price and the registration fee were calculated based upon the average of the high and low prices of the registrant's Common Stock on June 24, 2022, as quoted on the Nasdaq stock market website.