

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): June 19, 2014

THE ONE GROUP HOSPITALITY, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

000-52651
(Commission File Number)

14-1961545
(IRS Employer
Identification No.)

411 W. 14th Street, 2nd Floor
New York, New York 10014
(Address of principal executive offices and zip code)

Registrant's telephone number, including area code: (646) 624-2400

(Former name or former address, if changed since last report)

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 the 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.

Attached hereto as Exhibit 99.1 and incorporated by reference herein is an investor presentation of the Company.

The information set forth under this “Item 7.01. Regulation FD Disclosure,” including the exhibit attached hereto, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, nor shall it be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits

(d) *Exhibits.*

99.1 Investor Presentation of The ONE Group Hospitality, Inc., dated June 19, 2014.

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: June 19, 2014

THE ONE GROUP HOSPITALITY, INC.

By: /s/ Samuel Goldfinger

Name: Samuel Goldfinger

Title: Chief Financial Officer

EXHIBIT INDEX

Exhibit No.	Description
99.1	Investor Presentation of The ONE Group Hospitality, Inc., dated June 19, 2014

THE ONE GROUP

lifestyle hospitality

INVESTOR PRESENTATION

JUNE 2014



The ONE Group



We are a global hospitality company that develops and operates upscale, high-energy restaurants and turn-key food & beverage services for hospitality venues including hotels, casinos and other high end locations



The ONE Group Investment Highlights

Category Leading Restaurant Brand with Global Reach

Premier and Differentiated High-Energy Restaurant and Hospitality Concepts

Strong Performance and Industry-Leading Growth Metrics

Capital Efficient Model Drives Positive Returns

Attractive Food & Beverage Offerings Tailored for Hospitality Venues

International Platform for Future Growth

THEONEGROUP
hospitality experience

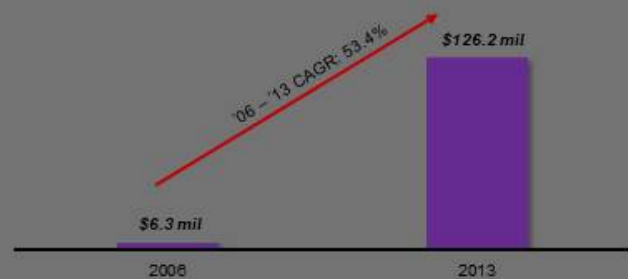
Our Company

- Opened our first venue in 2004
- Launched STK – Meatpacking in NYC, September 2006
- Including STK – Miami, our company operates 8 STK's
- Launched ONExperience™, our hospitality program, in 2010
- Currently operating in 4 hospitality venues
- Growing global footprint
- Since 2006 food and beverage sales CAGR over 50%

Our International Footprint



Total Food & Beverage Sales at Owned & Managed Units⁽¹⁾



⁽¹⁾ The One Group has both wholly-owned and partially-owned subsidiaries. Total Food & Beverage Sales at Owned & Managed Units refers to a non-GAAP measure of revenue, which represents our total revenue from owned operations as well as the revenue reported to us with respect to sales at our managed units where we earn management and incentive fees at these locations. For a reconciliation of GAAP Revenue to Total Food & Beverage Sales at Owned and Managed Units see the Appendix in this presentation.

General Information

Operating Cities

New York
Miami
Los Angeles
Atlanta
Las Vegas
Washington DC
Chicago
Orlando
London

Operational Landscape

Restaurants	16
Hospitality	4
Roof - Pools & Bars	6
Casino Venues	2

Corporate Landscape

Offices
New York
London

Management & Employees
1,500



26 Venues Open & Under Construction

STK - Restaurants

STK – Atlanta
STK – Los Angeles
STK – Las Vegas
STK – Miami
STK – Downtown NY
STK – Midtown NY
STK – London
STK – DC
STK – Disney
STK - Chicago

F & B Restaurants

Asellina – NY
Cucina Asellina - Atlanta
Cucina Asellina - London
Bagatelle – New York
Bagatelle – Los Angeles
Heliot Steak – London

Roofs - Pools & Bars

Radio – London
The Rooftop – Miami
Plunge – Midtown NY
STK Rooftop – NY
Marconi - London
Lola's Bar - London

Hospitality

The Perry – S. Beach, FL
Gansevoort – Park Ave, NY
Hippodrome Casino – UK
ME - London





STK®

...not your daddy's steakhouse

STK Overview: A Steakhouse with High Energy and a Great Vibe

- STK is a reinvention of the traditional steakhouse
- High-energy dining experience
- Greater emphasis on social dining by redefining the visitor profile
- Restaurants built around the bar, featuring DJ played music
- Targeted demographics
- High female to male customer mix



STK[®]
REBEL



STK Rebel Overview:

- Rebel is a more accessible STK
- Maintains the unique features, vibe and energy that have proven so successful for STK
- Broader menu priced to appeal to a wider market
- Smaller footprint and lower build-out cost
- Initially targeting primary cities and then focusing on secondary markets
- Expect to open first location in 12-18 months



STK Rebel



STK Rebel





HOSPITALITY FOOD & BEVERAGE SERVICES BUSINESS

F & B Hospitality Overview:

- Unique opportunity to leverage restaurant and hospitality expertise
- Manage F&B for hotels, casinos and hospitality venues
- Utilize company-branded restaurants or tailored concepts
- Generate high margin fee income with minimal capital expenditure
- Enables low risk testing of new concepts
- Target opportunities generating a minimum of \$10M in food & beverage sales

ME Hotel - London



Gansevoort Park – NYC



The Cosmopolitan – LV



Hippodrome - London



Turn-Key F & B Solutions for Hospitality Clients



the PERRY | SOUTH BEACH

THE COSMOPOLITAN™
OF LAS VEGAS

ASELLINA
GARNIER & CO.
Hospitality Services

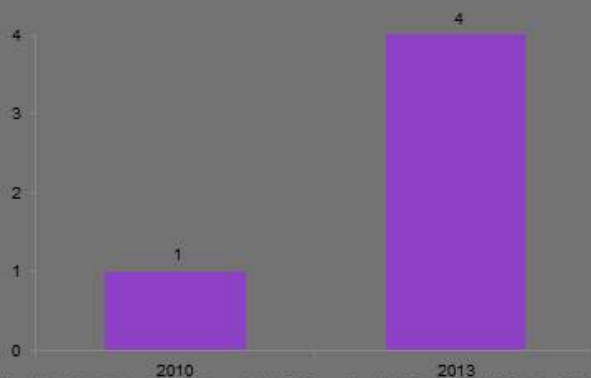
STK MARCONI
FRAPPE CUCINA
ASELLINA
Hospitality Services

HELOT STEAK HOUSE
Hospitality Services

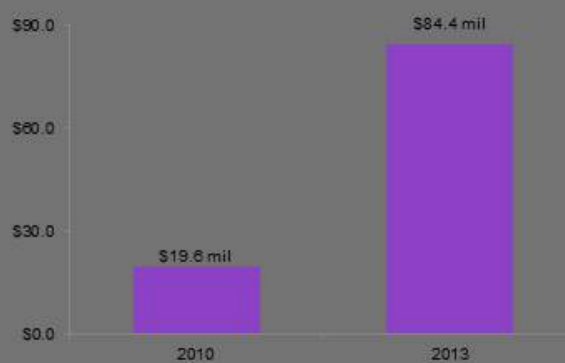
STK
Hospitality Services

STK

Hospitality Locations Open For a Full Year⁽¹⁾



Total Food & Beverage Sales at Managed Units⁽²⁾



(1) Hospitality locations open for a full year include: The Cosmopolitan Hotel, Garnier & Co. Park, ME London, The Hippodrome Casino and The Perry Hotel (temporarily closed in 2013).

(2) Total food and beverage sales at managed units represents the revenue reported to us with respect to sales at our managed locations where we earn management and incentive fees at these locations. The sales presented in this table are not included in our GAAP revenues.

A Leading Hospitality Company – ONEExperience™

RESTAURANTS

CLIENTS



Note: Bagatelle, Ganjevoort Park Rooftop, Marconi, Radio M, Asellina, Cucina Asellina and Heliot are jointly-owned and / or licensed brands

A Clear Market Leader



"Best American Restaurant"

Restaurant & Bar Design Awards

Best Restaurant or Bar in a Hotel & Overall Best Bar



"The Best New Restaurant in New York"

"A saucy spin on the steakhouse formula" – Zagat



"Best Places to Party this Summer"



Diners' Choice

2014 Top 100 Hot Restaurants
STK - Atlanta
STK - Las Vegas
STK - Los Angeles
STK - New York (MPD)



"Top 5 Steakhouse in NYC – STK New York"

"Best Steakhouse on the Strip"
– Las Vegas Review-Journal

"...You're only young once, people, so STK while you still can"
– Blue Tomato Reviews



Diners' Choice

2013 Top 100 Hot Restaurants
STK - Miami
STK - Las Vegas
STK - Los Angeles
STK - New York (MPD)



- BEST HOTEL OF THE YEAR
- BEST NEW HOTEL OPENING
- BEST HOTEL SUITE (SUITE ME)

2013 AWARD WINNER AT THE EUROPEAN HOSPITALITY AWARDS

Targeted Unit Economics

	Current
Same Store Sales Growth	1% to 2%
Food & Beverage Costs	26.5% to 27.0%
Unit Operating Expense	59% to 60%

TARGETED

Revenue
 EBITDA
 Average Cash Investment ⁽¹⁾
 ROI
 Management Fees
 Incentive Fees
 Management & Incentive Fee Revenues

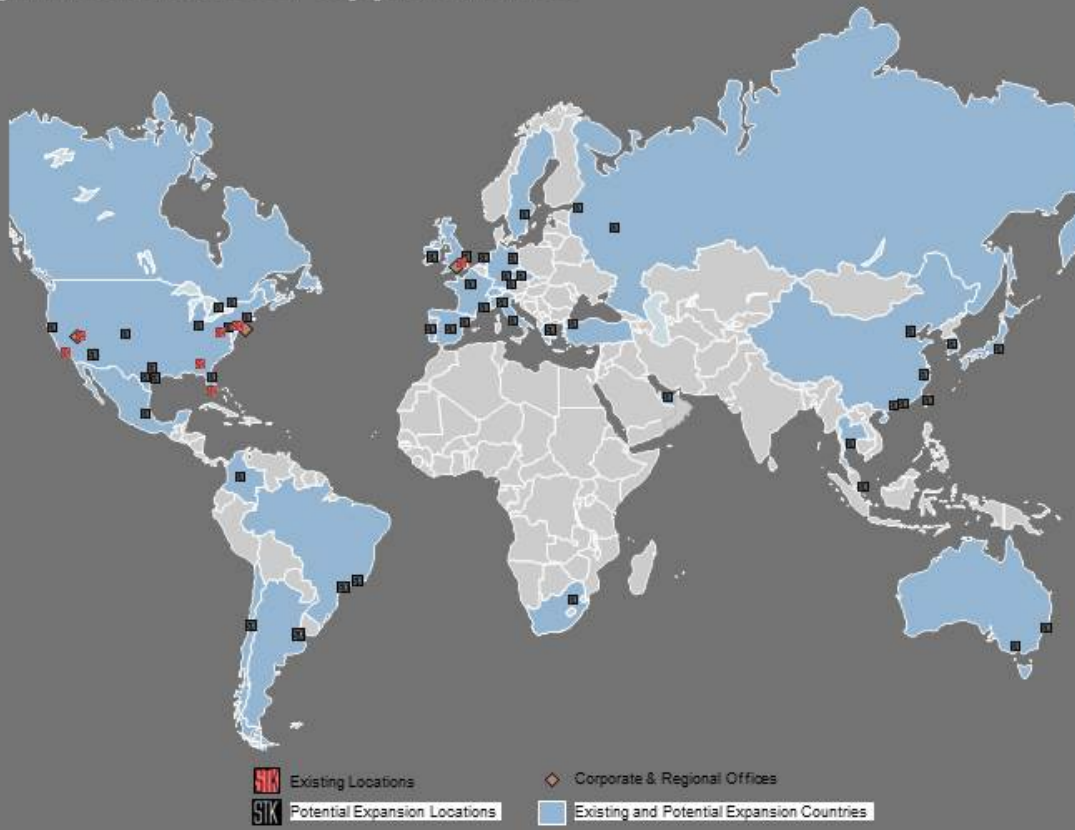
	STK	Rebel	Hospitality F&B Services
Revenue	\$9.0 mil	\$5.0 mil	--
EBITDA	\$2.0 mil	\$1.0 mil	--
Average Cash Investment ⁽¹⁾	\$3.8 mil	\$2.5 mil	<\$500,000
ROI	53%	40%	--
Management Fees	--	--	5.0% to 6.5%
Incentive Fees	--	--	>15%
Management & Incentive Fee Revenues	--	--	>\$500,000

(1) Excludes pre-opening expenses and net of tenant improvements allowances



GROWTH STRATEGY

Significant Global Opportunities



Expansion Goals

- Expect to open as many as two to three STKs per year over the next three years
- 2014 development
 - STK Washington DC opened on April 25
 - STK Miami scheduled to reopen in 4Q14
- 2015 development
 - STK Disney
 - STK Chicago
 - Multiple other development projects in negotiation
- Launch STK Rebel as a secondary growth vehicle
- Plan to launch at least one hospitality contract every 12-18 months



Seasoned Management Team with Proven Track Record

Name	Position	Previous Experience
Michael Serruya	Non-Executive Chairman	<ul style="list-style-type: none"> Co-founder, past Chairman, President, Chief Executive Officer and Director of CoolBrands Former President, Chief Executive Officer and Chairman of Yogen Früz World-Wide Director of Jamba, Inc. (parent company of Jamba Juice Company), a Director and member of the Audit Committee of Response Genetics, and Chairman and Co-CEO of Kahala Corp
Jonathan Segal	Founder, CEO	<ul style="list-style-type: none"> Over 35 years experience in hospitality industry Co-founder of The International Travel Group through a successful merger of Expotel Hotel Reservations and Room Center Developed and expanded The Modern Group, a UK based Hospitality company Ernst & Young Entrepreneur of the Year 2013 (New York)
Sam Goldfinger	CFO	<ul style="list-style-type: none"> Over 23 years experience in hospitality industry and over 3 years with The ONE Group Previously CFO of The Smith & Wollensky Restaurant Group Prior public company experience having taken Smith & Wollensky public in 2001
John Inerra	COO	<ul style="list-style-type: none"> Over 25 years experience in food and beverage operations Previously EVP of Restaurant Group of Kimpton Hotels Oversaw 60 restaurants, bars and lounges in 24 cities across the United States, managing all aspects of day-to-day restaurant operations, marketing, finance and public relations, as well as new restaurant development
Celeste Fierro	Senior Vice President	<ul style="list-style-type: none"> Over 15 years experience in hospitality industry 9 years with The ONE Group 6 years experience in events management
Sharon Segal	Corporate Director (Europe)	<ul style="list-style-type: none"> Over 15 years experience in investment markets, specializing in the hospitality & leisure industry Roles have included non-executive directorships in small private hospitality companies 3 years with The ONE Group
Quincy Fitzwater	Senior Director of Operations (Europe)	<ul style="list-style-type: none"> Over 23 years experience in hospitality industry 7 years with The ONE Group
Jon Yantin	Commercial Director (Europe)	<ul style="list-style-type: none"> Over 20 years experience in hospitality industry 4 years with The ONE Group Previous public and private company experience at Novus Leisure and Chicago Rib Shack focusing on strategy, commercial and brand development, sales and operations

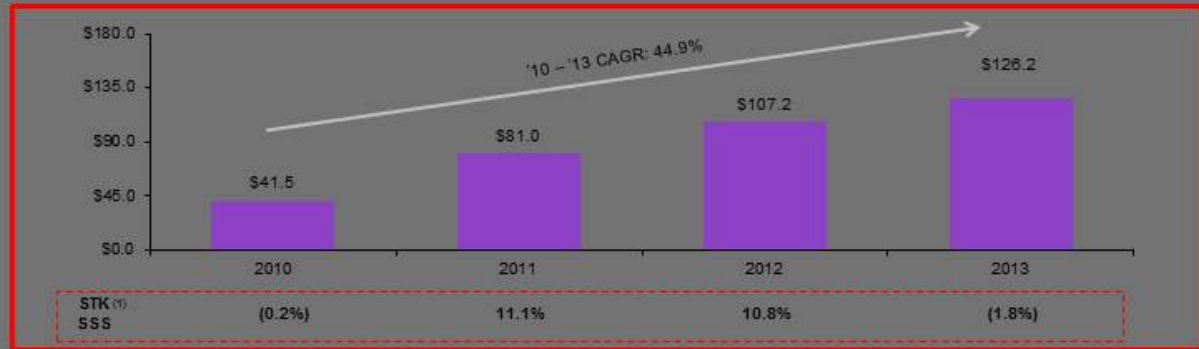


FINANCIAL PERFORMANCE

Strong Revenue Performance

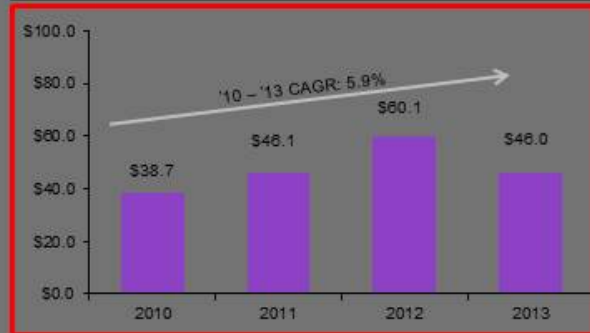
(\$Millions)

Total Food & Beverage Sales at Owned & Managed Units (2)



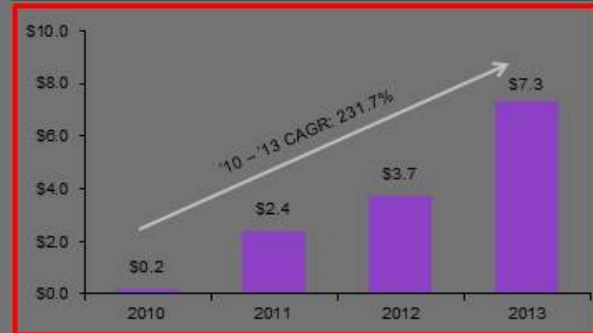
(\$Millions)

GAAP Revenue



(\$Millions)

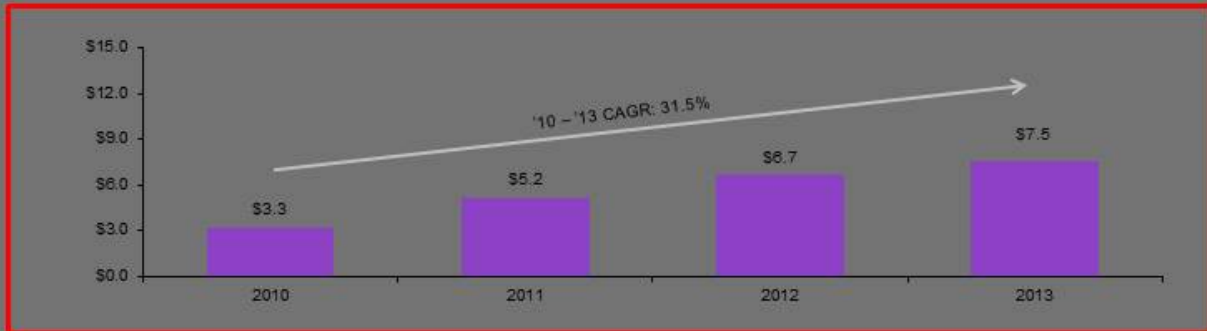
Management & Incentive Fee Revenue



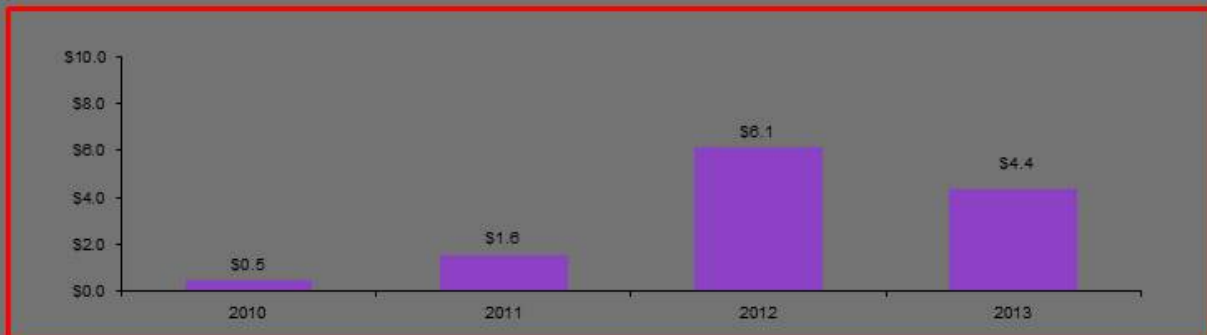
(1) STK SSS includes all STK restaurants that have been open for 18 months as of their date but excludes STK Miami.
 (2) See footnote 1 on slide 5 for definition of Total Food & Beverage Sales at Owned and Managed Units

Adjusted EBITDA and Net Income

TOG Adjusted EBITDA⁽¹⁾



TOG Adjusted Net Income⁽¹⁾



⁽¹⁾ See Appendix for definition of Adjusted EBITDA and Adjusted Net Income and for reconciliation to GAAP Net Income (Loss)

Delivering Potential Value For Shareholders





APPENDIX

Historical GAAP Income Statement

(\$Millions)

	FYE December 31,		
	2011A	2012A	2013A
Revenues:			
Owned unit net revenues	\$ 43.7	\$ 56.4	\$ 38.8
Management and incentive fee revenue	2.4	3.7	7.3
Total revenue	\$ 46.1	\$ 60.1	\$ 46.0
Cost and expenses:			
Owned operating expenses:			
Food and beverage costs	10.5	14.3	10.0
Unit operating expenses	26.9	32.6	24.7
General and administrative	1.9	2.2	10.8
Depreciation and amortization	1.7	7.4	1.6
Management and royalty fees	0.4	0.3	0.1
Pre-opening expenses	1.2	0.1	0.8
Transaction costs	—	—	4.6
Equity in (income) loss of investee companies	0.1	0.1	(0.9)
Derivative expense	—	—	10.1
Interest expense, net of interest income	0.4	0.7	0.8
Other expense (income)	0.1	(4.8)	(0.7)
Total costs and expenses	\$ 43.1	\$ 52.9	\$ 62.0
Income (loss) from continuing operations before provision for income taxes	\$ 3.0	\$ 7.2	\$ (16.0)
Provision for income taxes	0.2	0.0	0.5
Income (loss) from continuing operations	\$ 2.8	\$ 7.2	\$ (16.5)
Loss from discontinued operations, net of taxes	0.9	10.0	5.4
Net (loss) income	\$ 1.9	\$ (2.8)	\$ (21.9)
Less: net (loss) attributable to non-controlling interest	0.9	(0.4)	(0.4)
Net (loss) income attributable to THE ONE GROUP	\$ 1.0	\$ (2.3)	\$ (21.5)
Other comprehensive income (loss)			
Currency translation adjustment	0.0	(0.0)	0.1
Comprehensive (loss) income	\$ 1.0	\$ (2.4)	\$ (21.4)

Historical GAAP Balance Sheet

(\$Millions)

	FYE December 31,		
	2011A	2012A	2013A
Assets:			
Cash and cash equivalents	\$ 1.7	\$ 1.0	\$ 11.7
Accounts receivable, net	2.3	3.4	2.9
Inventory	1.2	1.4	1.0
Other current assets	0.1	0.3	0.8
Due from related parties	0.2	0.1	0.2
Total Current Assets	\$ 5.5	\$ 6.2	\$ 16.7
Property, plant & equipment, net	19.0	13.6	13.4
Investments	1.8	1.8	2.5
Deferred tax assets	0.1	0.3	0.2
Other assets	0.3	0.9	1.3
Security deposits	0.8	1.0	1.0
Total Assets	\$ 27.6	\$ 24.0	\$ 35.2
Liabilities & Equity:			
Cash overdraft	0.1	0.6	0.3
Member loans, current portion	0.0	5.0	—
Notes payable, current portion	0.3	0.3	0.0
Line of Credit	1.3	2.5	4.3
Accounts payable	3.3	4.4	2.7
Accrued expenses	2.2	2.4	3.1
Debt to related parties	0.0	0.5	0.0
Deferred revenue	0.1	0.0	0.0
Total Current Liabilities	\$ 7.4	\$ 15.8	\$ 10.5
Capital leases, net of current portion	0.0	—	—
Notes payable, net of current portion	0.0	0.0	—
Member loans, net of current portion	4.5	—	—
Other long-term liabilities	0.0	0.0	0.0
Derivative liability	—	—	10.1
Deferred rent payable	6.7	5.7	6.3
Total Liabilities	\$ 18.7	\$ 21.5	\$ 27.0
Stockholders' Equity:			
Total stockholders' equity	1.8	(1.1)	7.9
Non-controlling interest	7.1	3.5	0.3
Total Stockholders' Equity including non-controlling interest	\$ 8.9	\$ 2.5	\$ 8.2
Total Liabilities and Stockholders' Equity	\$ 27.6	\$ 24.0	\$ 35.2

Adjusted EBITDA Reconciliation

(\$Millions)

	FYE December 31,		
	2011A	2012A	2013A
Net (loss) income attributable to THE ONE GROUP	\$1.0	(\$2.3)	(\$21.5)
Net (loss) attributable to noncontrolling interest	\$0.9	(\$0.4)	(\$0.4)
Net (loss) income	\$1.9	(\$2.8)	(\$21.9)
Interest expense, net of interest income	\$0.4	\$0.7	\$0.8
Provision for income taxes	\$0.2	\$0.0	\$0.5
Depreciation and amortization	\$1.7	\$7.4	\$1.6
EBITDA	\$4.2	\$5.3	(\$19.0)
Deferred rent ⁽¹⁾	0.9	(1.4)	0.5
Pre-opening expenses	1.2	0.1	0.8
Non-recurring gain ⁽²⁾	0.0	(5.0)	—
Loss from discontinued operations	0.9	10.0	5.4
Non-consolidating investee company adjustment ⁽⁴⁾	0.3	—	—
Discontinued operations adjustment ⁽³⁾	0.1	—	—
Non-recurring transaction costs ⁽⁵⁾	—	—	4.6
Transaction control premium costs	—	—	5.0
Derivative expense	—	—	10.1
Transaction sign on bonuses	—	—	0.8
Stock based compensation	—	—	0.1
Restricted stock grant	—	—	0.3
Adjusted EBITDA	7.6	9.0	8.6
Adjusted EBITDA attributable to noncontrolling interest	2.4	2.3	1.1
Adjusted EBITDA attributable to THE ONE GROUP	\$5.2	\$6.7	\$7.5

(1) Deferred rent is included in occupancy expense on the statement of income.

(2) Non-recurring gain is included in other income on the statement of income.

(3) For the purposes of calculating Adjusted EBITDA, only those units that were either closed, or a determination was made by us to close those units as of December 31st of the respective year, should be included in Loss from Discontinued Operations, which we have added back to EBITDA in our calculation. However, if certain units were still in operation at the end of the year and no determination had been made to close such units as of the end of that year, then that portion of the Loss from Discontinued Operations attributable to such units should not be added back. Accordingly, the "discontinued operations adjustment" for Adjusted EBITDA reflects the deduction of such portion of Net (Loss) Income attributable to those operations in order to be more truly reflective of our operating performance for all of our existing operations as of the end of the period. In our calculation of Adjusted EBITDA, we have added back the pre-opening expenses, deferred rent, interest expense, income taxes and depreciation attributable to the Net (Loss) Income for those same units that were still in operation at the end of the year and no determination had been made to close such units as of the end of such year.

(4) For the purpose of calculating Adjusted EBITDA, we add back depreciation and amortization, taxes, deferred rent and preopening expenses for non-consolidating investee companies. We add back these expense items of our non-consolidated investee companies in order to eliminate certain non-cash items and to properly reflect the underlying business performance and our portion of these items. We calculate our effective share of these costs by taking the sum of depreciation, interest, taxes, deferred rent and pre-opening costs and multiplying it by our ownership percentage.

(5) Transaction costs incurred relating to the merger.

Adjusted Net Income Reconciliation

(\$Millions)

	FYE December 31,		
	2011A	2012A	2013A
Net (loss) income attributable to THE ONE GROUP	\$1.0	(\$2.3)	(\$21.5)
Net (loss) attributable to noncontrolling interest	\$0.9	(\$0.4)	(\$0.4)
Net (loss) income	\$1.9	(\$2.8)	(\$21.9)
Non-recurring gain ⁽¹⁾	\$0.0	(\$5.0)	--
Non-recurring acceleration of depreciation	\$0.0	\$5.2	--
Loss from discontinued operations, net of taxes	\$0.9	\$10.0	\$5.4
Discontinued operations adjustment ⁽²⁾	(\$0.2)	--	--
Non-recurring transaction costs ⁽³⁾	--	--	\$4.6
Transaction control premium cost	--	--	\$5.0
Derivative expense	--	--	\$10.1
Transaction sign on bonuses	--	--	\$0.8
Stock based compensation	--	--	\$0.1
Restricted stock grant	--	--	\$0.3
Adjusted Net income	\$2.5	\$7.5	\$4.3
Adjusted Net (loss) income attributable to non-controlling interest	1.0	1.3	(0.1)
Adjusted Net income attributable to THE ONE GROUP	\$1.6	\$6.1	\$4.4

(1) Non-recurring gain is included in other income on the statement of income.

(2) For the purposes of calculating Adjusted Net Income (Loss), only those units that were either closed, or a determination was made by us to close those units as of December 31st of the respective year, should be included in Loss from Discontinued Operations. As such, we have provided for an adjustment so that Adjusted Net Income (Loss) reflects losses or income from operations for units opened or which no determination was made to close as of December 31st of that year. We use this metric to help understand operating performance reflecting all operations as of year end.

(3) Transaction costs incurred relating to the merger.

Total Food and Beverage Sales at Owned and Managed Units Reconciliation

(\$Millions)

	FYE December 31,		
	2011A	2012A	2013A
Owned Unit Net Revenue (a)	\$43.7	\$56.4	\$38.7
Management and Incentive Fee Revenue	<u>2.4</u>	<u>3.7</u>	<u>7.3</u>
GAAP Revenue	<u>46.1</u>	<u>60.1</u>	<u>46.0</u>
Food & Beverage Sales at Managed Units (a)	37.3	49.8	84.4
Net Revenue from Discontinued Operations (a)	<u>0.0</u>	<u>1.0</u>	<u>3.1</u>
Total Food & Beverage Sales at Owned and Managed Units	<u>\$81.0</u>	<u>\$107.2</u>	<u>\$126.2</u>

(a) Components of Total Food & Beverage Sales at Owned and Managed Units