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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**  
Pursuant to Section 13 or Section 15(d)  
of the Securities Exchange Act of 1934  
Date of Report (Date of earliest event reported): January 19, 2016

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

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Delaware  
(State or other jurisdiction  
of incorporation)

000-52561  
(Commission  
File Number)

14-1961545  
(IRS Employer  
Identification No.)

411 W. 14<sup>th</sup> Street, 2<sup>nd</sup> Floor  
New York, New York 10014  
(Address of principal executive offices)

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

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

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation to the registrant under any of the following provisions:

- 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))
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**Item 8.01. Other Items.**

On January 19, 2016, The ONE Group Hospitality, Inc. (“The ONE Group” or the “Company”) issued a press release announcing the commencement of a rights offering (the “Rights Offering”) of non-transferable subscription rights to holders of record of its common stock as of January 15, 2016 to purchase up to 1,454,545 shares of The ONE Group’s common stock. A copy of the press release is filed as Exhibit 99.7 hereto. In connection with the Rights Offering, The ONE Group is filing items included as exhibits 5.1 and 99.1 through 99.7 to this Current Report on Form 8-K for the purpose of incorporating such items as exhibits to The ONE Group’s Registration Statement on Form S-3 (Registration No. 333-203429), to which the prospectus supplement dated January 19, 2016 relating to the Rights Offering is a part. The Company expects to utilize the net proceeds of the Rights Offering to primarily fund the planned development of the Company’s future STK restaurants.

**Item 9.01. Financial Statements and Exhibits.****(d) Exhibits.**

- 5.1 Opinion of Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.
  - 99.1 Form of Rights Certificate
  - 99.2 Form of Letter to Stockholders who are Record Holders
  - 99.3 Form of Letter to Stockholders who are Beneficial Holders
  - 99.4 Form of Letter to Clients of Stockholders who are Beneficial Holders
  - 99.5 Form of Nominee Holder Certification Form
  - 99.6 Form of Beneficial Owner Election Form
  - 99.7 Press Release, dated January 19, 2016
-

**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: January 19, 2016

THE ONE GROUP HOSPITALITY, INC.

By: /s/ Samuel Goldfinger

Name: Samuel Goldfinger

Title: Chief Financial Officer

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## **Exhibit Index**

- 5.1 Opinion of Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.
  - 99.1 Form of Rights Certificate
  - 99.2 Form of Letter to Stockholders who are Record Holders
  - 99.3 Form of Letter to Stockholders who are Beneficial Holders
  - 99.4 Form of Letter to Clients of Stockholders who are Beneficial Holders
  - 99.5 Form of Nominee Holder Certification Form
  - 99.6 Form of Beneficial Owner Election Form
  - 99.7 Press Release, dated January 19, 2016
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Chrysler Center  
666 Third Avenue  
New York, NY 10017  
212-935-3000  
212-983-3115 fax  
www.mintz.com

January 19, 2016

The ONE Group Hospitality, Inc.  
411 West 14<sup>th</sup> Street, 2<sup>nd</sup> Floor  
New York, NY 10014

Ladies and Gentlemen:

We have acted as counsel to The ONE Group Hospitality, Inc., a Delaware corporation (the "Company"), in connection with the preparation and filing with the Securities and Exchange Commission (the "Commission") of (i) a Registration Statement on Form S-3, Registration No. 333-203429 (the "Registration Statement"), as amended on May 11, 2015 and declared effective on May 22, 2015; (ii) the Prospectus Supplement, dated January 19, 2016 (the "Prospectus Supplement"), of the Company, filed under Rule 424(b) promulgated under the Securities Act of 1933, as amended (the "Securities Act") related to the issuance and sale by the Company of non-transferable subscription rights (the "Subscription Rights") to purchase up to 1,454,545 shares of common stock, par value \$0.01 per share (the "Rights Shares") and (iii) the current report on Form 8-K dated January 19, 2016 (the "Form 8-K") pertaining to the offering of the Subscription Rights and Rights Shares (the "Rights Offering") which includes this opinion letter as an exhibit and results in it being filed by the Company with the Commission as Exhibit 5.1 to the Registration Statement by incorporation by reference. This opinion is being rendered in connection with the filing of the Prospectus Supplement. All capitalized terms used herein and not otherwise defined shall have the respective meanings given to them in the Prospectus Supplement.

In connection with this opinion, we have examined the Registration Statement, the base prospectus contained in the Registration Statement (the "Base Prospectus"), the Prospectus Supplement, the form of subscription rights certificate, which evidences the Subscription Rights (the "Subscription Rights Certificate"), the Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws of the Company, both as currently in effect, minutes of meeting of the stockholders and the Board of Directors of the Company as provided to us by the Company, stock record books of the Company as provided to us by the Company and such other documents as we have deemed necessary for purposes of rendering the opinions in the letter.

In our examination, we have assumed the genuineness of all signatures, the legal capacity of natural persons, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified, photostatic or facsimile copies and the authenticity of the originals of such copies.

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**January 19, 2016**

Page 2

Based upon the foregoing and subject to the limitations set forth below, we are of the opinion that:

1. The Subscription Rights, when issued in accordance with the terms of the Subscription Rights Certificate and in the manner contemplated by the Registration Statement, including the Base Prospectus and Prospectus Supplement, will be validly issued and valid and binding obligations of the Company, enforceable against the Company in accordance with their terms.
2. The Rights Shares, when issued and delivered against payment therefor, in accordance with the terms of the Subscription Rights Certificate and in the manner contemplated by the Registration Statement, including the Base Prospectus and Prospectus Supplement, will be validly issued, fully paid and non-assessable.

Our opinion is limited to the General Corporation Law of the State of Delaware and the federal laws of the United States of America, and we express no opinion with respect to the laws of any other jurisdiction. No opinion is expressed herein with respect to the qualification of the Shares under the securities or blue sky laws of any state or any foreign jurisdiction.

It is understood that this opinion is to be used only in connection with the offer and sale of the Subscription Rights and the Rights Shares while the Registration Statement is in effect.

We are opining only as to matters expressly set forth herein, and no opinion should be inferred as to any other matters. This opinion is rendered as of the date hereof and is based upon currently existing statutes, rules, regulations and judicial decisions. We disclaim any obligation to advise you of any change in any of these sources of law or subsequent legal or factual developments that affect any matters or opinions set forth herein.

We understand that you wish to file this opinion as an exhibit to the Form 8-K, and we hereby consent thereto. We hereby further consent to the reference to us under the caption "Legal Matters" in the Prospectus Supplement and in any amendment or supplement thereto. In giving such consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission.

Sincerely,

/s/ Mintz, Levin, Cohn, Ferris  
Glovsky and Popeo, P.C.

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**RIGHTS CERTIFICATE #:**

**NUMBER OF RIGHTS:**

THE TERMS AND CONDITIONS OF THE RIGHTS OFFERING ARE SET FORTH IN THE COMPANY’S PROSPECTUS SUPPLEMENT DATED JANUARY 19, 2016 (AS THE SAME MAY BE AMENDED, THE “**PROSPECTUS SUPPLEMENT**”) AND ARE INCORPORATED HEREIN BY REFERENCE. COPIES OF THE PROSPECTUS SUPPLEMENT AND BASE PROSPECTUS ARE AVAILABLE UPON REQUEST FROM MORROW & CO. LLC., THE INFORMATION AGENT.

**THE ONE GROUP HOSPITALITY, INC.**  
**(Incorporated under the laws of the State of Delaware)**  
**Non-transferable SUBSCRIPTION RIGHTS CERTIFICATE**


Evidencing non-transferable Subscription Rights, each to Purchase Shares of Common Stock of The ONE Group, Hospitality, Inc.  
Subscription Price: \$2.75 per Share


THE SUBSCRIPTION RIGHTS IS EXPECTED TO EXPIRE IF NOT EXERCISED ON OR BEFORE 5:00 P.M., NEW YORK CITY TIME, ON FEBRUARY 5, 2016, SUBJECT TO EXTENSION OR EARLIER TERMINATION. THIS CERTIFIES THAT the registered owner whose name is inscribed hereon and is the owner of the number of subscription rights (“**Rights**”) set forth above. Each Right entitles the holder thereof to subscribe for and purchase (the “**Basic Subscription Right**”) one share of common stock, par value of \$0.0001 per Share, (“**Common Stock**”), of The ONE Group Hospitality, Inc., a Delaware corporation, at a subscription price of \$2.75 per Share (the “**Subscription Price**”), pursuant to a rights offering (the “**Rights Offering**”), on the terms and subject to the conditions set forth in the Prospectus Supplement. Holders who fully exercise their Basic Subscription Rights are entitled to subscribe for additional shares of Common Stock that remain unsubscribed for as a result of any unexercised Basic Subscription Rights pursuant to the terms and conditions of the Rights Offering, distributed proportionately among stockholders who exercised their over subscription rights, as described in the Prospectus Supplement (the “**Oversubscription Right**”). The Rights represented by this Subscription Rights Certificate may be exercised by completing the appropriate forms on the reverse side hereof and by returning the full payment of the subscription price for each share of Common Stock. If the subscriber attempts to exercise its Oversubscription Rights and the Company is unable to issue the subscriber the full amount of shares of Common Stock requested, the Subscription Agent will return to the subscriber any excess funds submitted as soon as practicable, without interest or deduction.

This Subscription Rights Certificate is not valid unless countersigned by Continental Stock Transfer & Trust Company, the subscription agent.

WITNESS the seal of The ONE Group Hospitality, Inc. and the signatures of its duly authorized officers.

COUNTERSIGNED AND REGISTERED:

  
\_\_\_\_\_  
Jonathan Segal, President and Chief Executive Officer

  
\_\_\_\_\_  
Sonia Low, Secretary

By: \_\_\_\_\_  
**CONTINENTAL STOCK TRANSFER & TRUST COMPANY**

**FORM ELECTION TO PURCHASE**

**PLEASE PRINT ALL INFORMATION CLEARLY AND LEGIBLY.**

The registered holder of this Rights Certificate is entitled to exercise the number of Rights shown in the upper right hand corner of the Subscription Rights Certificate and may subscribe for additional shares of Common Stock upon the terms and conditions specified in the Prospectus Supplement. The undersigned hereby notified the Subscription Agent of its irrevocable election to subscribe for shares of Common Stock in the following amounts: To subscribe for shares of Common Stock pursuant to your Basic Subscription Right, please complete lines (a) and (c) below. To subscribe for shares pursuant to your Oversubscription Right, please also complete line (b).

**(a) EXERCISE OF BASIC SUBSCRIPTION RIGHT**

	NUMBER OF SHARES OF COMMON STOCK	x	SUBSCRIPTION PRICE	=	PAYMENT
Basic Subscription Right	_____		\$ 2.75		\$ _____

**(b) EXERCISE OF OVERSUBSCRIPTION RIGHT: If you have exercised your Basic Subscription Right in full and wish to subscribe for additional Shares pursuant to your Oversubscription Right**

	NUMBER OF SHARES OF COMMON STOCK	x	SUBSCRIPTION PRICE	=	PAYMENT
Oversubscription Right	_____		\$ 2.75		\$ _____

**(c) TOTAL AMOUNT OF PAYMENT ENCLOSED \$ \_\_\_\_\_**

**The undersigned acknowledges receipt of the Prospectus Supplement, dated January 19, 2016, in connection with the Rights Offering and agrees to its terms.**

**Signature(s) of Subscriber(s)** \_\_\_\_\_

**IMPORTANT: THE SIGNATURE(S) MUST CORRESPOND IN EVERY PARTICULAR, WITHOUT ALTERATION, WITH THE NAME(S) AS PRINTED ON THE FRONT OF THIS RIGHTS CERTIFICATE.**

If signature is by trustee(s), executor(s), administrator(s), guardian(s), attorney(s)-in-fact, agent(s), officer(s) of a corporation or another acting in a fiduciary or representative capacity, please provide the following information (please print). See the instructions.

Name(s): \_\_\_\_\_

Capacity (Full Title): \_\_\_\_\_

**METHOD OF PAYMENT (CHECK ONE):**

- CASHIER'S OR CERTIFIED CHECK DRAWN ON A U.S. BANK
  - Wire transfer of immediately available funds directly to the account maintained by Continental Stock Transfer & Trust Company, as Subscription Agent, for purposes of accepting subscriptions in this Rights Offering at JP Morgan Chase Bank, ABA: 021000021, Account #: 475-586247, Continental Stock Transfer FBO The ONE Group Hospitality, Inc., with reference to the rights holder's name
  - U.S. POSTAL MONEY ORDER
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**DELIVERY TO DIFFERENT ADDRESS:** If you wish for the Common Stock underlying your subscription rights, a certificate representing unexercised subscription rights to be delivered to an address different from that shown on the face of this Subscription Rights Certificate, please enter the alternate address below, sign and have your signature guaranteed

**SIGNATURE GUARANTEED:** \_\_\_\_\_ **Signature(s):** \_\_\_\_\_

IMPORTANT: The signature(s) should be guaranteed by an eligible guarantor institution (bank, stock broker, savings & loan association or credit union) with membership in an approved signature guarantee medallion program pursuant to Rule 17Ad-15 under the Securities Exchange Act of 1934, as amended. FOR INSTRUCTIONS ON THE USE OF THE ONE GROUP HOSPITALITY, INC. SUBSCRIPTION RIGHTS CERTIFICATES, CONSULT MORROW & CO., LLC THE INFORMATION AGENT, AT (877) 366-1576 and banks and brokerage firms may call (203) 658-9400 OR BY EMAIL (stks.info@morrowco.com).

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THE ONE GROUP HOSPITALITY, INC.  
411 W. 14<sup>th</sup> Street, 2<sup>nd</sup> Floor  
New York, New York 10014

January 19, 2016

Dear Common Stock holder:

Enclosed are the prospectus supplement, dated January 19, 2016 (as the same may be amended, the “**Prospectus Supplement**”), and other materials relating to the rights offering (the “**Rights Offering**”) by THE ONE GROUP HOSPITALITY, INC. (the “**Company**”) to the holders of record of its common stock, par value \$0.0001 per share (the “**Common Stock**”, such record holders of the Company’s Common Stock, the “**Record Holders**”). Record Holders as of January 15, 2016 (the “**Record Date**”) will receive at no charge non-transferable subscription rights (the “**Subscription Rights**”) to purchase up to an aggregate of 1,454,545 shares of Common Stock (the “**Shares**”) at a subscription price of \$2.75 per Share (the “**Subscription Price**”) for up to aggregate gross proceeds to the Company of approximately \$4,000,000. Each Record Holder will receive one Subscription Right for each 17.16861 shares of Common Stock held, on the Record Date. Each Subscription Right will entitle the Record Holder to purchase one Share at the Subscription Price (the “**Basic Subscription Right**”).

Please carefully review the Prospectus Supplement and other materials and the instructions below, which describe how you can participate in the Rights Offering. You will be able to exercise your Subscription Rights to purchase additional shares of the Company’s Common Stock only during a limited period. You will find answers to some frequently asked questions about the Rights Offering in the Prospectus Supplement. The exercise of Subscription Rights is irrevocable.

The Rights Offering is expected to expire at 5:00 p.m., New York City time, on February 5, 2016 (the “**Expiration Date**”), subject to extension and earlier termination. After the Expiration Date, unexercised Subscription Rights will be null and void. The Company will not be obligated to honor any purported exercise of the Subscription Rights received by Continental Stock Transfer & Trust Company (the “**Subscription Agent**”) after 5:00 p.m., New York City time, on the Expiration Date, regardless of when the documents relating to such exercise were sent.

There is no minimum number of Shares you must purchase. If you exercise your Basic Subscription Rights in full, you may also subscribe for additional Shares that remain unsubscribed at the Expiration Date at the same Subscription Price, subject to certain limitations (the “**Oversubscription Right**”). If an insufficient number of Shares is available to fully satisfy all Oversubscription Right exercises, the available Shares will be allocated proportionately among those who exercise their Oversubscription Rights based on the number of Shares each such person subscribed for under the Basic Subscription Right. See “*The Rights Offering — Oversubscription Rights*” in the Prospectus Supplement.

The number of Subscription Rights to which you are entitled is printed on the face of your Subscription Rights Certificate. You should indicate your wishes with regard to the exercise of your Subscription Rights by completing the appropriate portions of your Subscription Rights Certificate and/or Beneficial Owner Election Form and returning it to the Subscription Agent in the envelope provided pursuant to the procedures described herein.

**YOUR SUBSCRIPTION RIGHTS CERTIFICATE AND SUBSCRIPTION PRICE PAYMENT, BY CASHIER’S OR CERTIFIED CHECK DRAWN ON A U.S. BANK, U.S. POSTAL MONEY ORDER OR BY WIRE TRANSFER OF IMMEDIATELY AVAILABLE FUNDS, MUST BE ACTUALLY RECEIVED BY THE SUBSCRIPTION AGENT, PRIOR TO 5:00 P.M., NEW YORK CITY TIME, ON THE EXPIRATION DATE. ONCE A RECORD HOLDER HAS EXERCISED THE BASIC SUBSCRIPTION RIGHT AND THE OVERSUBSCRIPTION RIGHT, SUCH EXERCISE MAY NOT BE REVOKED. SUBSCRIPTION RIGHTS NOT EXERCISED PRIOR TO 5:00 P.M., NEW YORK CITY TIME, ON THE EXPIRATION DATE, AS EXTENDED, OF THE RIGHTS OFFERING WILL EXPIRE WITHOUT VALUE.**

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## 1. Method of Exercise and Payment.

### *Subscriptions by Record Holders*

A record holder is a holder of our Common Stock whose shares are registered in their name. To exercise your Subscription Rights, complete your Subscription Rights Certificate and send the properly completed and executed Subscription Rights Certificate evidencing such Subscription Rights, with any signatures required to be guaranteed so guaranteed, together with payment in full of the Subscription Price for each Share subscribed for pursuant to the Basic Subscription Right and the Oversubscription Right, to the Subscription Agent so that it will be actually received by the Subscription Agent prior to 5:00 p.m., New York City time, on the Expiration Date. Payment of the Subscription Price for the Basic Subscription Right and the Oversubscription Right will be held in a segregated account to be maintained by the Subscription Agent until the Shares are issued. **All payments must be made in U.S. dollars for the full number of Shares being subscribed for by a cashier's check or certified check drawn on a U.S. bank, or U.S. Postal money order, payable to "Continental Stock Transfer & Trust Company (acting as subscription agent for The ONE Group Hospitality, Inc.)" or by wire transfer of immediately available funds directly to the account maintained by Continental Stock Transfer & Trust Company as agent for The ONE Group Hospitality, Inc., for purposes of accepting subscriptions in the Rights Offering, at JPMorgan Chase, ABA # 021000021, Account # 475-586247 FBO The ONE Group Hospitality, Inc. Subscription, with reference to the Subscription Rights holder's name.** Please reference your Subscription Rights Certificate Number on your check.

The Subscription Rights Certificate and payment of the Subscription Price (unless submitted by wire transfer) must be delivered to the Subscription Agent by hand, mail or overnight courier to the following address:

*Continental Stock Transfer & Trust Company*  
*17 Battery Place, 8<sup>th</sup> Floor*  
*New York, NY 10004*  
*Attn: Corporate Actions Department*  
Telephone Number for Confirmation: (917) 262-2378

### *Subscriptions by Beneficial Owners*

A beneficial owner is a holder of our Common Stock whose shares are registered in the name of a broker, custodian bank or other nominees. In such case, the broker, custodian bank or other nominees is the record holder of the Subscription Rights. To exercise your Subscription Rights, instruct your broker, custodian bank or other nominee to exercise your rights and deliver all documents and payment in full of the Subscription Price on your behalf for each Share subscribed for pursuant to the Basic Subscription Right and the Oversubscription Right, to the Subscription Agent so that it will be actually received by the Subscription Agent prior to 5:00 p.m., New York City time, on the Expiration Date.

By making arrangements with your broker, custodian bank or other nominee for the delivery of funds on your behalf, you may also request such broker, custodian bank or other nominee to exercise the Rights Certificate on your behalf.

## 2. Issuance of Common Stock.

Following the receipt of a properly completed and executed Subscription Rights Certificate, together with the payment of the Subscription Price for the Shares subscribed for, and promptly after all *pro rata* allocations and adjustments contemplated by the terms of the Rights Offering have been effected, the following deliveries and payments will be made to the address shown on the face of your Subscription Rights Certificate, or, if you hold your shares in book-entry form, such deliveries and payments will be in the form of a credit to your account:

- a. *Basic Subscription Privilege*: The Subscription Agent will deliver to each exercising Record Holder who validly exercises the Basic Subscription Right each Share subscribed for pursuant to the Basic Subscription Right. See "*The Rights Offering — Basic Subscription Rights*" in the Prospectus Supplement.
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- b. *Oversubscription Privilege*: The Subscription Agent will deliver to each Record Holder who validly exercises the Oversubscription Right each Share, if any, allocated to such Record Holder pursuant to the Oversubscription Right. See “*The Rights Offering — Oversubscription Rights*” in the Prospectus Supplement.
- c. *Excess Cash Payments*: The Subscription Agent will mail to each Record Holder who exercises a Subscription Right any excess amount, without interest or deduction, received in payment of the Subscription Price for Shares that are subscribed for by such Record Holder. See “*The Rights Offering — Basic Subscription Rights*” in the Prospectus Supplement.

### **3. Sale, Transfer or Assignment of Subscription Rights.**

Subscription Rights may not be sold, transferred or assigned; provided, however, that Subscription Rights are transferable to an affiliate of the holder or by operation of law (for example, the transfer of Rights to the estate of a recipient upon the recipient’s death).

### **4. Commissions, Fees and Expenses.**

The Company will pay all fees and expenses of the Subscription Agent related to its acting in such role in connection with the Rights Offering. You are responsible for paying any other commissions, fees, taxes or expenses incurred in connection with the exercise of Subscription Rights or subscribing for Shares. Neither the Subscription Agent nor the Company will pay such expenses.

### **5. Execution.**

- a. *Execution by Registered Holder*. The signature on the Subscription Rights Certificate must correspond with the name of the Record Holder exactly as it appears on the face of the Subscription Rights Certificate without any alteration, enlargement or change whatsoever. Persons who sign the Subscription Rights Certificate in a representative or other fiduciary capacity on behalf of a registered holder must indicate their capacity when signing and, unless waived by the Subscription Agent in its sole and absolute discretion, must present to the Subscription Agent satisfactory evidence of their authority so to act.
- b. *Signature Guarantees*. If you are neither a Record Holder (or signing in a representative or other fiduciary capacity on behalf of a Record Holder) nor an eligible institution, such as a member firm of a registered national securities exchange or a member of the Financial Industry Regulatory Authority or a commercial bank or trust company having an office or correspondent in the United States, your signature must be guaranteed by such an eligible institution.

### **6. Method of Delivery to Subscription Agent.**

The method of delivery of Subscription Rights Certificates and payment of the Subscription Price to the Subscription Agent for each Share subscribed for will be at the risk of the holders of Subscription Rights. If sent by mail, we recommend that you send those certificates and payments by overnight courier or by registered first class mail, properly insured, with return receipt requested, and that a sufficient number of days be allowed to ensure delivery to the Subscription Agent and clearance of payment prior to 5:00 p.m., New York City time, on the Expiration Date.

### **7. Special Provisions Relating to the Delivery of Subscription Rights through the Depository Trust Company.**

In the case of Subscription Rights that are held of record through the Depository Trust Company (the “**Book-Entry Transfer Facility**”), exercises of Subscription Rights under the Basic Subscription Privilege and the Over-Subscription Privilege may be effected by instructing the Book-Entry Transfer Facility to transfer Subscription Rights from the Book-Entry Transfer Facility account of such holder to the Book-Entry Transfer Facility account of the Subscription Agent, together with certification as to the aggregate number of Subscription Rights exercised and the number of Shares thereby subscribed for pursuant to the Basic Subscription Right and the Oversubscription Right by each beneficial owner of Subscription Rights on whose behalf such nominee is acting, and payment of the Subscription Price for each Share subscribed for pursuant to the Basic Subscription Right and the Oversubscription Right.

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Payments of the Subscription Price (unless submitted by wire transfer) should be mailed or delivered to the appropriate address (or, for wire transfer payments, to the appropriate account) as described under Section 1, “*Method of Exercise and Payment*” above.

**8. Substitute Form W-9.**

TO ENSURE COMPLIANCE WITH IRS CIRCULAR 230, YOU ARE HEREBY NOTIFIED THAT: (A) ANY DISCUSSION OF U.S. FEDERAL TAX ISSUES CONTAINED OR REFERRED TO HEREIN IS NOT INTENDED OR WRITTEN TO BE USED, AND CANNOT BE USED BY ANY TAXPAYER FOR THE PURPOSE OF AVOIDING U.S. FEDERAL, STATE OR LOCAL TAX PENALTIES, (B) SUCH DISCUSSION IS WRITTEN IN CONNECTION WITH THE PROMOTION OR MARKETING OF THE TRANSACTION OR MATTERS DISCUSSED HEREIN, AND (C) THE TAXPAYER SHOULD SEEK ADVICE BASED ON THEIR PARTICULAR CIRCUMSTANCES FROM AN INDEPENDENT TAX ADVISOR.

Each holder who elects to exercise Rights should provide the Subscription Agent with a correct Taxpayer Identification Number (“**TIN**”) on Substitute Form W-9, a copy of which is being furnished to each holder. Additional copies of Substitute Form W-9 may be obtained upon request from the Subscription Agent at the address set forth above or by contacting Morrow & Co., LLC, the Information Agent. Failure to provide the information on the form may subject such holder to a \$50.00 penalty for each such failure and to U.S. federal income tax backup withholding (currently at a 28% rate) with respect to dividends that may be paid by the Company on shares of Common Stock purchased upon the exercise of Rights (for those holders exercising Rights).

If you have any questions concerning the rights offering, please contact the information agent, Morrow & Co., LLC, the Information Agent, 470 West Avenue, 3<sup>rd</sup> Floor, Stamford, CT 06902, by telephone (shareholder may call (877) 366-1576 and banks and brokerage firms may call (203) 658-9400 or by email (stks.info@morrowco.com).

Sincerely,

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The ONE Group Hospitality, Inc.

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## THE ONE GROUP HOSPITALITY, INC.

UP TO 1,454,545 SHARES OF COMMON STOCK  
ISSUABLE UPON EXERCISE OF NON-TRANSFERABLE RIGHTS  
TO SUBSCRIBE FOR SUCH SHARES

THE SUBSCRIPTION RIGHTS ARE EXERCISABLE UNTIL 5:00 P.M., NEW YORK CITY TIME,  
ON FEBRUARY 5, 2016, SUBJECT TO EXTENSION OR EARLIER TERMINATION.

January 19, 2016

To Securities Dealers, Commercial Banks,  
Trust Companies and Other Nominees:

This letter is being distributed to securities dealers, commercial banks, trust companies and other nominees in connection with the rights offering (the “**Rights Offering**”) by The ONE Group Hospitality, Inc. (the “**Company**”) of shares of common stock, par value \$0.0001 per share (the “**Common Stock**”) of the Company, pursuant to non-transferable subscription rights (the “**Rights**”) distributed to all holders of record of shares of Common Stock on January 15, 2016 (the “**Record Date**”). The Rights and Common Stock are described in the accompanying offering prospectus covering the Rights and the shares of Common Stock issuable upon their exercise dated January 19, 2016 (the “**Prospectus Supplement**”).

In the Rights Offering, the Company is offering an aggregate of 1,454,545 shares of Common Stock, as described in the Prospectus Supplement.

The Rights will expire, if not exercised prior to 5:00 p.m., New York City time, on February 5, 2016 (the “**Expiration Date**”), subject to extension or earlier termination.

As described in the Prospectus Supplement, each beneficial owner of shares of Common Stock registered in the name of such beneficial owner or the name of a nominee is entitled to one Right for each 17.16861 shares of Common Stock owned, on the Record Date. Each Right allows the holder thereof to subscribe for one share of Common Stock (the “**Basic Subscription Right**”) at the cash price of \$2.75 per share (the “**Subscription Price**”). For example, if a Rights holder owned 172 shares of Common Stock as of the Record Date, it would receive 10 Rights and would have the right to purchase 10 shares of Common Stock for the Subscription Price each.

If a Rights holder purchases all of the shares of Common Stock available to it pursuant to its Basic Subscription Right, it may also exercise an oversubscription right (the “**Oversubscription Right**”) to purchase shares of Common Stock that are not purchased by holders through the exercise of their Basic Subscription Rights at the Expiration Date (such shares, the “**Unsubscribed Shares**”). To the extent the number of the Unsubscribed Shares is not sufficient to satisfy all of the properly exercised Oversubscription Right requests, then the available shares will be prorated among those who properly exercised their Oversubscription Right based on the number of shares each rights holder subscribed for under the Oversubscription Right.

Each Rights holder will be required to submit payment in full for all the shares it wishes to buy with its Basic Subscription Right and its Oversubscription Right. Because the Company will not know the total number of Unsubscribed Shares prior to the Expiration Date, if a Rights holder wishes to maximize the number of shares it may purchase pursuant to the Rights holder’s Oversubscription Right, such holder will need to deliver payment in an amount equal to the aggregate Subscription Price for the maximum number of shares of Common Stock available to the Rights holder, assuming that no holders other than such Rights holder purchases any shares of Common Stock pursuant to the Basic Subscription Right and Oversubscription Right. Any excess subscription payments received by Continental Stock Transfer & Trust Company (the “**Subscription Agent**”) will be returned, without interest, as soon as practicable after the termination of the Rights Offering.

The Company can provide no assurances that each Rights holder will actually be entitled to purchase the number of shares of Common Stock issuable upon the exercise of its Oversubscription Right in full. The Company will not be able to satisfy a Rights holder’s exercise of the Oversubscription Right if the Rights Offering is subscribed in full, and the Company will only honor an Oversubscription Right to the extent

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sufficient shares of Common Stock are available following the exercise of subscription rights under the Basic Subscription Rights, subject to the limitations set forth below:

- To the extent the aggregate Subscription Price of the maximum number of Unsubscribed Shares available to a Rights holder pursuant to the Oversubscription Right is less than the amount the holder of Rights actually paid in connection with the exercise of the Oversubscription Right, the Rights holder will be allocated only the number of Unsubscribed Shares available to it as soon as practicable after the Expiration Date, and the Rights holder's excess subscription payment received by the Subscription Agent will be returned, without interest, as soon as practicable after the Expiration Date.
- To the extent the amount the Rights holder actually paid in connection with the exercise of the Oversubscription Right is less than or equal to the aggregate Subscription Price of the maximum number of Unsubscribed Shares available to the Rights holder pursuant to the Oversubscription Right, such Rights holder will be allocated the number of Unsubscribed Shares for which it actually paid in connection with the Oversubscription Right. See "*The Rights Offering — Oversubscription Rights.*"

The Company is asking persons who hold shares of Common Stock beneficially and who have received the Rights distributable with respect to those shares through a broker, custodian bank, or other nominee, as well as persons who hold certificates of Common Stock directly and prefer to have such institutions effect transactions relating to the Rights on their behalf, to contact the appropriate institution or nominee and request it to effect the transactions for them.

All commissions, fees and other expenses (including brokerage commissions and transfer taxes), other than fees and expenses of the Subscription Agent, incurred in connection with the exercise of the Rights will be for the account of the holder of the Rights, and none of such commissions, fees or expenses will be paid by the Company or the Subscription Agent.

Enclosed are copies of the following documents:

1. The Prospectus Supplement;
2. A letter to holders of the Rights as to the use of The ONE Group Hospitality, Inc. Rights Certificates;
3. A form of letter which may be sent to your clients for whose accounts you hold shares of Common Stock registered in your name or the name of your nominee (including a Beneficial Owner Election Form), with an attached form of instruction;
4. Nominee Holder Certification; and
5. A return envelope addressed to Continental Stock Transfer & Trust Company, the Subscription Agent.

Your prompt action is requested. To exercise the Rights, you should deliver the properly completed and signed Nominee Holder Certification, with payment of the Subscription Price in full for each share of Common Stock subscribed for pursuant to the Basic Subscription Right and the Oversubscription Right, to the Subscription Agent, as indicated in the Prospectus Supplement. The Subscription Agent must receive the Nominee Holder Certification with payment of the Subscription Price, including final clearance of any checks, prior to the Expiration Date. A Rights holder cannot revoke, change or cancel the exercise of its Rights. Rights not exercised prior to the Expiration Date will expire.

Additional copies of the enclosed materials may be obtained from Morrow & Co., LLC, the Information Agent. The Information Agent may be contacted by telephone (shareholders may call (877) 366-1576 and banks and brokerage firms may call (203) 658-9400) or email (stks.info@morrowco.com). Any questions or requests for assistance concerning the rights offering should be directed to the Information Agent.

Very truly yours,

The ONE Group Hospitality, Inc.

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## THE ONE GROUP HOSPITALITY, INC.

UP TO 1,454,545 SHARES OF COMMON STOCK  
ISSUABLE UPON EXERCISE OF NON-TRANSFERABLE RIGHTS  
TO SUBSCRIBE FOR SUCH SHARES

THE SUBSCRIPTION RIGHTS ARE EXERCISABLE UNTIL 5:00 P.M., NEW YORK CITY TIME,  
ON FEBRUARY 5, 2016, SUBJECT TO EXTENSION AND EARLIER TERMINATION.

To Our Clients:

We are sending this letter to you because we hold shares of THE ONE GROUP HOSPITALITY, INC. (the “**Company**”) common stock, par value \$0.0001 per share (the “**Common Stock**”) for you. The Company has commenced a rights offering of up to an aggregate of 1,454,545 shares of Common Stock of the Company (the “**Shares**”) at a subscription price of \$2.75 per Share (the “**Subscription Price**”) pursuant to the exercise of non-transferable subscription rights (the “**Rights**”) distributed to all holders of record of shares of the Common Stock as of January 15, 2016 (the “**Record Holders**”). The Rights are described in the Company’s prospectus, dated January 19, 2016 (as the same may be amended, the “**Prospectus Supplement**”), and evidenced by a rights certificate (the “**Rights Certificate**”) registered in your name or in the name of your nominee.

The Company has distributed one Right for each 17.16861 shares of Common Stock outstanding on January 15, 2016. Each Right entitles the Record Holder to purchase one Share at the Subscription Price (the “**Basic Subscription Right**”). Record Holders who exercise their Basic Subscription Right in full may also subscribe for additional Shares that remain unsubscribed at the Expiration Date at the same Subscription Price, subject to certain limitations (the “**Oversubscription Right**”). There is no minimum number of Shares any Record Holder must purchase, but Record Holders may not purchase fractional Shares, and we will round the number of shares issued down to the nearest whole number. Any excess subscription payment received by Continental Stock Transfer & Trust Company (the “**Subscription Agent**”) will be returned as soon as practicable. See “*The Rights Offering — The Subscription Rights*” in the Prospectus Supplement.

Each Rights holder will be required to submit payment in full for all the shares it wishes to buy with its Basic Subscription Right and its Oversubscription Right. If you wish to exercise your Oversubscription Right, you should indicate the number of additional Shares you would like to subscribe for in the space provided on the enclosed Beneficial Owner Election Form. When you send in that form, you must also send the full purchase price for the number of additional Shares that you have requested (in addition to the payment due for Shares purchased through your Basic Subscription Right). If an insufficient number of Shares is available to fully satisfy all Oversubscription Right requests, the available Shares will be allocated proportionately among rights holders who exercise their Oversubscription Rights based on the number of Shares each such holder subscribed for under the Basic Subscription Right. To the extent you properly exercise your Oversubscription Right for an amount of Shares that exceeds the number of unsubscribed Shares available to you, any excess subscription payment received by the Subscription Agent will be promptly returned to you, without interest or deduction. See “*The Rights Offering — The Subscription Rights*” in the Prospectus Supplement. We are (or our nominee is) the Record Holder of the Common Stock held by us for your account. We can exercise your Subscription Rights only if you instruct us to do so.

We request instructions as to whether you wish to have us exercise the Subscription Rights relating to the Common Stock we hold on your behalf, upon the terms and conditions set forth in the Prospectus Supplement.

We have enclosed your copy of the following documents:

1. Letter to Subscription Rights holders from the Company;
  2. Prospectus Supplement;
  3. Base Prospectus; and
  4. Beneficial Owner Election Form.
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The Subscription Rights will expire if not exercised prior to 5:00 p.m., New York City time, on February 5, 2016, subject to extension and earlier termination (the “**Expiration Date**”). Any Subscription Rights not exercised prior to the Expiration Date will expire and will have no value. Any subscription for Shares made in the rights offering is irrevocable.

The materials enclosed are being forwarded to you as the beneficial owner of the Common Stock carried by us in your account but not registered in your name. Exercises of Subscription Rights may be made only by us as the Record Holder and pursuant to your instructions. Accordingly, we request instructions as to whether you wish us to elect to subscribe for any Shares to which you are entitled pursuant to the terms and subject to the conditions set forth in the Prospectus Supplement. However, we urge you to read the Prospectus Supplement and other enclosed materials carefully before instructing us to exercise your Subscription Rights.

Your instructions to us should be forwarded as promptly as possible in order to permit us to exercise Subscription Rights on your behalf in accordance with the provisions of the rights offering prior to the Expiration Date.

If you wish to have us, on your behalf, exercise the Subscription Rights for any Shares to which you are entitled, please so instruct us by completing, executing and returning to us the “*Beneficial Owner Election Form*” included herewith.

If you have any questions concerning the rights offering, you may contact Morrow & Co., LLC, the Information Agent, by telephone (shareholders may call (877) 366-1576 and banks and brokerage firms may call (203) 658-9400 or by email (stks.info@morrowco.com).

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THE ONE GROUP HOSPITALITY, INC.

UP TO 1,454,545 SHARES OF COMMON STOCK  
 ISSUABLE UPON EXERCISE OF NON-TRANSFERABLE RIGHTS  
 TO SUBSCRIBE FOR SUCH SHARES

NOMINEE HOLDER CERTIFICATION

The undersigned, a bank, custodian bank or other nominee holder (the “**Nominee Holder**”) of rights (the “**Subscription Rights**”) to purchase shares of common stock, par value \$0.0001 per share (the “**Shares**”) of THE ONE GROUP HOSPITALITY, INC. (the “**Company**”), pursuant to the rights offering described in the Company’s prospectus, dated January 19, 2016 (the “**Prospectus Supplement**”), hereby certifies to the Company and Continental Stock Transfer & Trust Company, as subscription agent for the rights offering, that the undersigned has exercised, on behalf of the beneficial owners thereof (which may include the undersigned), the Subscription Rights to subscribe for the number of Shares specified below under the basic subscription right, and on behalf of beneficial owners of Subscription Rights who have exercised their basic subscription rights in full, requests to subscribe for the number of additional Shares specified below pursuant to the oversubscription right, the terms of which are described further in the Prospectus Supplement, listing separately each exercised basic subscription right and any corresponding oversubscription right as to each beneficial owner (without identifying any such beneficial owner) for whom the Nominee Holder is acting hereby:

NUMBER OF SHARES OWNED ON RECORD DATE	NUMBER OF SHARES SUBSCRIBED FOR PURSUANT TO BASIC SUBSCRIPTION RIGHT	NUMBER OF SHARES SUBSCRIBED FOR PURSUANT TO OVERSUBSCRIPTION RIGHT
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

\_\_\_\_\_  
 Name of Broker, Custodian Bank or Other Nominee

By: \_\_\_\_\_  
 Authorized Signature

Name: \_\_\_\_\_  
 (please type or print)

Provide the following information if applicable:

\_\_\_\_\_  
 Depository Trust Company (“DTC”) Participant  
 Number

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Participant

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

DTC Subscription Confirmation Numbers

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THE ONE GROUP HOSPITALITY, INC.

UP TO 1,454,545 SHARES OF COMMON STOCK  
ISSUABLE UPON EXERCISE OF NON-TRANSFERABLE  
RIGHTS TO SUBSCRIBE FOR SUCH SHARES

BENEFICIAL OWNER ELECTION FORM

I (We) acknowledge receipt of your letter and the enclosed materials relating to the offering of shares of common stock, par value \$0.0001 per share (the “Shares”) of THE ONE GROUP HOSPITALITY, INC. (the “Company”), issuable upon the exercise of subscription rights (“Subscription Rights”).

In this form, I (we) instruct you whether to exercise Subscription Rights to purchase Shares distributed with respect to the common stock, par value \$0.0001 per share, of the Company held by you for my (our) account, pursuant to the terms and subject to the conditions set forth in the prospectus supplement dated January 19, 2016 (as amended the “Prospectus Supplement”).

BOX 1.  Please do not exercise Subscription Rights for me (us).

BOX 2.  Please exercise Subscription Rights for me (us) and purchase Shares as set forth below:

Number of shares of common stock

Stock owned as of the date hereof:

\_\_\_\_\_

	NUMBER OF SHARES OF COMMON STOCK		SUBSCRIPTION RATIO		SUBSCRIPTION PRICE		PAYMENT
Basic Subscription Right	_____	x	1:17.16861	x	\$ 2.75	=	\$ _____

**IF YOU HAVE FULLY EXERCISED YOUR BASIC SUBSCRIPTION RIGHT ABOVE** and you wish to purchase additional Shares, subject to availability and the conditions and limitations described in the Prospectus Supplement, please so indicate by completing the additional required information:

	NUMBER OF SHARES OF COMMON STOCK		SUBSCRIPTION PRICE		PAYMENT
Over subscription Right	_____	x	\$ 2.75	=	\$ _____

**TOTAL SUBSCRIPTION PAYMENT REQUIRED:**

\$ \_\_\_\_\_ + \$ \_\_\_\_\_ = \$ \_\_\_\_\_

(Basic Subscription Right Payment)	(Oversubscription Right Payment)	(Total required payment)
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**FORM OF PAYMENT:**

Payment in the following amount is enclosed: \$.

Please deduct payment of \$ \_\_\_\_\_ from my (our) following account maintained by you:

\_\_\_\_\_

(Type of Account)

\_\_\_\_\_

(Account Number)

I (we) on my (our) own behalf, or on behalf of any person(s) on whose behalf, or under whose directions, I am (we are) signing this form:

- Acknowledge receipt of the Prospectus Supplement and irrevocably elect to purchase the number of Shares indicated above upon the terms and conditions specified in the Prospectus Supplement; and
- Agree that if I (we) fail to pay for the Shares that I (we) have elected to purchase, you may exercise any remedies available to you under the law.

Name of beneficial owner(s):

\_\_\_\_\_

Signature of beneficial owner(s):

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

If you are signing in your capacity as a trustee, executor, administrator, guardian, attorney-in-fact, agent, officer of a corporation or in any other fiduciary or representative capacity, please provide the following information:

Name:

\_\_\_\_\_

Capacity:

\_\_\_\_\_

Address:

\_\_\_\_\_

\_\_\_\_\_

Telephone No.:

\_\_\_\_\_

\_\_\_\_\_

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**THE ONE GROUP HOSPITALITY, INC. ANNOUNCES COMMENCEMENT OF RIGHTS OFFERING**

New York, January 19, 2016—The ONE Group Hospitality, Inc. (NASDAQ:STKS) (“The ONE Group” or the “Company”) today announced that it has commenced a rights offering (the “Rights Offering”) for approximate gross proceeds of \$4,000,000. The ONE Group has granted, at no charge to the holders of record of its common stock on January 15, 2016, the record date for the Rights Offering, one non-transferable subscription right for each 17.16861 shares of common stock owned, as more fully described in the prospectus supplement relating to the Rights Offering. Each subscription right entitles the holder to purchase one share of common stock at a subscription price of \$2.75 per share. In addition, holders of subscription rights who fully exercise their basic subscription rights are entitled to oversubscribe for additional shares of common stock.

Michael Serruya, the Chairman of the Company’s Board of Directors, and Jonathan Segal, the Company’s Chief Executive Officer and a director, have advised the Company that they intend to participate in the Rights Offering although they have not entered into any agreement to do so.

The subscription offering is expected to expire at 5:00 p.m., New York City time, on February 5, 2016, subject to extension or earlier termination. The Company will not issue subscription rights to acquire fractional shares of its common stock but rather will round down the aggregate number of shares for which holders may subscribe to the nearest whole share.

The Company expects to utilize the net proceeds of the Rights Offering to primarily fund the planned development of the Company’s future STK restaurants.

Shareholders who hold their shares directly will receive a prospectus, together with a letter from the Company describing the Rights Offering, a subscription rights certificate and an IRS Form W-9. Those wishing to exercise their rights should review all materials, properly complete and execute the subscription rights certificate and deliver it and payment in full to the subscription agent:

Continental Stock Transfer & Trust Company  
17 Battery Place, 8th Floor  
New York, NY 10004  
Attn: Corporate Actions Department  
Telephone Number for Confirmation: (917) 262-2378

Holders of subscription rights whose shares are held in street name through a broker, custodian bank or other nominee must instruct their broker, custodian bank or nominee whether or not to exercise subscription rights on their behalf. Those wishing to obtain a separate subscription rights certificate should promptly contact their broker, custodian bank or other nominee with that request, although it is not necessary to have a physical subscription rights certificate to elect to exercise rights if shares are held in street name.

This release does not constitute an offer to sell or the solicitation of an offer to buy nor will there be any sale of any securities referred to in this press release in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of such state or jurisdiction. The Rights Offering is being made only by means of a prospectus meeting the requirements of the Securities Act of 1933, as amended.

A copy of the prospectus or further information with respect to the Rights Offering may be obtained by contacting Morrow & Co, LLC, the Information Agent. Stockholders may contact Morrow & Co., LLC by telephone at (877) 366-1576 and banks and brokerage firms by telephone at (203) 658-9400. Morrow & Co., LLC may also be reached by email at [stks.info@morrowco.com](mailto:stks.info@morrowco.com).

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## **About The ONE Group**

The ONE Group (Nasdaq:STKS) is a global hospitality company that develops and operates upscale, high-energy restaurants and lounges and provides hospitality management services for hotels, casinos and other high-end venues both nationally and internationally. The ONE Group's primary restaurant brand is STK, a modern twist on the American steakhouse concept with locations in major metropolitan cities throughout the U.S. and Europe. STK Rebel, a more accessibly priced STK with a broader menu, is an extension of the STK brand. The ONE Group's food and beverage hospitality services business, ONE Hospitality, provides the development, management and operations for premier restaurants and turn-key food and beverage services within high-end hotels and casinos. Additional information about The ONE Group can be found at [www.togrp.com](http://www.togrp.com).

ICR  
Don Duffy or Michelle Epstein  
203-682-8200

Source: The ONE Group Hospitality, Inc.

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