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

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

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.)

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

2019 Equity Incentive Plan
(Full title of the plan)

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. ☐

CALCULATION OF REGISTRATION FEE

Title of Securities To Be Registered	Amount To Be Registered	Proposed Maximum Offering Price Per Share (1)	Proposed Maximum Aggregate Offering Price (1)	Amount Of Registration Fee (1)
Common Stock	2,300,000	\$ 3.155	\$ 7,256,500	\$ 879

(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 17, 2019, as quoted on the Nasdaq stock market website.

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 (the “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.

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 20, 2019.

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 20, 2019.

Each of the undersigned constitutes and appoints Emanuel P. N. Hilario, Tyler Loy and Linda Siluk his 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 N. Hilario

Emanuel N. Hilario

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

/s/ Tyler Loy

Tyler Loy

Chief Financial Officer
(Principal Accounting and Financial Officer)

/s/ Jonathan Segal

Jonathan Segal

Chairman of the Board

/s/ Eugene Bullis

Eugene Bullis

Director

/s/ Dimitrios Angelis

Dimitrios Angelis

Director

/s/ Michael Serruya

Michael Serruya

Director

EXHIBIT INDEX

Exhibit Number	Description of Exhibit
<u>4.1*</u>	<u>Amended and Restated Certificate of Incorporation (incorporated by reference to Form 8-K filed on June 5, 2014).</u>
<u>4.2*</u>	<u>Amended and Restated Bylaws (incorporated by reference to Form 8-K filed on October 25, 2011).</u>
<u>5.1+</u>	<u>Opinion of Steel Rives LLP.</u>
<u>23.1+</u>	<u>Consent of Plante Moran P.C.</u>
<u>23.2+</u>	<u>Consent of Grant Thornton LLP.</u>
<u>23.3+</u>	<u>Consent of Steel Rives LLP (included in Exhibit 5.1).</u>
<u>24.1+</u>	<u>Power of Attorney (included on signature page).</u>
<u>99.1*</u>	<u>The ONE Group Hospitality, Inc. 2019 Equity Incentive Plan (incorporated by reference to Exhibit 10.1 to the Company's Form 8-K filed June 4, 2019).</u>

+ Filed herewith.

* Incorporated by reference

June 20, 2019

The ONE Group Hospitality, Inc.
411 W. 14th Street, 2nd Floor
New York, New York 10014

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 2,300,000 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

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement on Form S-8 pertaining to the 2019 Equity Incentive Plan of The ONE Group Hospitality, Inc. of our report dated March 28, 2019, with respect to our audit of the consolidated financial statements of The ONE Group Hospitality, Inc. as of and for the year ended December 31, 2018, filed with the Securities and Exchange Commission.

/s/ Plante Moran, PC

Denver, Colorado
June 20, 2019

Consent of Independent Registered Public Accounting Firm

We have issued our report dated April 17, 2018, with respect to the consolidated financial statements included in the Annual Report of The ONE Group Hospitality, Inc. on Form 10-K for the year ended December 31, 2018. We consent to the incorporation by reference of said report in the Registration Statement on Form S-8.

/s/ GRANT THORNTON LLP

New York, New York
June 20, 2019
