# SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

# **SCHEDULE 13G**

(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(b)

# The One Group Hospitality Inc.

(Name of Issuer)

Common Stock, \$.0001 par value (Title of Class of Securities)

> 88338K103 (CUSIP Number)

March 2, 2015 (Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

 $\boxtimes$  Rule 13d-1(b)

Rule 13d-1(c)

 $\Box$  Rule 13d-1(d)

13G

CUSIP No. 88.	338K103		13G
1			OF REPORTING PERSONS ENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
	Frigat	te V	entures LP
2	CHE	CK	THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
	(a) □	1	(b) 🗆
3	· · ·		EONLY
4	CITIZENSHIP OR PLACE OF ORGANIZATION		
	Texas		
		5	SOLE VOTING POWER
			0
NUMBE Shaf		6	SHARED VOTING POWER
BENEFICIALLY OWNED BY			1.745,315
EAC	Ή	7	SOLE DISPOSITIVE POWER
REPOR PERS			
WIT		8	0 SHARED DISPOSITIVE POWER
9	AGG		1,745,315 GATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
)	AUU	KL/	JATE AMOUNT BENEFICIALET OWNED DT EACH KEI OKTING TEKSON
10	1,745	,	
10	CHE	ĽК	BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
11	PERC	CEN	T OF CLASS REPRESENTED BY AMOUNT IN ROW 9
	6.7%	**	
12	TYPI	EO	F REPORTING PERSON*
	IA, P	N	

2

\* SEE INSTRUCTIONS BEFORE FILLING OUT

CUSIP No. 88338	K103	13G		
1		OF REPORTING PERSONS DENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)		
	Admira	lty Advisors LLC		
2	CHEC	K THE APPROPRIATE BOX IF A MEMBER OF A GROUP*		
	(a) 🛛	(b) 🗆		
3	SEC U	SEONLY		
4	CITIZENSHIP OR PLACE OF ORGANIZATION			
	Texas			
		5 SOLE VOTING POWER		
NUMBER (	OF	0		
SHARES		6 SHARED VOTING POWER		
BENEFICIAI				
OWNED B EACH	BY	1,745,315 7 SOLE DISPOSITIVE POWER		
REPORTIN	IG	7 SOLE DISPOSITIVE POWER		
PERSON	1	0		
WITH		8 SHARED DISPOSITIVE POWER		
		1,745,315		
9	AGGR	EGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	1 745 3	15		
10	1,745,3 CHEC	K BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*		
11		NT OF CLASS REPRESENTED BY AMOUNT IN ROW 9		
	PERCI	INT OF CLASS KEPKESENTED BT AMOUNT IN KOW 9		
	6.7% **			
12	TYPE	OF REPORTING PERSON*		
	HC, O	)		

\* SEE INSTRUCTIONS BEFORE FILLING OUT

CUSIP No. 88338	3 13G
1	ME OF REPORTING PERSONS S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
	ce R. Winson
2	ECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
	□ (b) □
3	C USE ONLY
4	TZENSHIP OR PLACE OF ORGANIZATION
	ited States Citizen
	5 SOLE VOTING POWER
	0
NUMBER SHARES	6 SHARED VOTING POWER
BENEFICIA	
OWNED E EACH	1,745,315   7 SOLE DISPOSITIVE POWER
REPORTIN	
PERSON WITH	
	8 SHARED DISPOSITIVE POWER
	1,745,315
9	GREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	45,315
10	ECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
11	RCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
12	% ** PE OF REPORTING PERSON*
	, IN

\* SEE INSTRUCTIONS BEFORE FILLING OUT

CUSIP No. 88338	8K103	13G
1		E OF REPORTING PERSONS IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
		Advisors Inc.
2	CHEC	K THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
	(a) 🗆	(b) 🗆
3	SEC USE ONLY	
4	CITIZ	ENSHIP OR PLACE OF ORGANIZATION
Ontario, Canada		o, Canada
		5 SOLE VOTING POWER
		0
NUMBER		6 SHARED VOTING POWER
BENEFICIA	LLY	
OWNED E EACH		1,745,315   7 SOLE DISPOSITIVE POWER
REPORTIN		/ SOLE DISPOSITIVE POWER
PERSON		0
WITH		8 SHARED DISPOSITIVE POWER
		1.745.315
9	AGGF	REGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
10	1,745,3	315 K BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
10		K BOA II' THE AGOREGATE AMOUNT IN KOW (9) EACLUDES CERTAIN SHAKES*
11	PERCI	ENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
	6.7% *	*
12	TYPE	OF REPORTING PERSON*
	СО	
	0	

\* SEE INSTRUCTIONS BEFORE FILLING OUT

CUSIP No.	88338K103
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CUSIP No. 885	361(105		150
1			OF REPORTING PERSONS ENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
	Adam	Sp	ears
2	CHEC	CK ′	THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
	(a) 🗆		(b) 🗆
3	SEC USE ONLY		
4	CITIZ	EN	SHIP OR PLACE OF ORGANIZATION
	Canad	ian	Citizen
		5	SOLE VOTING POWER
NUMBEI	D OE		0
SHAR		6	SHARED VOTING POWER
BENEFICI OWNED			1,745,315
EACH		7	SOLE DISPOSITIVE POWER
REPORT PERSC			
WITH		8	0 SHARED DISPOSITIVE POWER
		Ũ	
0			1,745,315
9	AGGI	KEC	GATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	1,745,		
10	CHEC	CK I	BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
11	PERC	EN	T OF CLASS REPRESENTED BY AMOUNT IN ROW 9
	6.7%	**	
12	TYPE	OF	F REPORTING PERSON*
	IN		
·			

\* SEE INSTRUCTIONS BEFORE FILLING OUT

CUSIP No.	88338K103
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\* SEE INSTRUCTIONS BEFORE FILLING OUT

# **SCHEDULE 13G**

This Schedule 13G (this "Schedule 13G") is being filed on behalf of Frigate Ventures LP (d/b/a Anson Group), a Texas limited partnership ("Frigate"), Admiralty Advisors LLC, a Texas limited liability company ("Admiralty"), Mr. Bruce R. Winson, the principal of Frigate and Admiralty, M5V Advisors Inc. (d/b/a Anson Group Canada), an Ontario, Canada corporation ("M5V"), Mr. Adam Spears, a director of M5V, and Mr. Moez Kassam, a director of M5V, relating to Common Stock, \$.0001 par value (the "Common Stock"), of The ONE Group Hospitality, Inc., a Delaware corporation (the "Issuer").

This Schedule 13G relates to Common Stock of the Issuer purchased by a private fund to which Frigate and M5V serve as coinvestment advisors (the "Fund"). Frigate and M5V serve as co-investment advisors to the Fund and may direct the vote and disposition of the 1,745,315 shares of Common Stock held by the Fund. As the general partner of Frigate, Admiralty may direct the vote and disposition of the 1,745,315 shares of Common Stock held by the Fund. As the principal of Frigate and Admiralty, Mr. Winson may direct the vote and disposition of the 1,745,315 shares of Common Stock held by the Fund. As directors of M5V, Mr. Spears and Mr. Kassam may each direct the vote and disposition of the 1,745,315 shares of Common Stock held by the Fund.

#### Item 1(a) Name of Issuer.

The ONE Group Hospitality, Inc.

## Item 1(b) Address of Issuer's Principal Executive Offices.

411 W. 14th Street, 2nd Floor New York, NY 10014

#### Item 2(a) Name of Person Filing.

Frigate Ventures LP ("Frigate"), Admiralty Advisors LLC ("Admiralty"), Mr. Bruce R. Winson, M5V Advisors Inc. ("M5V"), Mr. Adam Spears and Mr. Moez Kassam

#### Item 2(b) Address of Principal Business Office, or, if none, Residence.

For Frigate, Admiralty and Mr. Winson:

5950 Berkshire Lane, Suite 210 Dallas, Texas 75225

For M5V, Mr. Spears and Mr. Kassam:

111 Peter Street, Suite 904 Toronto, ON M5V 2H1

# Item 2(c) Citizenship or Place of Organization.

Frigate is a limited partnership organized under the laws of the State of Texas. Admiralty is a limited liability company organized under the laws of the State of Texas. Mr. Winson is a United States citizen. M5V is a corporation organized under the laws of Ontario, Canada. Mr. Spears and Mr. Kassam are each Canadian citizens.

#### Item 2(d) Title of Class of Securities.

Common Stock, \$.0001 par value (the "Common Stock").

Item 2(e) CUSIP Number.

88338K103

#### Item 3 Reporting Person.

#### If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b), check whether the person filing is a:

- (a)  $\Box$  Broker or dealer registered under section 15 of the Act (15 U.S.C. 780).
- (b)  $\Box$  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c)  $\Box$  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) 🛛 Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e)  $\square$  An investment advisor in accordance with 240.13d-1(b)(1)(ii)(E).
- (f)  $\Box$  An employee benefit plan or endowment fund in accordance with 240.13d-1(b)(1)(ii)(F).
- (g)  $\boxtimes$  A parent holding company or control person in accordance with 240.13d-1(b)(1)(ii)(G).
- (h)  $\Box$  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).
- (i) ☐ A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3).
- (j)  $\Box$  Group, in accordance with §240.13d-1(b)(1)(ii)(J).

Item 4	Ow	Ownership.					
	(a)	Frigate, Admiralty, Mr. Winson, M5V, Mr. Spears and Mr. Kassam are the beneficial owners of 1,745,315 shares of Common Stock held by the Fund, which consists of (i) 795,315 shares of Common Stock and (ii) warrants exercisable to purchase 950,000 shares of Common Stock.					
	(b)	Frigate, Admiralty, Mr. Winson, M5V, Mr. Spears and Mr. Kassam are the beneficial owners of 6.7% of the outstanding shares of Common Stock. This percentage is determined by dividing 1,745,315 by the sum of (i) 24,940,195, the number of shares of Common Stock issued and outstanding as of November 13, 2014, as reported in the Issuer's Form 10-Q filed on November 13, 2014, plus (ii) 950,000, the number of shares of Common Stock receivable by the Reporting Persons upon exercise of presently held warrants.					
	(c)	Frigate and M5V, as the co-investment advisors to the Fund, may direct the vote and disposition the 1,745,315 shares of Common Stock held by the Fund. Admiralty, as the general partner of Frigate, may direct the vote and disposition the 1,745,315 shares of Common Stock held by the Fund. As the principal of Frigate and Admiralty, Mr. Winson may direct the vote and disposition of the 1,745,315 shares of Common Stock held by the Fund. As the principal of Frigate and Admiralty, Mr. Winson may direct the vote and disposition of the 1,745,315 shares of Common Stock held by the Fund. Mr. Spears and Mr. Kassam, each as a director of M5V, may direct the vote and disposition the 1,745,315 shares of Common Stock held by the Fund.					
Item 5 Ownership of Five Percent or Less of a Class.		nership of Five Percent or Less of a Class.					
	Inap	plicable.					
Item 6	Ow	nership of More Than Five Percent on Behalf of Another Person.					
	Inap	plicable.					
Item 7 Identification and Classi Holding Company.		ntification and Classification of the Subsidiary which Acquired the Security Being Reported On by the Parent ding Company.					
	Inap	plicable.					
Item 8	Ide	ntification and Classification of Members of the Group.					
	Inap	plicable.					
Item 9	Not	ice of Dissolution of Group.					
	Inap	plicable.					

# Item 10 Certification.

For Frigate, Admiralty and Mr. Winson:

By signing below each of the Reporting Persons certifies that, to the best of such person's knowledge and belief, the securities referred to above were acquired and held in the ordinary course of business and were not acquired and were not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

For the M5V, Mr. Spears and Mr. Kassam:

By signing below each of the Reporting Persons certifies that, to the best of such person's knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

#### Exhibits Exhibit 99.1

Joint Filing Agreement dated March 12, 2015, by and among Frigate, Admiralty, Mr. Winson, M5V, Mr. Spears and Mr. Kassam.

#### **SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: March 12, 2015

# FRIGATE VENTURES LP

By: Admiralty Advisors LLC, its general partner

By: <u>/s/ Bruce R. Winson</u> Bruce R. Winson Manager

# ADMIRALTY ADVISORS LLC

By: <u>/s/ Bruce R. Winson</u> Bruce R. Winson Manager

/s/ Bruce R. Winson

Bruce R. Winson

#### M5V ADVISORS INC.

By: <u>/s/ Adam Spears</u> Adam Spears Director

By: <u>/s/ Moez Kassam</u> Moez Kassam Director

/s/ Adam Spears

Adam Spears

/s/ Moez Kassam Moez Kassam

# **EXHIBIT 99.1**

## JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, the undersigned agree to the joint filing on behalf of each of them of a Statement on Schedule 13G (including any and all amendments thereto) with respect to the Common Stock, \$.0001 par value, of The ONE Group Hospitality, Inc., a Delaware corporation, and further agree that this Joint Filing Agreement shall be included as an Exhibit to such joint filings.

The undersigned further agree that each party hereto is responsible for the timely filing of such Statement on Schedule 13G and any amendments thereto, and for the accuracy and completeness of the information concerning such party contained therein; provided, however, that no party is responsible for the accuracy or completeness of the information concerning any other party, unless such party knows or has reason to believe that such information is inaccurate.

This Joint Filing Agreement may be signed in counterparts with the same effect as if the signature on each counterpart were upon the same instrument.

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of March 12, 2015.

#### FRIGATE VENTURES LP

By: Admiralty Advisors LLC, its general partner

By: /s/ Bruce R. Winson

Bruce R. Winson Manager

#### ADMIRALTY ADVISORS LLC

By: <u>/s/ Bruce R. Winson</u> Bruce R. Winson Manager

/s/ Bruce R. Winson

Bruce R. Winson

M5V ADVISORS INC.

By: /s/ Adam Spears

Adam Spears Director

By: <u>/s/ Moez Kassam</u>

Moez Kassam Director

/s/ Adam Spears

Adam Spears

/s/ Moez Kassam

Moez Kassam