

ONE Group Hospitality, Inc.
Form SC 13D/A
September 06, 2018

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

SCHEDULE 13D/A

**Under the Securities Exchange Act of 1934
(Amendment No. 1)***

The ONE Group Hospitality, Inc.

(Name of Issuer)

Common Stock, par value \$0.0001 per share

(Title of Class of Securities)

88338K103

(CUSIP Number)

Mr. Steven Wong
Argyle Street Management Limited
Unit 601-2, 6th Floor
St. George's Building
2 Ice House Street
Central,
Hong Kong
Tel: +852 2106 0888

**(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)**

September 3, 2018

(Date of Event Which Requires Filing of this Statement)

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If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box:

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

CUSIP No. 88338K103

| | | | |
|--------------|--|-----------------------|--------------------------|
| (1) | Name of Reporting Person | | |
| | Mr. Kin Chan | | |
| (2) | Check the Appropriate Box if a Member of a Group | | |
| | (a) | <input type="radio"/> | |
| | (b) | <input type="radio"/> | |
| (3) | SEC Use Only | | |
| (4) | Source of Funds | | |
| | WC | | |
| (5) | Check Box if Disclosure of Legal Proceeding Is Required Pursuant to Items 2(d) or 2(e) | <input type="radio"/> | |
| | Citizenship or Place of Organization | | |
| (6) | Hong Kong | | |
| | | (7) | Sole Voting Power |
| Number of | | | 1,500,000 (1) |
| Shares | | (8) | Shared Voting Power |
| Beneficially | | | 0 |
| Owned by | | (9) | Sole Dispositive Power |
| Each | | | 1,500,000 (1) |
| Reporting | | (10) | Shared Dispositive Power |
| Person With | | | 0 |
| (11) | Aggregate Amount Beneficially Owned by Each Reporting Person | | |
| | 1,500,000 (2) | | |
| (12) | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares | <input type="radio"/> | |
| (13) | Percent of Class Represented by Amount in Row (11) | | |
| | 5.32% (3) | | |
| (14) | Type of Reporting Person (See Instructions) | | |
| | IN | | |

(1) Solely in his capacity as chief investment officer of Argyle Street Management Limited, which acts as investment manager of ASM Connaught House Fund LP, ASM Connaught House (Master) Fund II LP and ASM Co-Investment Term Trust I

(2) Consisting of 1,500,000 shares of Common Stock beneficially owned by (i) ASM Connaught House Fund LP (780,000 shares of Common Stock), (ii) ASM Connaught House (Master) Fund II LP (540,000 shares of Common Stock), (iii) ASM Co-Investment Term Trust I (180,000 shares of Common Stock).

(3) All calculations of percentage ownership in this Schedule 13D/A are based on 27,691,780 Common Stock issued and outstanding as of August 10, 2018, as reported in the Issuer's Form 10-Q filed with the SEC on August 15, 2018, and the 500,000 shares of Common Stock underlying Warrants exercised on September 3, 2018 at \$1.63 per share.

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CUSIP No. 88338K103

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|--------------|--|----------------------------------|--------------------------|
| (1) | Name of Reporting Person | | |
| | Argyle Street Management Limited | | |
| (2) | Check the Appropriate Box if a Member of a Group | | |
| | (a) | <input type="radio"/> | |
| | (b) | <input checked="" type="radio"/> | |
| (3) | SEC Use Only | | |
| (4) | Source of Funds | | |
| | WC | | |
| (5) | Check Box if Disclosure of Legal Proceeding Is Required Pursuant to Items 2(d) or 2(e) | <input type="radio"/> | |
| | Citizenship or Place of Organization | | |
| (6) | British Virgin Islands | | |
| | | (7) | Sole Voting Power |
| Number of | | | 1,500,000 (1) |
| Shares | | (8) | Shared Voting Power |
| Beneficially | | | 0 |
| Owned by | | (9) | Sole Dispositive Power |
| Each | | | 1,500,000 (1) |
| Reporting | | (10) | Shared Dispositive Power |
| Person With | | | 0 |
| (11) | Aggregate Amount Beneficially Owned by Each Reporting Person | | |
| | 1,500,000 (2) | | |
| (12) | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares | <input type="radio"/> | |
| (13) | Percent of Class Represented by Amount in Row (11) | | |
| | 5.32% (3) | | |
| (14) | Type of Reporting Person (See Instructions) | | |
| | IA, CO | | |

(1) Solely in its capacity as investment manager to ASM Connaught House Fund LP, ASM Connaught House (Master) Fund II LP and ASM Co-Investment Term Trust I.

(2) Consisting of 1,500,000 shares of Common Stock beneficially owned by (i) ASM Connaught House Fund LP (780,000 shares of Common Stock), (ii) ASM Connaught House (Master) Fund II LP (540,000 shares of Common Stock), (iii) ASM Co-Investment Term Trust I (180,000 shares of Common Stock)

(3) All calculations of percentage ownership in this Schedule 13D/A are based on 27,691,780 Common Stock issued and outstanding as of August 10, 2018, as reported in the Issuer's Form 10-Q filed with the SEC on August 15, 2018, and the 500,000 shares of Common Stock underlying Warrants exercised on September 3, 2018 at \$1.63 per share.

SCHEDULE 13D

CUSIP No. 88338K103

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|--------------|--|----------------------------------|--------------------------|
| (1) | Name of Reporting Person | | |
| | ASM Connaught House General Partner Limited | | |
| (2) | Check the Appropriate Box if a Member of a Group | | |
| | (a) | <input type="radio"/> | |
| | (b) | <input checked="" type="radio"/> | |
| (3) | SEC Use Only | | |
| (4) | Source of Funds | | |
| | WC | | |
| (5) | Check Box if Disclosure of Legal Proceeding Is Required Pursuant to Items 2(d) or 2(e) | <input type="radio"/> | |
| (6) | Citizenship or Place of Organization | | |
| | Cayman Islands | | |
| | | (7) | Sole Voting Power |
| Number of | | | 780,000 (1) |
| Shares | | (8) | Shared Voting Power |
| Beneficially | | | 0 |
| Owned by | | (9) | Sole Dispositive Power |
| Each | | | 780,000 (1) |
| Reporting | | (10) | Shared Dispositive Power |
| Person With | | | 0 |
| (11) | Aggregate Amount Beneficially Owned by Each Reporting Person | | |
| | 1,500,000 (2) | | |
| (12) | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares | <input type="radio"/> | |
| (13) | Percent of Class Represented by Amount in Row (11) | | |
| | 5.32% (3) | | |
| (14) | Type of Reporting Person (See Instructions) | | |
| | CO | | |

(1) Solely in its capacity as the general partner of ASM Connaught House Fund LP.

(2) Consisting of 1,500,000 shares of Common Stock beneficially owned by (i) ASM Connaught House Fund LP (780,000 shares of Common Stock), (ii) ASM Connaught House (Master) Fund II LP (540,000 shares of Common Stock), (iii) ASM Co-Investment Term Trust I (180,000 shares of Common Stock)

(3) All calculations of percentage ownership in this Schedule 13D/A are based on 27,691,780 Common Stock issued and outstanding as of August 10, 2018, as reported in the Issuer's Form 10-Q filed with the SEC on August 15, 2018, and the 500,000 shares of Common Stock underlying the Warrants exercised on September 3, 2018 at \$1.63 per share.

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CUSIP No. 88338K103

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|--------------|--|----------------------------------|--------------------------|
| (1) | Name of Reporting Person | | |
| | ASM Connaught House General Partner II Limited | | |
| (2) | Check the Appropriate Box if a Member of a Group | | |
| | (a) | <input type="radio"/> | |
| | (b) | <input checked="" type="radio"/> | |
| (3) | SEC Use Only | | |
| (4) | Source of Funds | | |
| | WC | | |
| (5) | Check Box if Disclosure of Legal Proceeding Is Required Pursuant to Items 2(d) or 2(e) | <input type="radio"/> | |
| (6) | Citizenship or Place of Organization | | |
| | Cayman Islands | | |
| | | (7) | Sole Voting Power |
| Number of | | | 540,000 (1) |
| Shares | | (8) | Shared Voting Power |
| Beneficially | | | 0 |
| Owned by | | (9) | Sole Dispositive Power |
| Each | | | 540,000 (1) |
| Reporting | | (10) | Shared Dispositive Power |
| Person With | | | 0 |
| | Aggregate Amount Beneficially Owned by Each Reporting Person | | |
| (11) | 1,500,000 (2) | | |
| (12) | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares | <input type="radio"/> | |
| | Percent of Class Represented by Amount in Row (11) | | |
| (13) | 5.32% (3) | | |
| (14) | Type of Reporting Person (See Instructions) | | |
| | CO | | |

(1) Solely in its capacity as the general partner of ASM Connaught House (Master) Fund II LP

(2) Consisting of 1,500,000 shares of Common Stock beneficially owned by (i) ASM Connaught House Fund LP (780,000 shares of Common Stock), (ii) ASM Connaught House (Master) Fund II LP (540,000 shares of Common Stock), (iii) ASM Co-Investment Term Trust I (180,000 shares of Common Stock).

(3) All calculations of percentage ownership in this Schedule 13D/A are based on 27,691,780 Common Stock issued and outstanding as of August 10, 2018, as reported in the Issuer's Form 10-Q filed with the SEC on August 15, 2018, and the 500,000 shares of Common Stock underlying Warrants exercised on September 3, 2018 at \$1.63 per share.

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|--------------|--|----------------------------------|--------------------------|
| (1) | Name of Reporting Person | | |
| | ASM Co-Investment Term Trust I | | |
| (2) | Check the Appropriate Box if a Member of a Group | | |
| | (a) | <input type="radio"/> | |
| | (b) | <input checked="" type="radio"/> | |
| (3) | SEC Use Only | | |
| (4) | Source of Funds | | |
| | WC | | |
| (5) | Check Box if Disclosure of Legal Proceeding Is Required Pursuant to Items 2(d) or 2(e) | <input type="radio"/> | |
| (6) | Citizenship or Place of Organization | | |
| | Cayman Islands | | |
| | | (7) | Sole Voting Power |
| Number of | | | 180,000 (1) |
| Shares | | (8) | Shared Voting Power |
| Beneficially | | | 0 |
| Owned by | | (9) | Sole Dispositive Power |
| Each | | | 180,000 (1) |
| Reporting | | (10) | Shared Dispositive Power |
| Person With | | | 0 |
| | Aggregate Amount Beneficially Owned by Each Reporting Person | | |
| (11) | 1,500,000 (2) | | |
| (12) | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares | <input type="radio"/> | |
| | Percent of Class Represented by Amount in Row (11) | | |
| (13) | 5.32% (3) | | |
| (14) | Type of Reporting Person (See Instructions) | | |
| | CO | | |

(1) Consisting of 180,000 shares Common Stock, 60,000 shares of which were acquired pursuant to the exercise of Warrants at an exercise price of \$1.63 per share of Common Stock.

(2) Consisting of 1,500,000 shares of Common Stock beneficially owned by (i) ASM Connaught House Fund LP (780,000 shares of Common Stock), (ii) ASM Connaught House (Master) Fund II LP (540,000 shares of Common Stock), (iii) ASM Co-Investment Term Trust I (180,000 shares of Common Stock).

(3) All calculations of percentage ownership in this Schedule 13D/A are based on 27,691,780 Common Stock issued and outstanding as of August 10, 2018, as reported in the Issuer's Form 10-Q filed with the SEC on August 15, 2018, and the 500,000 shares of Common Stock underlying the Warrants mentioned in (1) above.

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|--------------|--|----------------------------------|--------------------------|
| (1) | Name of Reporting Person | | |
| | ASM Connaught House Fund LP | | |
| (2) | Check the Appropriate Box if a Member of a Group | | |
| | (a) | <input type="radio"/> | |
| | (b) | <input checked="" type="radio"/> | |
| (3) | SEC Use Only | | |
| (4) | Source of Funds | | |
| | WC | | |
| (5) | Check Box if Disclosure of Legal Proceeding Is Required Pursuant to Items 2(d) or 2(e) | <input type="radio"/> | |
| (6) | Citizenship or Place of Organization | | |
| | Cayman Islands | | |
| | | (7) | Sole Voting Power |
| Number of | | | 780,000 (1) |
| Shares | | (8) | Shared Voting Power |
| Beneficially | | | 0 |
| Owned by | | (9) | Sole Dispositive Power |
| Each | | | 780,000 (1) |
| Reporting | | (10) | Shared Dispositive Power |
| Person With | | | 0 |
| | Aggregate Amount Beneficially Owned by Each Reporting Person | | |
| (11) | 1,500,000 (2) | | |
| (12) | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares | <input type="radio"/> | |
| (13) | Percent of Class Represented by Amount in Row (11) | | |
| | 5.32% (3) | | |
| (14) | Type of Reporting Person (See Instructions) | | |
| | PN | | |

(1) Consisting of 780,000 shares of Common Stock, 260,000 shares of which were acquired pursuant to the exercise of Warrants at a price of \$1.63 per share of Common Stock.

(2) Consisting of 1,500,000 shares of Common Stock beneficially owned by (i) ASM Connaught House Fund LP (780,000 shares of Common Stock), (ii) ASM Connaught House (Master) Fund II LP (540,000 shares of Common Stock), (iii) ASM Co-Investment Term Trust I (180,000 shares of Common Stock).

(3) All calculations of percentage ownership in this Schedule 13D/A are based on 27,691,780 Common Stock issued and outstanding as of August 10, 2018, as reported in the Issuer's Form 10-Q filed with the SEC on August 15, 2018, and the 500,000 shares of Common Stock underlying the Warrants mentioned in (1) above.

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CUSIP No. 88338K103

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|--------------|--|----------------------------------|--------------------------|
| (1) | Name of Reporting Person | | |
| | ASM Connaught House (Master) Fund II LP | | |
| (2) | Check the Appropriate Box if a Member of a Group | | |
| | (a) | <input type="radio"/> | |
| | (b) | <input checked="" type="radio"/> | |
| (3) | SEC Use Only | | |
| (4) | Source of Funds | | |
| | WC | | |
| (5) | Check Box if Disclosure of Legal Proceeding Is Required Pursuant to Items 2(d) or 2(e) | <input type="radio"/> | |
| (6) | Citizenship or Place of Organization | | |
| | Cayman Islands | | |
| | | (7) | Sole Voting Power |
| Number of | | | 540,000 (1) |
| Shares | | (8) | Shared Voting Power |
| Beneficially | | | 0 |
| Owned by | | (9) | Sole Dispositive Power |
| Each | | | 540,000 (1) |
| Reporting | | (10) | Shared Dispositive Power |
| Person With | | | 0 |
| (11) | Aggregate Amount Beneficially Owned by Each Reporting Person | | |
| | 1,500,000 (2) | | |
| (12) | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares | <input type="radio"/> | |
| (13) | Percent of Class Represented by Amount in Row (11) | | |
| | 5.32% (3) | | |
| (14) | | | |