

KONA GRILL INC
Form 4
May 11, 2017

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Bakay Berke

(Last) (First) (Middle)
15059 NORTH SCOTTSDALE ROAD, SUITE 300
(Street)

SCOTTSDALE, AZ 85254

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
KONA GRILL INC [KONA]

3. Date of Earliest Transaction (Month/Day/Year)
05/11/2017

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
President and CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	05/11/2017		P		50,000	A	\$ 4.8344 (1)
Common Stock							1,280,000
							92,602
						I	By Fund (2) (3)
						D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bakay Berke 15059 NORTH SCOTTSDALE ROAD, SUITE 300 SCOTTSDALE, AZ 85254	X	X	President and CEO	
BBS CAPITAL FUND LP 5524 EAST ESTRID AVENUE SCOTTSDALE, AZ 85254		X		
BBS Capital Management, LP 5524 EAST ESTRID AVENUE SCOTTSDALE, AZ 85254	X	X		
BBS Capital GP, LP 5524 EAST ESTRID AVENUE SCOTTSDALE, AZ 85254	X	X		
BBS Capital, LLC 5524 EAST ESTRID AVENUE SCOTTSDALE, AZ 85254	X	X		

Signatures

/s/ Berke Bakay 05/11/2017
__Signature of Reporting Person Date

/s/ Berke Bakay, manager of BBS Capital, LLC, general partner of BBS Capital GP, LP, general partner of BBS Capital Fund, LP 05/11/2017
__Signature of Reporting Person Date

/s/ Berke Bakay, manager of BBS Capital, LLC, general partner of BBS Capital GP, LP 05/11/2017
__Signature of Reporting Person Date

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/s/ Berke Bakay, manager of BBS Capital, LLC general partner of BBS Capital Management,
LP

05/11/2017

__Signature of Reporting Person

Date

/s/ Berke Bakay, manager of BBS Capital, LLC

05/11/2017

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Price reported is a weighted average price. The shares were purchased in multiple transactions at prices ranging from \$4.75 to \$4.90, inclusive. The reporting persons undertake to provide Kona Grill, Inc. (the "Issuer"), any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the range specified above.

(2) The filing of this Form 4 shall not be constructed as an admission that BBS Capital Management, LP ("BBS Management"), BBS Capital GP, LP ("BBS GP"), BBS Capital, LLC ("BBS Capital") or Mr. Berke Bakay are or were for the purpose of Section 16(a) of the Securities Exchange Act of 1934, as amended, or otherwise the beneficial owner of any of the shares of common stock, par value \$0.01 per share ("Common Stock"), of Kona Grill, Inc. (the "Issuer") owned by BBS Capital Fund, LP (the "Fund"). Mr Bakay, BBS GP, BBS Management and BBS Capital each disclaim any such beneficial ownership except to the extent of their pecuniary interest.

(3) The Fund beneficially owns 1,280,000 shares of Common Stock of the Issuer as of May 11, 2017 BBS GP, as general partner of the Fund, BBS Capital, as the general partner of BBS GP, and Mr. Bakay may be deemed to have an indirect pecuniary interest in such shares due to the performance allocation from the Fund and their direct or indirect partnership interests in the Fund. BBS Management, as investment manager to the Fund receives an asset-based management fee from the Fund and, therefore, has no pecuniary interest.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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