

KONA GRILL INC
Form 4
November 26, 2014

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 *
SCHUSSLER STEVEN W

(Last) (First) (Middle)

858 DECATUR AVENUE NORTH

(Street)

GOLDEN VALLEY, MN 55427

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
11/24/2014

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)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 11/24/2014 | | M | | 10,000 A \$ 5.43 | 10,000 | D |
| Common Stock | 11/24/2014 | | M | | 11,000 A \$ 8.71 | 21,000 | D |
| Common Stock | 11/24/2014 | | M | | 8,250 A \$ 16.12 | 29,250 | D |
| Common Stock | 11/24/2014 | | S | | 22,278 D \$ 24.83 | 6,972 | D |
| Common Stock | 11/25/2014 | | S | | 5,339 D \$ 24.35 | 1,633 | D |

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| | | | | | | | |
|--------------|------------|--|---|-------|-----|-------|-----|
| | | | | | (2) | | |
| | | | | | \$ | | |
| Common Stock | 11/26/2014 | | S | 1,633 | D | 24.45 | 0 D |
| | | | | | | (3) | |

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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Director Stock Option (Right to Buy) | \$ 5.43 | 11/24/2014 | | M | 10,000 | (4) 03/07/2017 | Common Stock | 10,000 |
| Director Stock Option (Right to Buy) | \$ 8.71 | 11/24/2014 | | M | 11,000 | (4) 02/06/2018 | Common Stock | 11,000 |
| Director Stock Option (Right to Buy) | \$ 16.12 | 11/24/2014 | | M | 8,250 | (4) 02/05/2019 | Common Stock | 8,250 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SCHUSSLER STEVEN W 858 DECATUR AVENUE NORTH | X | | | |

GOLDEN VALLEY, MN 55427

Signatures

/s/ Christi Hing as
attorney-in-fact

11/26/2014

__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 sold in multiple transactions at prices ranging from \$24.50 to \$25.10, inclusive. The reporting person undertakes 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 sold at each separate price within the range specified above.
 - (2) Price reported is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$24.30 to \$24.44, inclusive. The reporting person undertakes 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 sold at each separate price within the range specified above.
 - (3) Price reported is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$24.45 to \$24.46, inclusive. The reporting person undertakes 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 sold at each separate price within the range specified above.
 - (4) All options were exercisable at the transaction date.

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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