KONA GRILL INC

Form 4

September 23, 2014

FORM 4

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

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

burden hours per response...

0.5

Estimated average

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Winczewski Anthony L

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Last)

(First)

(Middle)

KONA GRILL INC [KONA]

3. Date of Earliest Transaction

(Check all applicable)

(Month/Day/Year) 09/19/2014

_X__ Director Officer (give title below)

10% Owner Other (specify

200 S. 6TH STREET, SUITE 1300

6. Individual or Joint/Group Filing(Check

(Street)

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

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

MINNEAPOLIS, MN 55402

(City)	(State)	(Zip) Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly 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 ction(A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common stock	09/19/2014		S	8,000	D	\$ 17.83 (1)	0	D	
Common stock	09/19/2014		M	5,000	A	\$ 3.39	5,000	D	
Common stock	09/19/2014		S	5,000	D	\$ 17.83 (1)	0	D	
Common stock	09/19/2014		M	1,190	A	\$ 5.15	1,190	D	
Common	09/19/2014		S	1,190	D	\$	0	D	

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stock					17.83 (1)	
Common stock	09/22/2014	M	4,100	A	\$ 5.15 4,100	D
Common stock	09/22/2014	S	4,100	D	\$ 17.41 0	D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474

(9-02)

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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. Transacti Code (Instr. 8)	Secu Acq (A) d Disp (D)	or cosed of er. 3, 4,	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Director Stock Option (Right to Buy)	\$ 3.39	09/19/2014		M		5,000	01/28/2011(3)	01/28/2015	Common Stock	5,000
Director Stock Option (Right to Buy)	\$ 5.15	09/19/2014		M		1,190	02/25/2012(4)	02/24/2016	Common Stock	1,190
Director Stock Option (Right to Buy)	\$ 5.15	09/22/2014		M		4,100	02/25/2012(4)	02/24/2016	Common Stock	4,100

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Winczewski Anthony L 200 S. 6TH STREET, SUITE 1300 MINNEAPOLIS, MN 55402

X

Signatures

/s/ Christi Hing as attorney-in-fact

09/23/2014

**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).
- Price reported is a weighted average price. These shares were sold pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 14, 2014 at prices ranging from \$17.40 to \$18.49, 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.
- Price reported is a weighted average price. These shares were sold pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 14, 2014 at prices ranging from \$17.13 to \$17.71, 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) 25% of the total number of options granted vested and became exercisable on each of April 28, 2010, July 28, 2010, October 28, 2010, and January 28, 2011.
- (4) 25% of the total number of options granted vested and became exercisable on each of May 25, 2011, August 25, 2011, November 25, 2011, and February 25, 2012.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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