

KONA GRILL INC  
Form SC 13D/A  
February 14, 2014

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**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

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**SCHEDULE 13D/A**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 6)\***

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**Kona Grill, Inc.**  
**(Name of issuer)**

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**Common Stock, par value \$0.01**  
**(Title of class of securities)**

**50047H201**  
**(CUSIP number)**

**Berke Bakay**

**c/o BBS Capital Management, LP**

**5524 E. Estrid Avenue**

**Scottsdale, AZ 85254**

**Tel. No.: (972) 207-3254**

**- with copies to -**

**Douglas T. Holod**

**Maslon Edelman Borman & Brand, LLP**

**90 South 7<sup>th</sup> Street, Suite 3300**

**Minneapolis, MN 55402**

**(612) 672-8313**

**(Name, address and telephone number of person authorized to receive notices and communications)**

**January 30, 2013**

**(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.

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**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

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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).

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SCHEDULE 13D/A

CUSIP No. 50047H201 Page 2 of 8 Pages

1	NAME OF REPORTING PERSONS
	BBS Capital Fund, LP CHECK THE APPROPRIATE BOX IF A MEMBER <sup>(a)</sup> OF A GROUP <sup>(b)</sup> (SEE INSTRUCTIONS)
2	SEC USE ONLY SOURCE OF FUNDS (SEE INSTRUCTIONS)
3	WC CHECK BOX IF

DISCLOSURE  
OF  
LEGAL  
PROCEEDINGS  
IS  
REQUIRED  
PURSUANT  
TO  
ITEMS  
2(d) or  
2(e)

CITIZENSHIP OR  
PLACE OF  
ORGANIZATION

6

Delaware

SOLE  
VOTING  
POWER

NUMBER OF 7

SHARES 1,330,000  
SHARED  
VOTING  
POWER

BENEFICIALLY 8

OWNED BY

0  
SOLE  
DISPOSITIVE  
POWER

EACH 9

REPORTING 9

PERSON

1,330,000  
SHARED  
DISPOSITIVE  
POWER

WITH 10

0

11

AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING PERSON

1,330,000  
CHECK  
BOX IF  
THE  
AGGREGATE  
AMOUNT  
IN  
ROW  
(9)  
EXCLUDES  
CERTAIN  
SHARES  
(SEE  
INSTRUCTIONS)

12

PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (9)

13

15.5%  
TYPE OF REPORTING  
PERSON (SEE  
INSTRUCTIONS)

14

PN

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SCHEDULE 13D/A

CUSIP No. 50047H201 Page 3 of 8 Pages

NAME OF  
REPORTING  
PERSONS

1

BBS Capital  
Management, LP  
CHECK  
THE  
APPROPRIATE  
BOX IF  
A  
MEMBER<sup>(a)</sup>  
OF A  
GROUP<sup>(b)</sup>  
(SEE  
INSTRUCTIONS)

2

3

SEC USE ONLY  
SOURCE OF FUNDS  
(SEE INSTRUCTIONS)

4

5

AF  
CHECK  
BOX IF  
DISCLOSURE  
OF  
LEGAL  
PROCEEDINGS  
IS  
REQUIRED  
PURSUANT  
TO  
ITEMS

2(d) or  
2(e)

CITIZENSHIP OR  
PLACE OF  
ORGANIZATION

**6**

Texas

SOLE  
VOTING  
POWER

**NUMBER OF 7**

0  
SHARED  
VOTING  
POWER

**SHARES**

**BENEFICIALLY 8**

**OWNED BY**

1,330,000  
SOLE  
DISPOSITIVE  
POWER

**EACH**

**REPORTING 9**

**PERSON**

0  
SHARED  
DISPOSITIVE  
POWER

**WITH 10**

1,330,000  
AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING PERSON

**11**

1,330,000

**12**



CHECK  
BOX IF  
THE  
AGGREGATE  
AMOUNT  
IN  
ROW  
(9)  
EXCLUDES  
CERTAIN  
SHARES  
(SEE  
INSTRUCTIONS)

PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (9)

13

15.5%  
TYPE OF REPORTING  
PERSON (SEE  
INSTRUCTIONS)

14

PN, IA

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SCHEDULE 13D/A

CUSIP No. 50047H201 Page 4 of 8 Pages

1	NAME OF REPORTING PERSONS
2	BBS Capital GP, LP CHECK THE APPROPRIATE BOX IF A MEMBER <sup>(a)</sup> OF A GROUP <sup>(b)</sup> (SEE INSTRUCTIONS)
3	SEC USE ONLY SOURCE OF FUNDS (SEE INSTRUCTIONS)
4	
5	AF CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or

2(e)

		CITIZENSHIP OR PLACE OF ORGANIZATION
<b>6</b>		
		Texas
		SOLE VOTING POWER
<b>NUMBER OF</b>	<b>7</b>	
		0
<b>SHARES</b>		SHARED VOTING POWER
<b>BENEFICIALLY</b>	<b>8</b>	
<b>OWNED BY</b>		
		1,330,000
<b>EACH</b>		SOLE DISPOSITIVE POWER
<b>REPORTING</b>	<b>9</b>	
<b>PERSON</b>		
		0
		SHARED DISPOSITIVE POWER
<b>WITH</b>	<b>10</b>	
		1,330,000
		AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
<b>11</b>		
		1,330,000
<b>12</b>		CHECK BOX IF

THE  
AGGREGATE  
AMOUNT  
IN  
ROW  
(9)  
EXCLUDES  
CERTAIN  
SHARES  
(SEE  
INSTRUCTIONS)

PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (9)

**13**

15.5%  
TYPE OF REPORTING  
PERSON (SEE  
INSTRUCTIONS)

**14**

PN

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SCHEDULE 13D/A

CUSIP No. 50047H201 Page 5 of 8 Pages

1	NAME OF REPORTING PERSONS
2	BBS Capital, LLC CHECK THE APPROPRIATE BOX IF A MEMBER <sup>(a)</sup> OF A GROUP <sup>(b)</sup> (SEE INSTRUCTIONS)
3	SEC USE ONLY SOURCE OF FUNDS (SEE INSTRUCTIONS)
4	
5	AF CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

		CITIZENSHIP OR PLACE OF ORGANIZATION
<b>6</b>		
		Texas
		SOLE VOTING POWER
<b>NUMBER OF</b>	<b>7</b>	
		0
<b>SHARES</b>		SHARED VOTING POWER
<b>BENEFICIALLY</b>	<b>8</b>	
<b>OWNED BY</b>		
		1,330,000
<b>EACH</b>		SOLE DISPOSITIVE POWER
<b>REPORTING</b>	<b>9</b>	
<b>PERSON</b>		
		0
		SHARED DISPOSITIVE POWER
<b>WITH</b>	<b>10</b>	
		1,330,000
<b>11</b>		AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
<b>12</b>		1,330,000 CHECK BOX IF THE AGGREGATE

AMOUNT  
IN  
ROW  
(9)  
EXCLUDES  
CERTAIN  
SHARES  
(SEE  
INSTRUCTIONS)

PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (9)

**13**

15.5%  
TYPE OF REPORTING  
PERSON (SEE  
INSTRUCTIONS)

**14**

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SCHEDULE 13D/A

CUSIP No. 50047H201 Page 6 of 8 Pages

1	NAME OF REPORTING PERSONS
2	Berke Bakay CHECK THE APPROPRIATE BOX IF A MEMBER <sup>(a)</sup> OF A GROUP <sup>(b)</sup> (SEE INSTRUCTIONS)
3	SEC USE ONLY SOURCE OF FUNDS (SEE INSTRUCTIONS)
4	
5	AF, PF CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or



2(e)

		CITIZENSHIP OR PLACE OF ORGANIZATION
<b>6</b>		
		United States
		SOLE VOTING POWER
<b>NUMBER OF</b>	<b>7</b>	
		126,250
<b>SHARES</b>		SHARED VOTING POWER
<b>BENEFICIALLY</b>	<b>8</b>	
<b>OWNED BY</b>		
		1,330,000
<b>EACH</b>		SOLE DISPOSITIVE POWER
<b>REPORTING</b>	<b>9</b>	
<b>PERSON</b>		
		126,250
<b>WITH</b>	<b>10</b>	SHARED DISPOSITIVE POWER
		1,330,000
<b>11</b>		AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
<b>12</b>		1,456,250 CHECK BOX IF

THE  
AGGREGATE  
AMOUNT  
IN  
ROW  
(9)  
EXCLUDES  
CERTAIN  
SHARES  
(SEE  
INSTRUCTIONS)

PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (9)

13

16.7%  
TYPE OF REPORTING  
PERSON (SEE  
INSTRUCTIONS)

14

IN

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**AMENDMENT NO. 6 TO SCHEDULE 13D**

This Amendment No. 6 to Schedule 13D (this “*Amendment*”) is being filed on behalf of BBS Capital Fund, LP, BBS Capital Management, LP, BBS Capital GP, LP, BBS Capital, LLC and Berke Bakay (the “*Reporting Persons*”), relating to shares of common stock of Kona Grill, Inc. (the “*Issuer*”), par value \$0.01 per share (the “*Common Stock*”). This Amendment modifies the original Schedule 13D filed with the Securities and Exchange Commission (the “*SEC*”) on June 17, 2009, as amended by Amendment No. 1 filed with the SEC on September 4, 2009, as amended by Amendment No. 2 filed with the SEC on October 29, 2009, as amended by Amendment No. 3 filed with the SEC on November 2, 2010, as amended by Amendment No. 4 filed with the SEC on November 26, 2010, and as amended by Amendment No. 5 filed with the SEC on January 31, 2012 (the “*13D*”).

**Item 4. Purpose of the Transaction**

Item 4 of the 13D is hereby amended by adding the following:

On February 7, 2013, Berke Bakay was granted an Employee stock option to purchase 30,000 shares of Common stock at \$8.71 per share, of which 7,500 shares are currently vested. The remaining shares vest 25% each on February 7, 2015, February 7, 2016 and February 7, 2017.

On February 6, 2014, Mr. Bakay was granted an Employee stock option to purchase 30,000 shares of Common stock at \$16.12 per share, which will vest 25% each year over a four-year period beginning on February 7, 2015.

Previously on January 30, 2012, Mr. Bakay was granted an option to purchase 200,000 shares, 100,000 shares of which are now vested. The remaining shares vest 25% each on January 30, 2015 and January 30, 2016. On February 25, 2011, the Issuer granted Mr. Bakay an option to purchase 7,500 shares of Common Stock at \$5.15 per share as compensation for serving as a member of the Board, all of which is presently exercisable.

**Item 5. Interest in Securities of the Issuer**

Item 5 of the 13D is hereby amended and restated to read as follows:

(a) The Fund is the beneficial owner of the 1,330,000 shares of Common Stock it beneficially holds, which represents 15.5% of the Issuer's outstanding shares of Common Stock. BBS Management, BBS GP, and BBS Capital are each the beneficial owners of the 1,330,000 shares of Common Stock of the Issuer held by the Fund, which represents 15.5% of the Issuer's outstanding shares of Common Stock.

Mr. Bakay is deemed to own the above shares, 10,000 shares of common stock and options to purchase common stock in the amount of 116,250 shares that are presently exercisable or become exercisable within 60 days of the date hereof. Thus, he is deemed to own 1,456,250 shares of Common Stock, which represents 16.7% of the Issuer's outstanding Common Stock. The above percentages were calculated on the basis of the 8,594,076 shares of Common Stock issued and outstanding as reported by the Issuer in its most recently filed Form 10-Q.

(b) The Fund has the sole power to vote and dispose of the 1,330,000 shares of Common Stock it currently holds. BBS Management, as the investment manager of the Fund, has the shared power to vote and dispose of the 1,330,000 shares of Common Stock held by the Fund. BBS GP, as the general partner of the Fund, has the shared power to vote and dispose of the 1,330,000 shares of Common Stock held by the Fund. BBS Capital, as the general partner of BBS Management and BBS GP, has the shared power to vote and dispose of the 1,330,000 shares of Common Stock held by the Fund. Berke Bakay, as the manager of BBS Capital, has the shared power to vote and dispose of the 1,330,000 shares of Common Stock held by the Fund and the sole power to vote the 10,000 shares of Common Stock he owns and the 116,250 shares of Common Stock that are issuable upon the exercise of options that are currently vested or that vest within 60 days.

(c) Not Applicable.

(d) Not Applicable.

(e) Not Applicable.

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**Signature**

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

Date: February 14, 2014

**BBS Capital Fund, LP**

By: BBS Capital GP, LP, its general partner

By: BBS Capital, LLC, its general partner

By: /s/ Berke Bakay

Name: Berke Bakay

Title: Manager

**BBS Capital Management, LP**

By: BBS Capital, LLC, its general partner

By: /s/ Berke Bakay

Name: Berke Bakay

Title: Manager

**BBS Capital GP, LP**

By: BBS Capital, LLC, its general partner

By: /s/ Berke Bakay  
Name: Berke Bakay  
Title: Manager

**BBS Capital, LLC**

By: /s/ Berke Bakay  
Name: Berke Bakay  
Title: Manager

/s/  
Berke  
Bakay  
Berke  
Bakay