

KONA GRILL INC
Form SC 13D/A
July 06, 2011

**UNITED STATES
SECURITIES AND EXCHANGE**

COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 18)*

Kona Grill, Inc.

(Name of Issuer)

**Common Stock, par value \$0.01 per share
(Title of Class of Securities)**

**50047H201
(CUSIP Number)**

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Mill Road Capital, L.P.

Attn: Thomas E. Lynch

382 Greenwich Avenue

Suite One

Greenwich, CT 06830

203-987-3501

With a copy to:

Peter M. Rosenblum, Esq.

Foley Hoag LLP

155 Seaport Blvd.

Boston, MA 02210

617-832-1151

(Name, Address and Telephone Number of Person

Authorized to Receive Notices and Communications)

July 1, 2011

(Date of Event which Requires Filing of this Statement)

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 §240.13d-7 for other parties to whom copies are 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).

1. Names of Reporting Persons.

Thomas E. Lynch

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) " (b) "

3. SEC Use Only

4. Source of Funds (See Instructions)

OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) "

6. Citizenship or Place of Organization

USA

7. Sole Voting Power
Number of

Shares 8. Shared Voting Power

Beneficially

Owned by 100,286

Each 9. Sole Dispositive Power

Reporting 10. Shared Dispositive Power

Person

With 100,286

11. Aggregate Amount Beneficially Owned by Each Reporting Person

100,286

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12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) ..

13. Percent of Class Represented by Amount in Row (11)

1.1%

14. Type of Reporting Person (See Instructions)

HC; IN

1. Names of Reporting Persons.

Scott P. Scharfman

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) " (b) "

3. SEC Use Only

4. Source of Funds (See Instructions)

OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) "

6. Citizenship or Place of Organization

USA

7. Sole Voting Power
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13. Percent of Class Represented by Amount in Row (11)

1.1%

14. Type of Reporting Person (See Instructions)

HC; IN

1. Names of Reporting Persons.

Mill Road Capital GP LLC

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) " (b) "

3. SEC Use Only

4. Source of Funds (See Instructions)

OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) "

6. Citizenship or Place of Organization

Delaware

7. Sole Voting Power

Number of

Shares

Beneficially 100,286

8. Shared Voting Power

Owned by

Each

9. Sole Dispositive Power

Reporting

Person

100,286
10. Shared Dispositive Power

With

11. Aggregate Amount Beneficially Owned by Each Reporting Person

100,286

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13. Percent of Class Represented by Amount in Row (11)

1.1%

14. Type of Reporting Person (See Instructions)

HC; OO

1. Names of Reporting Persons.

Mill Road Capital, L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) " (b) "

3. SEC Use Only

4. Source of Funds (See Instructions)

WC

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) "

6. Citizenship or Place of Organization

Delaware

7. Sole Voting Power

Number of

Shares

100,286

Beneficially

8. Shared Voting Power

Owned by

Each

9. Sole Dispositive Power

Reporting

Person

100,286

10. Shared Dispositive Power

With

11. Aggregate Amount Beneficially Owned by Each Reporting Person

100,286

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12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) ..

13. Percent of Class Represented by Amount in Row (11)

1.1%

14. Type of Reporting Person (See Instructions)

PN

This Amendment No. 18 to the joint statement on Schedule 13D with respect to the common stock, par value \$0.01 per share, of Kona Grill, Inc., a Delaware corporation, filed by the undersigned on June 26, 2008, as amended by Amendment No. 1 thereto filed on November 14, 2008, by Amendment No. 2 thereto filed on December 30, 2008, by Amendment No. 3 thereto filed on January 2, 2009, by Amendment No. 4 thereto filed on January 30, 2009, by Amendment No. 5 thereto filed on March 12, 2009, by Amendment No. 6 thereto filed on April 15, 2009, by Amendment No. 7 thereto filed on May 18, 2009, by Amendment No. 8 thereto filed on June 3, 2009, by Amendment No. 9 thereto filed on January 29, 2010, by Amendment No. 10 thereto filed on February 22, 2010, by Amendment No. 11 thereto filed on March 12, 2010, by Amendment No. 12 thereto filed on March 25, 2010, by Amendment No. 13 thereto filed on April 1, 2010, by Amendment No. 14 thereto filed on April 16, 2010, by Amendment No. 15 thereto filed on November 22, 2010, by Amendment No. 16 thereto filed on January 18, 2011, and by Amendment No. 17 thereto filed on February 4, 2011 (collectively, the **Schedule 13D**), further amends and supplements the Schedule 13D as follows:

1. Item 3 of the Schedule 13D shall hereby be amended and restated in full as follows:

Item 3. Source and Amount of Funds or Other Consideration

The Reporting Persons have acquired beneficial ownership of an aggregate of 100,286 shares of Common Stock for \$147,003.00 using working capital from the Fund and the proceeds of margin loans under margin loan facilities maintained in the ordinary course of business by the Fund with a broker on customary terms and conditions.

2. Items 5(a) and 5(b) of the Schedule 13D shall hereby be amended and restated in full as follows:

(a, b) The percentages of beneficial ownership reported in this Item 5, and on each Reporting Person's cover page to this Schedule 13D, are based on a total of 9,209,921 shares of the Common Stock issued and outstanding as of April 29, 2011, as reported in the most recent quarterly report of the Issuer on Form 10-Q for the fiscal quarter ended March 31, 2011. All of the share numbers reported below, and on each Reporting Person's cover page to this Schedule 13D, are as of July 6, 2011, unless otherwise indicated. The cover page to this Schedule 13D for each Reporting Person is incorporated by reference in its entirety into this Item 5(a, b).

The Fund directly holds, and thus has sole voting and dispositive power over, 100,286 shares of Common Stock. The GP, as sole general partner of the Fund, also has sole voting and dispositive power over these shares, and each of Messrs. Lynch and Scharfman has the shared authority to vote and dispose of these shares on behalf of the Fund. Accordingly, each of the Reporting Persons beneficially owns 100,286 shares of Common Stock, or approximately 1.1% of the outstanding shares of Common Stock, and the Reporting Persons beneficially own, in the aggregate, 100,286 shares of Common Stock, or approximately 1.1% of the outstanding shares of Common Stock.

3. Item 5(c) of the Schedule 13D shall hereby be amended and restated in full as follows:

(c) No Reporting Person, other than the Fund as set forth in the table below, effected any transaction in shares of the Common Stock from May 7, 2011 (the date 60 days prior to the filing of this Amendment No. 18 to the Schedule 13D) to July 6, 2011:

| Date of Transaction | Shares Purchased/ (Sold) | Avg. Price per Share (\$) |
|----------------------------|---|--|
| 6/28/2011 | (40,000) | 5.3511 |
| 7/1/2011 | (449,800) | 5.8888 |

Each of the above listed transactions was conducted in the ordinary course of business on the open market for cash. Purchases have been aggregated daily, and purchase prices do not reflect brokerage commissions paid.

4. Item 5(e) of the Schedule 13D shall hereby be amended and restated in full as follows:

The Reporting Persons ceased to beneficially own in the aggregate, and the Fund, the GP, as the sole general partner of the Fund, and Messrs. Lynch and Scharfman, each as a management committee director of the GP, ceased to beneficially own, 5.0% of the shares of Common Stock as of July 1, 2011.

5. Except as expressly modified hereby, all provisions of the Schedule 13D shall continue in full force and effect.

[signature page follows]

Signature

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

DATE: July 6, 2011

MILL ROAD CAPITAL, L.P.

By: Mill Road Capital GP LLC,
its General Partner

By: /s/ Scott P. Scharfman
Scott P. Scharfman
Management Committee Director

MILL ROAD CAPITAL GP LLC

By: /s/ Scott P. Scharfman
Scott P. Scharfman
Management Committee Director

THOMAS E. LYNCH

By: /s/ Scott P. Scharfman
Scott P. Scharfman, attorney-in-fact

SCOTT P. SCHARFMAN

/s/ Scott P. Scharfman