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Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**Item 2.02 Results of Operations and Financial Condition.**

On January 12, 2015, Kona Grill, Inc. (the “Registrant”) issued a press release announcing its preliminary restaurant sales for the fourth quarter and fiscal year ended December 31, 2014.

The press release and investor presentation included in this Report on Form 8-K (including the exhibits) is being furnished and shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, except as shall be expressly set forth by specific reference in such filing.

The Company does not have, and expressly disclaims, any obligation to release publicly any updates or any changes in the Company’s expectations or any change in events, conditions, or circumstances on which any forward-looking statement is based.

**Item 7.01 Regulation FD Disclosure**

Kona Grill, Inc. (the “Company”) is furnishing this report on Form 8-K in connection with the disclosure of information in conjunction with investor meetings at the 17<sup>th</sup> Annual ICR XChange Conference on January 12-13, 2015.

The text included with this Report is available on the Company’s website located at [www.konagrill.com](http://www.konagrill.com), although the Company reserves the right to discontinue that availability at any time.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

Exhibit

Number Description

99.1 Press release titled “Kona Grill Announces Preliminary Fourth Quarter 2014 Restaurant Sales”

Investor Presentation – January 2015

99.2

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: January 12, 2015      KONA GRILL, INC.

By: /s/ Christi Hing  
Christi Hing  
Chief Financial Officer