

KONA GRILL INC
Form DEFA14A
March 23, 2009

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 14A**

Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

Kona Grill, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
 - (1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

- o Fee paid previously with preliminary materials.
- o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

*** Exercise Your Right to Vote *** IMPORTANT NOTICE Regarding the Availability of Proxy Materials Meeting Information Meeting Type: Annual Meeting For holders as of: March 03, 2009 Date: April 30, 2009 Time: 2:00 PM MST Location: Greenberg Traurig, LLP 2375 E Camelback Road Suite 700 Phoenix, AZ 85016 **KONA GRILL INC** You are receiving this communication because you hold shares in the above named company. This is not a ballot. You cannot use this notice to vote these shares. This is an overview only of the proxy materials. The materials you should review before you cast your vote are now available. You may view the proxy materials online or easily request a paper copy (see reverse side). We encourage you to access and review all of the important information contained in the proxy materials before voting. See the reverse side of this notice to obtain proxy materials and voting instructions.

Before You Vote How to Access the Proxy Materials Proxy Materials Available to VIEW or RECEIVE:

1. Combined Document How To View Online: Have the 12 Digit Control Number available (located on the following page) and visit: www.proxyvote.com. How to Request and Receive a PAPER or E-MAIL

Copy: You can choose to receive a paper or an e-mail copy. There is NO charge for requesting a copy.

Please choose one of the following methods to make your request: 1) BY INTERNET:

www.proxyvote.com 2) BY TELEPHONE: 1-800-579-1639 3) BY E-MAIL*:

sendmaterial@proxyvote.com * If requesting materials by e-mail, please send a blank e-mail with the 12 Digit Control Number (located on the following page) in the subject line. Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. To facilitate

timely delivery please make the request as instructed above on or before **April 15, 2009** How To Vote

Please Choose One of The Following Voting Methods Vote In Person: If you choose to vote these shares in person at the meeting, you must request a legal proxy. To do so, please follow the instructions at

www.proxyvote.com or request a paper copy of the materials, which will contain the appropriate instructions. Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting

materials for any special requirements for meeting attendance. Vote By Internet: To vote now by Internet, go to www.proxyvote.com. Have the 12 Digit Control Number available and follow the instructions. Vote

By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a voting instruction form.

Voting items **The Board of Directors recommends that you vote For the following.** **1.** Election of Directors **Nominees** 01 Marcus E. Jundt 2012 **The Board of Directors recommends you vote FOR the following proposal(s).** **2** Proposal to approve the amendment of the Company's 2005 Stock Award Plan **3** Proposal to approve the Rights Agreement dated as of May 27, 2008 between the Company and Continental Stock _____ Transfer & Trust Company **NOTE:** Such other business as may properly come before the meeting or any adjournment thereof.