U.S. SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-K/A
THE SECURITIES EXCHANGE ACT OF 1934

/X/ ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended December 31, 1999

OR

/ / TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from ______________ to ______

Commission file number 0-21423

CHICAGO PIZZA & BREWERY, INC.
(Exact name of registrant as specified in its charter)

CALIFORNIA	33-0485615
(State or other jurisdiction of incorporation or organization)	(I.R.S.Employer Identification Number)

26131 Marguerite Parkway
Suite A
Mission Viejo, California 92692
(949) 367-8616
(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Securities registered under Section 12(b) of the Exchange Act: None

Securities registered under Section 12(g) of the Exchange Act:

Title of Each Class	Name of each Exchange on Which Registered
Common Stock, No Par Value	NASDAQ

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. YES X NO

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ___

The aggregate market value of the common stock of the Registrant ("Common Stock") held by non-affiliates as of December 31, 1999 based on the market price at April 19, 2000 was $9,474,911. As of April 19, 2000, there were 7,658,321 shares of Common Stock of the Registrant outstanding and 7,964,584 Redeemable Warrants of the Registrant outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

None

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS, PROMOTERS AND CONTROL PERSONS; COMPLIANCE WITH SECTION 16(A) OF THE EXCHANGE ACT

DIRECTORS

The following table sets forth certain information concerning the members of the Company's present Board of Directors:

Nominee	Principal Occupation	Age
Paul A. Motenko	Co-Chairman of the Board, Co-Chief Executive Officer, Vice President and Secretary of the Company	45
Jeremiah J. Hennessy	Co-Chairman of the Board, Co-Chief Executive Officer and Chief Operating Officer of the Company	41
Ernest T. Klinger	Co-Chairman of the Board, President and Chief Financial Officer of the Company	64
Barry J. Grumman	Senior Partner in the Law Offices of Grumman & Rockett	49
Stanley B. Schneider	Managing Partner of Gursey, Schneider & Co.	64
Allyn R. Burroughs	Chief Executive Officer and Chairman of the Board of Directors of American Convenience Corporation	67
Mark James	Partner in the Law Offices of James, Driggs, Walch, Santoro, Kearney, Johnston & Thompson	40

PAUL A. MOTENKO has been Co-Chairman of the Board, Co-Chief Executive Officer, Vice President and Secretary of the Company since June 1999. Previously, since its inception in 1991, he was the Chief Executive Officer, Chairman of the Board, Vice President and Secretary of the Company. He is also Chairman of the Board and Secretary of Chicago Pizza Northwest, Inc., a Washington corporation and wholly owned subsidiary of the Company ("CPNI"). He is a certified public accountant and was a founding partner in the firm Motenko, Bachtelle & Hennessy from 1980 to 1991. In this capacity, Mr. Motenko provided accounting and consulting services to several restaurant companies, including BJ's Chicago Pizzeria. From 1976 to 1980, Mr. Motenko was employed as an accountant and consultant for several accounting firms, including Kenneth Leventhal and Company and Peat, Marwick, Main. Mr. Motenko graduated with high honors from the University of Illinois in 1976 with a Bachelor of Science in accounting.

JEREMIAH J. HENNESSY has been Co-Chairman of the Board, Co-Chief Executive Officer and Chief Operating Officer of the Company since June 1999. Previously, since its inception in 1991, he was the President, Chief Operating Officer and a Director of the Company. During 1997 he was appointed the Chief Financial Officer of the Company. He is also Chief Executive Officer and a Director of CPNI. Mr. Hennessy is a certified public accountant and was a partner in the firm Motenko, Bachtelle & Hennessy from 1988 to 1991. His public accounting practice involved extensive work for food service and restaurant clientele. He served as a controller for a large Southern California construction company and has extensive background in construction and development. Mr. Hennessy has also worked in various aspects of the restaurant industry for Marie Callendar's and Knott's Berry Farm. Mr. Hennessy graduated Magna Cum Laude from National University in 1983 with a Bachelor of Science in accounting.

ERNEST T. KLINGER was appointed President, Chief Financial Officer and Co-Chairman of the Board on June 21, 1999. He has been a Director of the Company since April 1997. Mr. Klinger is a certified public accountant and previously served as Chief Financial Officer and Vice President-Finance and Administration of Arden Group, Inc., which consists of thirteen supermarkets, including Gelson's and Mayfair. Mr. Klinger received a Bachelor of Laws from LaSalle University, Chicago, Illinois and a Bachelor of Business Administration from the University of Minnesota, Minneapolis. Mr. Klinger serves as a director of HomeBase, Inc.

STANLEY B. SCHNEIDER has been a Director of the Company since August 7, 1996. Mr. Schneider is a certified public accountant and founding member and the managing partner of Gursey, Schneider & Co. LLP, an independent public accounting firm founded in 1964 that specializes in general accounting services, litigation support, audits, tax consulting and compliance as well as business management and management advisory services. Mr. Schneider serves as a director of Perceptronics, Inc., a Woodland Hills, California based high-tech defense firm; Jerry's Famous Deli, Inc., a Los Angeles-based restaurant company and The Autry Museum of Western Heritage and P.A.T.H., an organization dedicated to helping the homeless in Los Angeles. Mr. Schneider obtained a Bachelor of Science in accounting from the University of California at Los Angeles in 1958.

BARRY J. GRUMMAN was named a Director of the Company in November 1994. Mr. Grumman has been the Senior Partner in the Law Offices of Grumman & Rockett, a Newport Beach, California law firm specializing in civil litigation, since 1977. Mr. Grumman also has extensive experience as an investor in private companies and has invested in companies that have gone public. Mr. Grumman is very active in various charities and is a past recipient of the prestigious "Breath of Life" award from the Cystic Fibrosis Foundation. Mr. Grumman received a Bachelor of Arts in political science from the University of California at Los Angeles in 1972 and a JD from USF College of Law in 1975.

ALLYN R. BURROUGHS is Chief Executive Officer and Chairman of the Board of American Convenience Corp. For the past 15 years, Mr. Burroughs has served as an executive officer of various real estate and hotel development and management companies. He has participated in the investment, acquisition, development, sale and management of multi-family residential properties, shopping centers and office buildings in the western region of the United States. Most recently, Mr. Burroughs was Executive Vice President of NCA Management, Inc., a hotel management company where his responsibilities were senior hotel staffing, management information systems, sales, monitoring daily operations and cash management.

MARK JAMES and several partners joined to create the law firm of James, Driggs & Walch, which has now become the law firm of James, Driggs, Walch, Santoro, Kearney, Johnson & Thompson. Mr. James has an extensive practice in the areas of business litigation, water law and natural resources and environmental law. Previously, he was with the law firm of Baker & Botts and the Las Vegas firm of Jolley, Urga, Wirth & Woodbury. In 1992, Mr. James was elected to the Nevada State Senate. He was selected to chair the Senate Judiciary Committee, the only freshman selected for the post since 1935. In 1994, he was re-elected and continues to serve as Senate Judiciary Committee chairman. Mr. James received a B.S. in Political Science from Lewis & Clark College and earned a JD with High Distinction from the University of Arizona College of Law.

The terms of all directors will expire at the next annual meeting of shareholders or when their successors are elected and qualified. The Company has an agreement with ASSI, Inc. to use its best efforts to have two designees of ASSI, Inc. elected to the Board of Directors of the Company. Mr. Burroughs and Mr. James are the current directors designated by ASSI, Inc. The Board of Directors may fill interim vacancies of directors. Each officer is elected by and serves at the discretion of, the Board of Directors, subject to the terms of any employment agreement.

SIGNIFICANT EMPLOYEES

The following table sets forth certain information concerning certain significant employees of the Company.

NAME	AGE	POSITION
Alexander M. Puchner	39	Senior Vice President Brewing Operations
R. Dean Gerrie	48	Senior Vice President Design & Marketing
Salvador A. Navarro	45	Vice President of Food and Beverage
Ramon David	50	President of Chicago Pizza Northwest, Inc.
Alan S. Rodomsky	52	Director of Northwest Operations

ALEXANDER M. PUCHNER is Senior Vice President of Brewing Operations for the Company, having been appointed to such position in March 1999 and was Vice President of Brewing Operations since January 1996. From 1994 to 1995, Mr. Puchner served as brewmaster for Laguna Beach Brewing Co. and from 1993 to 1994 as brewmaster for the Huntington Beach Beer Co. From 1988 to 1993, Mr. Puchner

served as Product Manager for Aviva Sports/Mattel Inc. and Marketing Research Manager for Mattel Inc. Mr. Puchner was awarded a silver medal in the strong ale category at the 1996 Great American Beer Festival for BJ's Jeremiah Red Ale. That was followed by a bronze medal in The American Pale Ale category in 1998 for BJ's Piranha Pale Ale. Other awards for BJ's beers include: a silver medal at the 1998 World Beer Cup and First Place awards at the California State Fair in both 1997 and 1998. Mr. Puchner has also earned over 40 awards as a homebrewer, including in 1991 and 1992 at the National Homebrew Competition. Mr. Puchner has been a nationally certified beer judge since 1990. Mr. Puchner received a Bachelor of Arts from Cornell University in 1983 and a Master of Business Administration degree from the University of Chicago in June 1986.

R. DEAN GERRIE has served as Senior Vice President of Marketing and Design since March 1999 and served as its Vice President of Marketing and Design since January 1997. Previously, Mr. Gerrie served as President/Creative Director with Guzman Gerrie Advertising from 1980 to 1989 and as principal of Dean Gerrie Design, a corporate identity and marketing consultancy, from 1989 to 1997. Mr. Gerrie studied economics/business administration at the University of California, Berkeley and design at California State University, Long Beach. He taught as an adjunct professor at the Southern California Institute of the Arts from 1994 to 1997.

SALVADOR A. NAVARRO has served as the Vice President of Food and Beverage for the Company since June 1998 and as its Director of Food and Beverage since 1995. He brings to his position more than 20 years of experience in the food and beverage industry. Before joining Chicago Pizza & Brewery, Mr. Navarro was Central Operations Manager for Knott's Berry Farm in Buena Park, CA. Prior to that, he spent 14 years as Director of Food and Beverage for Southwest Foods, Inc.'s Claim Jumper Restaurants. Mr. Navarro was instrumental in the expansion of BJ's menu.

RAMON DAVID came to Chicago Pizza & Brewery, Inc. after 30 years of service with Pietro's Corporation, former owner and operator of Pietro's restaurants. Chicago Pizza bought the Pietro's chain in 1995. Mr. David is the current President of Chicago Pizza Northwest, Inc., a Washington corporation and wholly owned subsidiary of Chicago Pizza & Brewery, Inc. He also serves as Chicago Pizza's Director of Human Resources, the same post he held with Pietro's. Mr. David has a Bachelor's Degree from the University of Oregon and is certified as a senior professional in human resources.

ALAN S. RODOMSKY , Director of Operations, came to Chicago Pizza & Brewery, Inc. in 1998 with more than 21 years of experience in the restaurant industry. Before joining Chicago Pizza, Mr. Rodomsky was general manager for the 10,000 square food Champps Americana restaurant and sports bar in Irvine, CA. There he oversaw a staff of 175 employees and 10 managers producing annual sales of more than $5.5 million. Mr. Rodomsky also has supervised 75 restaurants and 3 district managers as a Regional Manager for Subway restaurants, was a district manager for the casual dining Olga's Kitchen chain and began his career with Marriott's Roy Rogers concept. Mr. Rodomsky holds a Bachelor of Arts Degree from Northland College and has completed graduate work at the University of Miami.

SECTION 16(A) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16 of the Securities Exchange Act of 1934, as amended, requires the Company's directors and executive officers and persons who own more than 10% of a registered class of the Company's equity securities to file various reports with the Securities and Exchange Commission concerning their holdings of, and transactions in, securities of the Company. Copies of these filings are required to be furnished to the Company. During the year ended December 31, 1999, three Form-5's and two Form-3's were not filed on a timely basis by either a Company director or executive officer. The five reports not made by the required dates related to six grants of incentive stock options. Subsequent to the respective required reporting dates, the Form-5's and Form-3's were filed, and the Company has no knowledge of any failures to file a required form.

ITEM 11. EXECUTIVE COMPENSATION.

The following table sets forth information concerning compensation of the Chief Executive Officer and each executive officer of the Company whose salary and bonus compensation was at least $100,000 in the fiscal year ended December 31, 1999:

SUMMARY COMPENSATION TABLE

Name and Principal Position (1)	Annual Compensation Year	Salary	Bonus	Other Annual Compensation	Stock option Grants
Paul A. Motenko	1999	$145,715	$25,000	$10,148(3)	-0-
Co-Chief Executive Officer, Vice-President,	1998	$141,900	$25,000	$10,955(4)	-0-
Secretary and Co-Chairman of the Board	1997	$137,975	$ -0-	$ 8,188(5)	-0-
Jeremiah J. Hennessy	1999	$145,715	$25,000	$10,092(6)	-0-
Co-Chief Executive Officer and	1998	$141,900	$25,000	$11,569(7)	-0-
Co-Chairman of the Board	1997	$137,975	$ -0-	$ 7,877(8)	-0-
Ernest T. Klinger (2)	1999	$ 73,447	$13,288	$14,963(9)	400,000
President, Chief Financial Officer and	1998	$ -0-	$ -0-	$ -0-	10,000
Co-Chairman of the Board	1997	$ -0-	$ -0-	$ -0-	25,000
R. Dean Gerrie	1999	$132,069	$10,000	$11,552(10)	-0-
Senior Vice President	1998	$125,000	$ -0-	$13,056(11)	-0-
	1997	$125,000	$ -0-	$ 4,716(12)	-0-

<FN>

(1) No other executive officer received salary and bonuses in excess of $100,000 in 1999.

(2) Mr. Klinger was first employed by the Company on June 21, 1999 in the capacities shown.

(3) The amount shown above is the estimated value of perquisites and other personal benefits, including health insurance (approximately $5,424) and life insurance/disability insurance (approximately $4,724).

(4) The amount shown above is the estimated value of perquisites and other personal benefits, including health insurance (approximately $7,056) and life insurance/disability insurance (approximately $3,899).

(5) The amount shown above is the estimated value of perquisites and other personal benefits, including health insurance (approximately $6,805) and life insurance (approximately $1,383).

(6) The amount shown above is the estimated value of perquisites and other personal benefits, including health insurance (approximately $5,424) and life/disability insurance (approximately $4,668).

(7) The amount shown above is the estimated value of perquisites and other personal benefits, including health insurance (approximately $7,056) and life insurance/disability insurance (approximately $4,513).

(8) The amount shown above is the estimated value of perquisites and other personal benefits, including health insurance (approximately $6,494) and life insurance (approximately $1,383).

(9) The amount shown above is the estimated value of perquisites and other personal benefits, including health insurance (approximately $5,540), life insurance (approximately $3,423) and auto allowance (approximately $6,000).

(10) The amount shown above is the estimated value of perquisites and other personal benefits including health insurance (approximately $5,552) and auto allowance (approximately $6,000).

(11) The amount shown above is the estimated value of perquisites and other personal benefits, including health insurance (approximately $7,056) and auto allowance (approximately $6,000).

(12) The amount shown above is the estimated value of perquisites and other personal benefits

including health insurance (approximately $4,716).

OPTION GRANTS IN 1999

The following table sets forth information concerning stock options that were granted in 1999 to the officers named in the Summary Compensation Table:

Name	Options Granted(1)	% of Total Options Granted to Employees In 1999(2)	Exercise Price(3)	Black-Scholes Valuation on Date of Grant(4)	Expiration Date
Paul A. Motenko	-0-	0.00%		---	---
Jeremiah J. Hennessy	-0-	0.00%		---	---
Ernest T. Klinger	400,000	82.82%	$ 1.875	$ 508,000.00	June 21, 2009
R. Dean Gerrie	-0-	0.00%		---	---

<FN>

(1) The amounts in the table represent shares of the Company's common stock covered by stock options granted to the named individual under the Company's Stock Option Plan.

(2) The number of shares of Company common stock covered by the options granted to the named individual during the last completed fiscal year of the Company equals the percentage set forth below of the total number of shares of the Company's common stock covered by all options granted by the Company to employees of the Company during such year.

(3) The exercise price is the market price of the common stock of the Company on the date of grant.

(4) The present value of the stock options on the date of grant was calculated using the Black-Scholes option pricing model.

OPTION EXERCISES IN FISCAL 1999 AND YEAR-END OPTION VALUES

The following table sets forth information concerning stock options which were exercised during, or held at the end of, 1999 by the officers named in the Summary Compensation Table:

OPTION EXERCISES AND YEAR-END VALUE TABLE

			Number of Unexercised Options at Fiscal Year End		Value of Unexercised In-the-Money Options at Fiscal Year End(1)	
Name	Shares Acquired on Exercise	Value Realized	Exercisable	Unexercisable	Exercisable	Unexercisable
Paul A. Motenko	-0-	-0-	-0-	-0-	-0-	-0-
Jeremiah J. Hennessy	-0-	-0-	-0-	-0-	-0-	-0-
Ernest T. Klinger	-0-	-0-	270,000	160,000	$ 12,500	-0-
R. Dean Gerrie	-0-	-0-	25,000	50,000	-0-	-0-

<FN>

(1) Common Stock valued at $1.50 per share, the last reported sales price of the Company's Common Stock on April 19, 2000.

EMPLOYMENT AGREEMENTS

The Company entered into identical eight-year term employment agreements with Paul Motenko and Jeremiah J. Hennessy, effective as of March 25, 1996. The Company entered into a five year employment agreement with Ernest T. Klinger effective June 21, 1999. The terms of the employment agreements with Messrs. Motenko, Hennessy and Klinger (collectively the "Executives") are substantially similar as described below. Pursuant to such agreements, each Executive receives an annual base salary which is currently $145,000 for each Executive, and is subject to escalation annually in accordance with the Consumer Price Index (the "CPI"). In addition, each Executive is entitled to receive two annual bonuses based on the Company's financial performance, one for attainment of specified earnings before interest, amortization, depreciation and income taxes ("EBITDA"), and one for attainment of specified pre-tax income.

The EBITDA bonus entitles each Executive to receive the following amounts if the following EBITDA amounts are attained for each fiscal year during the term of their respective employment agreements:

EBITDA	Cumulative Cash Bonus
$2,000,000	$ 25,000
$3,000,000	$ 35,000
$6,000,000	$ 80,000
$9,000,000	$150,000

For the year ended December 31, 1999, Messrs. Motenko and Hennessy earned a cash bonus of $25,000 based on the Company's EBITDA for the fiscal year of approximately $2,290,000. Mr. Klinger earned a bonus of $13,288 for 1999 due to a provision in his agreement which prorated the bonus amount based on the number of days he was employed for 1999.

The pre-tax income bonus would entitle each Executive to receive the following amounts if specified pre-tax income amounts (as determined by the Company's independent public accountants in accordance with GAAP), which increase by 2 percent each, year are attained for each fiscal year. The following pre-tax income levels were required for this bonus:

Pre-Tax Income	Cumulative Cash Bonus
$2,880,000	$25,000
$5,760,000	$75,000
$11,520,000	$150,000

For the year ended December 31, 1999, none of the Executives earned a pre-tax income bonus.

Pursuant to their respective employment agreements, the Executives are each entitled to certain other fringe benefits including use of a Company automobile or automobile allowance, life insurance coverage, disability insurance, family health insurance and the right to participate in the Company's customary executive benefit plans. Each of the Executive's employment agreements further provide that following the voluntary or involuntary termination of their employment by the Company, each of them is entitled to two demand registration rights with respect to the Common Stock held by or issuable to him. Upon the occurrence of any Termination Event (as hereinafter defined), the Company has the right to terminate the Executive. Upon any such termination, the Executive will be entitled to receive all amounts payable by the Company under his respective employment agreement to the date of termination. If the Company terminates the employment agreement for a reason other than the occurrence of a Termination Event or if the Executive terminates the employment agreement because of a breach by the Company of its obligations thereunder or for Good Reason (as hereinafter defined), the executive will be entitled to receive any and all payments and benefits which would have been due to him by the Company up to and including March 24, 2004 or any extension thereof had he not been terminated and any and all damages resulting therefrom.

"Termination Event" means any of the following: (i) the willful and continued failure by the Executive to substantially perform his duties under the Employment Agreement (other than any such failure resulting from the Executive's incapacity due to physical or mental illness) after demand for substantial performance is delivered by the Company specifically identifying the manner in which the Company believes the Executive has not substantially performed his duties; (ii) the Executive being convicted of a crime constituting a felony; (iii) the Executive intentionally committing acts or failing to act, either of which involves willful malfeasance with the intent to maliciously harm the business of the Company; (iv) the Executive's willful violation of the confidentiality provisions under the Employment Agreement; or (v) death or physical or mental disability which results in the inability of the Executive to perform the required services for an aggregate of 180 calendar days during any period of 12 consecutive months. No act, or failure to act, on the Executive's part shall be considered "willful" unless intentionally done, or intentionally omitted to be done, by him not in good faith and without reasonable belief that his action or omission was in the best interest of the Company. Notwithstanding the foregoing, a Termination Event shall not have been deemed to have occurred unless and until there shall have been delivered to the Executive a copy of a resolution, duly adopted by the affirmative vote of not less than a majority of the entire membership of the Board at a meeting of the Board called and held for such purpose (after reasonable notice to the Executive and an opportunity for him, together with his counsel, to be heard before the Board), finding that, in the good faith opinion of the Board, the Executive conducted, or failed to conduct, himself in a manner set forth above in clauses (i)-(iv), and specifying the particulars thereof in detail.

For purposes of the Employment Agreement, "Good Reason" shall mean (i) any removal of the Executive from, or any failure to re-elect the Executive to his current office except in connection with termination of the Executive's employment for disability; provided, however, that any removal of the Executive from, or any failure to re-elect the Executive to his current office (except in connection with termination of the Executive's employment for disability) shall not diminish or reduce the obligations of the Company to the Executive under the employment agreement; (ii) a reduction of ten percent (10%) or more in the Executive's then current base salary; (iii) any failure by the Company to comply with any of its obligations to the Executive under the employment agreement; (iv) for any reason within 120 days following a Change of Control (as defined in the employment agreement); or (v) the failure of the Company to obtain the assumption of the employment agreement by any successor to the Company, as provided in the employment agreement.

COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION

During the year ended December 31, 1999, the Board of Directors of the Company determined the compensation for the executive officers of the Company. Messrs. Paul A. Motenko and Jeremiah J. Hennessy were executive officers and and were on the Board of Directors in 1996 when the Employment Agreements between the Company and each of them were approved. Mr. Klinger was on the Board of Directors in 1999 when the Employment Agreement between the Company and Mr. Klinger was approved. The Board of Directors serves the function of a Compensation Committee for the Company.

COMPENSATION OF DIRECTORS

The Company pays each non-employee director an annual fee of $1,000, plus $750 per board meeting attended in person, $400 per telephonic board meeting over 30 minutes, $200 per telephonic board meeting under 30 minutes, $500 per committee meeting in person, $300 per telephonic committee meeting over 30 minutes, and $100 per telephonic committee meeting under 30 minutes. In addition, the Company grants annual stock options to its non-employee directors for each year of service, exercisable for 10,000 shares of common stock.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT.

The following table sets forth certain information regarding the beneficial ownership of the Company's Common Stock as of March 31, 2000 by (a) each director of the Company, (b) each executive officer identified in the Summary Compensation Table, (c) all executive officers and directors of the Company as a group and (d) each person known by the Company to be the beneficial owner of 5% or more of the outstanding shares of Common Stock.

	Shares Beneficially Owned(1)	
Name and Address (2)	Number of Shares(3)	Percentage Of Class(3)
ASSI, Inc.	2,206,500(4)	28.81%

5075 Spyglass Hill Dr. Las Vegas, NV 89122		
Norton Herrick 2295 Corporate Blvd., Northwest Boca Raton, FL 33431	700,000(5)	8.56%
Paul A. Motenko	680,357	8.88%
Jeremiah J. Hennessy	661,357	8.64%
Ernest T. Klinger	270,000(6)	3.41%
Barry J. Grumman	45,000(8)	.58%
Stanley B. Schneider	40,000(9)	.52%
R.Dean Gerrie	50,000(10)	.65%
All directors and executive officers as a group (7 persons)	1,746,714	21.66%

<FN>

(1) The persons named in the table, to the Company's knowledge, have sole voting and sole investment power with respect to all shares of Common Stock shown as beneficially owned by them, subject to community property laws where applicable and the information contained in the footnotes hereunder. The share ownership information contained in this table is based upon information supplied by directors and executive officers of ASSI, Inc., upon public filings with the Securities and Exchange Commission and information provided by the Company's transfer agent.

(2) The address of the officers and directors of the Company is at the Company's principal executive offices at 26131 Marguerite Parkway, Suite A, Mission Viejo, California 92692.

(3) Shares of Common Stock which a person had the right to acquire within 60 days are deemed outstanding in calculating the percentage ownership of the person, but not deemed outstanding as to any other person. Does not include shares issuable upon exercise of any warrants or options issued by the Company which are not exercisabl within 60 days from the date hereof. Percentage of beneficial ownership is based on 7,658,321 shares of Common Stock outstanding as of April 19, 2000.

(4) Consists of 2,206,500 shares held of record by ASSI, Inc., a Nevada corporation that is owned and controlled by Louis Habash whose address is the same as that of ASSI, Inc.

(5) Consists of 185,000 shares of Common Stock and 515,000 Special Warrants held by Norton Herrick, exercisable for $5.50 per share and expiring on April 8, 2002. See "Certain Relationships and Related Transactions."

(6) Consists of 270,000 shares of Common Stock purchasable upon exercise of options.

(7) Consists of 91,666 shares of Common Stock purchasable upon exercise of options.

(8) Consists of 5,000 shares of Common Stock which are held in a Professional Corporation Money Purchase Plan of which Mr. Grumman is the beneficiary and 40,000 shares of Common Stock purchasable upon exercise of options.

(9) Consists of 40,000 shares of Common Stock purchasable upon exercise of options.

(10) Consists of 270,000 shares of Common Stock purchasable upon exercise of options.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

PIETRO'S ACQUISITION AND RELATED TRANSACTIONS

On March 29, 1996, the Company acquired 26 restaurants, eight of which were subsequently sold, located in Washington and Oregon by providing the funding for a plan of reorganization filed with the U.S. Bankruptcy Court by Pietro's Corporation, a Washington state corporation (the "Pietro's Acquisition.") In order to finance the Pietro's Acquisition, on February 20, 1996, the Company sold to ASSI, Inc. and to Mr. Norton Herrick for $2,000,000 and $1,000,000, respectively, certain convertible notes (the "Convertible Notes") pursuant to certain note purchase agreements (the "Note Purchase Agreements") with substantially similar terms. Under the Note Purchase Agreements, the Company issued to each of ASSI, Inc. and to Mr. Herrick, Convertible Notes in the principal amounts of $2,000,000 and $1,000,000, respectively, which Convertible Notes, plus accrued interest thereon, both converted simultaneously with the closing of the Offering. The Convertible Note, plus accrued interest thereon, issued to ASSI, Inc. converted into 500,000 shares of Common Stock and into warrants to purchase 3,000,000 shares of Common Stock (together with the 200,000 warrants granted to ASSI, Inc. pursuant to the consulting agreements described below, the "ASSI Warrants"). The Convertible Note, plus accrued interest thereon, issued to Mr. Herrick converted into 250,000 shares of Common Stock and into warrants (the "Herrick Warrants") to purchase 1,500,000 shares of Common Stock (the ASSI Warrants and the Herrick Warrants are collectively referred to herein as the "Special Warrants"). The outstanding Special Warrants are each exercisable for $5.50 per share and expire on April 8, 2002. In addition, in connection with the above financing, the Company agreed subject to the terms of the Note Purchase Agreements, to use its best reasonable efforts to cause one individual designated by each of ASSI, Inc.and Mr. Norton Herrick to be elected to the Board of Directors of the Company or to have such selected individuals attend all meetings of the Board of Directors as non-voting advisors. ASSI, Inc.'s nominee to the Board of

Directors of the Company was Mr. Ernest T. Klinger in 1997. During 1997 ASSI, Inc. relinquished it's right to nominate a board member or advisor. Mr. Herrick's right to designate a board member or advisor expired in March of 1999.

The Company has adopted a policy not to engage in transactions with officers, directors, principal shareholders or affiliates of any of them unless such actions have been approved by a majority of the disinterested directors and are upon terms no less favorable to the Company than could be obtained from an unaffiliated third party in an arms length transaction.

1999 PRIVATE PLACEMENT WITH ASSI, INC.

In March 1999, the Company sold, through a private placement, 1,250,000 shares of its Common Stock to ASSI, Inc. (the "ASSI Transaction") in exchange for a cash payment of $1,000,000, the termination of each of the Pietro's Consulting Agreement and the Vegas Consulting Agreement, a release of any claims that ASSI and its affiliates may have had against the Company or its affiliates relating to the consulting agreements and prior investments by ASSI, Inc. and its affiliates in the Company. In addition, ASSI, Inc. agreed to the cancellation of the 3.2 million Special Warrants owned by it. The shares sold by the Company to ASSI are subject to restrictions on resale including a right of first refusal in favor of the Company or its designees. As an additional part of the consideration for the common stock, ASSI, Inc. and Louis Habash, the controlling shareholder of ASSI, Inc. agreed to finance or guarantee financing of potential future development projects of the company, subject to project pre-commitment approval, and agreed to cooperate in connection with any gaming or licensing applications or proceedings involving the Company. In connection with its investment, ASSI, Inc. received certain demand and piggyback registration rights as well as a commitment from the Company to use its best efforts to have two of the Company's directors be persons designated by ASSI, Inc. and to cause each of such designees to be included in the slate of director nominees for election at each annual meeting of shareholders occurring prior to March 2002. ASSI, Inc. also received a commitment from Paul Motenko and Jeremiah Hennessy, the Company's principal executive officers, to vote their shares of common stock in favor of ASSI, Inc's board nominees in certain circumstances. Such rights terminate at such time as ASSI, Inc. and its affiliates no longer own at least 5 percent of the company's outstanding common stock. Mr. Burroughs and Mr. James are the two directors designated by ASSI, Inc.

Management believes that the transactions with the officers and/or shareholders of the Company and their affiliates were made in terms no less favorable than would have occurred with unaffiliated third parties. The Company has adopted a policy not to engage in transactions with officers, directors, principal shareholders or affiliates of any of them unless such actions have been approved by a majority of the disinterested directors and are upon terms no less favorable to the Company than could be obtained from an unaffiliated third party in an arms length transaction.

SIGNATURES

In accordance with Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

CHICAGO PIZZA & BREWERY, INC.

By: /s/PAUL A. MOTENKO Paul A. Motenko, Co-Chief Executive Officer

Pursuant to the requirements of the Securities and Exchange Act of 1934, this Report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

By: /s/PAUL A. MOTENKO Paul A. Motenko	Co-Chief Executive Officer, Co-Chairman of the Board and Vice-President and Secretary	April 28, 2000
By: /s/JEREMIAH J. HENNESSY Jeremiah J. Hennessy	Co-Chief Executive Officer Co-Chairman of the Board of Directors	April 28, 2000
By: /s/ERNEST T. KLINGER Ernest T. Klinger	President, Chief Financial Officer and Co-Chairman of the Board of Directors	April 28, 2000
By: /s/BARRY J. GRUMMAN Barry J. Grumman	Director	April 28, 2000