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**United States**  
**Securities and Exchange Commission**  
**Washington, D.C. 20549**

**FORM 8-K**

Current Report  
Pursuant To Section 13 or 15(d) Of  
The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): December 29, 2017

**RCI HOSPITALITY HOLDINGS, INC.**

(Exact name of registrant as specified in its charter)

Texas  
(State or other jurisdiction of  
incorporation)

001-13992  
(Commission  
file number)

76-0458229  
(IRS Employer  
Identification No.)

10737 Cutten Road  
Houston, Texas 77066  
(Address of principal executive offices, including zip code)

(281) 397-6730  
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

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## ITEM 2.02 RESULTS OF OPERATIONS AND FINANCIAL CONDITION

On December 29, 2017, we issued a press release announcing that we will not be able to file our Annual Report on Form 10-K for the fiscal year ended September 30, 2017 within the 15-day extension period permitted under the rules of the U.S. Securities and Exchange Commission ("SEC"). Additionally, the press release gave a preliminary update on (i) total revenues and free cash flow for the fiscal year ended September 30, 2017 and (ii) total revenues for the fourth quarter ended September 30, 2017, along with certain other financial information. A copy of the press release is furnished as Exhibit 99.1 to this current report on Form 8-K.

## ITEM 7.01 REGULATION FD DISCLOSURE

Reference is made to the disclosure set forth above under Item 2.02 of this current report, which disclosure is incorporated herein by reference.

The furnishing of the attached press release is not an admission as to the materiality of any information therein. The information contained in the press release is intended to be considered in the context of more complete information included in our filings with the SEC and other public announcements that we have made and may make from time to time by press release or otherwise. We undertake no duty or obligation to update or revise the information contained in this report, although we may do so from time to time as management believes is appropriate. Any such updating may be made through the filing of other reports or documents with the SEC, through press releases or through other public disclosures. For important information about forward-looking statements, see the paragraph titled "Forward-Looking Statements" in Exhibit 99.1 included herewith.

The information in this current report on Form 8-K, including Exhibit 99.1, is being furnished and will not be treated as "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended or otherwise subject to the liabilities of that section.

## ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

*(d) Exhibits.*

No.	Exhibit
99.1	<a href="#">Press release dated December 29, 2017</a>

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report on Form 8-K to be signed on its behalf by the undersigned hereunto duly authorized.

RCI HOSPITALITY HOLDINGS, INC.

Date: January 2, 2018

By: /s/ Eric Langan

Eric Langan

President and Chief Executive Officer





## **RCI Needs Additional Time to File 10-K; Issues Preliminary 4Q17 & FY17 Update and FY18 Outlook**

Houston—December 29, 2017—RCI Hospitality Holdings, Inc. (Nasdaq: RICK) needs additional time to file its Annual Report on Form 10-K for the year ended September 30, 2017. The additional time is primarily needed to resolve two remaining non-cash accounting issues: (1) a credit to income tax expense of approximately \$1.0 million, and (2) an increase in depreciation of approximately \$400,000.

The Annual Report was due today, December 29, 2017, with the extension provided in connection with Form 12b-25 filed with the Securities and Exchange Commission on December 13, 2017. Owing to the delay, the company expects to receive a letter from Nasdaq that RCI is not in compliance with listing rule 5250(c)(1), which rule requires timely filing of reports with the SEC. The Nasdaq notice typically has no immediate effect on the listing of the company's common stock. Under Nasdaq rules, RCI expects to be granted 60 days from the date of the notice to file its 10-K or submit a plan to Nasdaq to regain compliance.

In light of the delay, the company issued a preliminary Fiscal 2017 fourth quarter and year-end update as follows: 4Q17 total revenues increased 18.6% year over year to \$39.2 million from \$33.0 million; FY17 total revenues increased 7.4% year over year to \$144.9 million from \$134.9 million; and FY17 free cash flow exceeded RCI's initial target of \$18 million, which was based on net cash provided by operating activities of approximately \$20.5 million less maintenance capital expenditures of approximately \$2.5 million. The revenue and FCF numbers are subject to completion of the FY17 audit.

Regarding Fiscal 2018, RCI said 4Q17's positive club and restaurant sales trends have continued through the first two months of the first quarter ending December 31, 2017. The company plans to announce 1Q18 club and restaurant sales on January 9, 2018 as usual. RCI also reiterated its initial FY18 FCF target of \$21 million, which is based on estimated net cash provided by operating activities of approximately \$23.5 million less maintenance capex of approximately \$2.5 million. RCI has not fully analyzed the potential benefit the Tax Cut and Jobs Act of 2017 could have on its free cash flow. The act will reduce RCI's federal statutory tax rate to 21% from 35%.

The company and its Audit Committee have been working diligently to complete the annual review. As soon as RCI determines when it will file its 10-K, the company will issue its customary news release announcing the date and time of its FY17 fourth quarter and year end conference call.

## **Forward-Looking Statements**

This press release may contain forward-looking statements that involve a number of risks and uncertainties that could cause the company's actual results to differ materially from those indicated in this press release, including the risks and uncertainties associated with operating and managing an adult business, the business climates in cities where it operates, the success or lack thereof in launching and building the company's businesses, risks and uncertainties related to cybersecurity, conditions relevant to real estate transactions, and numerous other factors such as laws governing the operation of adult entertainment businesses, competition, dependence on key personnel and, in this case, reliance on outside third parties. The company has no obligation to update or revise the forward-looking statements to reflect the occurrence of future events or circumstances.

## **Media & Investor Contacts**

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