

## FORM 8-K

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

Date of Report: August 6, 2014

### **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)

76-0037324  
(IRS Employer Identification No.)

10959 Cutten Road  
Houston, Texas 77066  
(Address of Principal Executive Offices, Including Zip Code)

(281) 397-6730  
(Issuer's Telephone Number, Including Area Code)

**ITEM 5.07 SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.**

On August 6, 2014, we held our Annual Meeting of Stockholders of Rick's Cabaret International, Inc. at 15000 Airport Freeway, Fort Worth, Texas 76155 (at Rick's DFW), for the following purposes:

- (1) To elect six directors, including Eric S. Langan, Travis Reese, Robert L. Watters, Steven L. Jenkins, Luke Lirot and Nour-Dean Anakar;
- (2) To amend our certificate of formation to change our name to RCI Hospitality Holdings, Inc.;
- (3) To ratify the appointment of Whitley Penn LLP as our independent registered public accounting firm for the fiscal year ending September 30, 2014;
- (4) To approve a non-binding advisory resolution on executive compensation; and
- (5) To transact such other business as may properly come before the meeting.

Based on the votes received in person and by proxy, all of the above named director nominees were elected, the name change was approved, the appointment of Whitley Penn LLP was ratified and the non-binding advisory resolution was approved. There were no other matters presented for action at the Annual Meeting. The exact results of the stockholder vote are as follows:

Total Shares of Common Stock Outstanding as of the Record Date, May 2, 2013:	10,037,057
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Total Voting Shares Present Either by Proxy or in Person of Common Stock:	8,443,843
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**Item 1: Election of Directors**

	FOR	WITHHELD
Eric S. Langan	2,481,925	1,242,500
Robert L. Watters	2,156,255	1,568,170
Steven L. Jenkins	3,053,887	670,538
Nour-Dean Anakar	3,407,308	317,117
Travis Reese	2,462,092	1,262,333
Luke Lirot	3,404,412	320,013

Additionally, there was a total of 4,719,418 broker non-votes for the election of directors.

Item 2: Approval of amendment to certificate of formation to change name to RCI Hospitality Holdings, Inc.

Votes for:	8,088,991
Votes against:	315,276
Votes abstained:	39,576

Item 3: Ratification of appointment of Whitley Penn LLP as independent registered public accounting firm for fiscal year ending September 30, 2014

Votes for:	8,267,351
Votes against:	134,181
Votes abstained:	42,311

Item 4: Approval of a non-binding advisory resolution on executive compensation

Votes for:	3,512,522
Votes against:	109,599
Votes abstained:	102,304

Additionally, there was a total of 4,719,418 broker non-votes for approval of the non-binding advisory resolution on executive compensation.

## **ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS**

(d) Exhibits.

Exhibit Number	Description
<u>3.1</u>	Certificate of Amendment to Certificate of Formation

## 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: August 12, 2014

By: /s/ Eric Langan

Eric Langan  
President and Chief Executive Officer

Form 424

(Revised 05/11)

Submit in duplicate to:

Secretary of State

P.O. Box 13697

Austin, TX 78711-3697

512 463-5555

FAX: 512/463-5709

Filing Fee: See instructions



## Certificate of Amendment

This space reserved for office use.

FILED  
In the Office of the  
Secretary of State of Texas

AUG 06 2014

Corporations Section

### Entity Information

The name of the filing entity is:

Rick's Cabaret International, Inc.

State the name of the entity as currently shown in the records of the secretary of state. If the amendment changes the name of the entity, state the old name and not the new name.

The filing entity is a: (Select the appropriate entity type below.)

☒ For-profit Corporation

☐ Professional Corporation

☐ Nonprofit Corporation

☐ Professional Limited Liability Company

☐ Cooperative Association

☐ Professional Association

☐ Limited Liability Company

☐ Limited Partnership

The file number issued to the filing entity by the secretary of state is: 0133614700

The date of formation of the entity is: December 9, 1994

### Amendments

#### 1. Amended Name

(If the purpose of the certificate of amendment is to change the name of the entity, use the following statement)

The amendment changes the certificate of formation to change the article or provision that names the filing entity. The article or provision is amended to read as follows:

The name of the filing entity is: (state the new name of the entity below)

RCI Hospitality Holdings, Inc.

The name of the entity must contain an organizational designation or accepted abbreviation of such term, as applicable.

### Statement of Approval

The amendments to the certificate of formation have been approved in the manner required by the Texas Business Organizations Code and by the governing documents of the entity.

**Effectiveness of Filing** (Select either A, B, or C.)

- A. ☒ This document becomes effective when the document is filed by the secretary of state.
- B. ☐ This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is: \_\_\_\_\_
- C. ☐ This document takes effect upon the occurrence of a future event or fact, other than the passage of time. The 90<sup>th</sup> day after the date of signing is: \_\_\_\_\_

The following event or fact will cause the document to take effect in the manner described below:

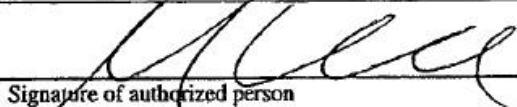
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**Execution**

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and certifies under penalty of perjury that the undersigned is authorized under the provisions of law governing the entity to execute the filing instrument.

Date: August 6, 2014

By: \_\_\_\_\_

  
\_\_\_\_\_  
Signature of authorized person

Phillip K. Marshall, Chief Financial Officer

Printed or typed name of authorized person (see instructions)