
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: April 2, 2007

RICK'S CABARET INTERNATIONAL, INC.

(Exact Name of Registrant As Specified in Its Charter)

Texas
(State Or Other Jurisdiction of Incorporation)

000-26958
(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
(Registrant's Telephone Number, Including Area Code)

ITEM 3.02 UNREGISTERED SALES OF EQUITY SECURITIES

On April 2, 2007, we completed a private placement of equity securities solely to accredited investors. Pursuant to the private placement, we issued 425,000 shares of our restricted common stock at a price of \$9.40 per share for a total gross offering price of \$3,995,000 with net proceeds of approximately \$3,595,500 to the Company after expenses. Pursuant to the terms of the transaction, we are obligated to file a registration statement within thirty (30) days of the closing.

In February 2007, we completed a private placement of equity securities solely to accredited investors. Pursuant to this offering, we issued 250,000 shares of our restricted common stock at a price of \$7.00 per share for total proceeds of \$1,750,000 to the Company.

For each transaction, the offer and sale of the common stock was made pursuant to exemptions from the registration requirements of the Act pursuant to Section 4(2) and Rule 506 of Regulation D promulgated thereunder. All of the offers and sales of the common stock were made exclusively to “accredited investors” (as such term is defined in Rule 501(a) of Regulation D) in offers and sales not involving a public offering. The purchasers in the private placements purchased the securities for their own account and not with a view towards or for resale. The private placements were conducted without general solicitation or advertising.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(c) Exhibits

| Exhibit No. | Description |
|-------------|-----------------------------------|
| 99.1 | Press release dated April 5, 2007 |

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.

RICK'S CABARET INTERNATIONAL, INC.

Date: April 5, 2007

By: /s/ Eric Langan
Eric Langan
Chairman, President, Chief Executive Officer and
Acting Chief Accounting Officer



FOR IMMEDIATE RELEASE

RICK'S CABARET INTERNATIONAL, INC. COMPLETES PRIVATE PLACEMENT OF 425,000 SHARES OF ITS COMMON STOCK

HOUSTON - (April 5, 2007) - **Rick's Cabaret International, Inc.** (NASDAQ: RICK) said today it has completed the private placement of 425,000 shares of restricted common stock at a price of \$9.40 per share. Rick's Cabaret said a group of accredited investors acquired the shares and that the transaction would net \$3,595,500 to the company after expenses. The funds will be used in the purchase of an upscale gentleman's club in the Dallas-Ft. Worth Metroplex area that the company expects to close in April.

About Rick's Cabaret

Rick's Cabaret International, Inc. (NASDAQ: RICK) operates upscale adult nightclubs serving primarily businessmen and professionals that offer live adult entertainment, restaurant and bar operations. The company owns and operates or licenses adult nightclubs in New York City, New Orleans, Charlotte, Houston, Minneapolis and other cities under the names "Rick's Cabaret," "XTC" and "Club Onyx." No sexual contact is permitted at any of these locations. Rick's Cabaret also owns the adult Internet membership Web site, couplestouch.com, and a network of online adult auction sites under the flagship URL naughtybids.com. Rick's Cabaret common stock is traded on NASDAQ under the symbol RICK. For further information contact ir@ricks.com.

Forward-looking Statements:

This document contains 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 document, including the risks and uncertainties associated with operating and managing an adult business, the business climates in New York City and elsewhere, the success or lack thereof in launching and building the company's businesses in New York City and elsewhere, risks and uncertainties related to the operational and financial results of our Web sites, conditions relevant to real estate transactions, and numerous other factors such as laws governing the operation of adult entertainment businesses, competition and dependence on key personnel. Rick's has no obligation to update or revise the forward-looking statements to reflect the occurrence of future events or circumstances. For further information go to www.ricks.com.

Contact: Allan Priaulx, 212-338-0050 ir@ricks.com
