
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): July 10, 2018

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. ☐

ITEM 2.02 RESULTS OF OPERATIONS AND FINANCIAL CONDITION

On July 10, 2018, we issued a press release announcing total and same-store sales at nightclubs and restaurants for the third fiscal quarter ended June 30, 2018. A copy of the press release is furnished as Exhibit 99.1 to this current report on Form 8-K.

This information shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits.

<u>No.</u>	<u>Exhibit</u>
99.1	Press release dated July 10, 2018

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: July 10, 2018

By: /s/ Eric Langan

Eric Langan
President and Chief Executive Officer



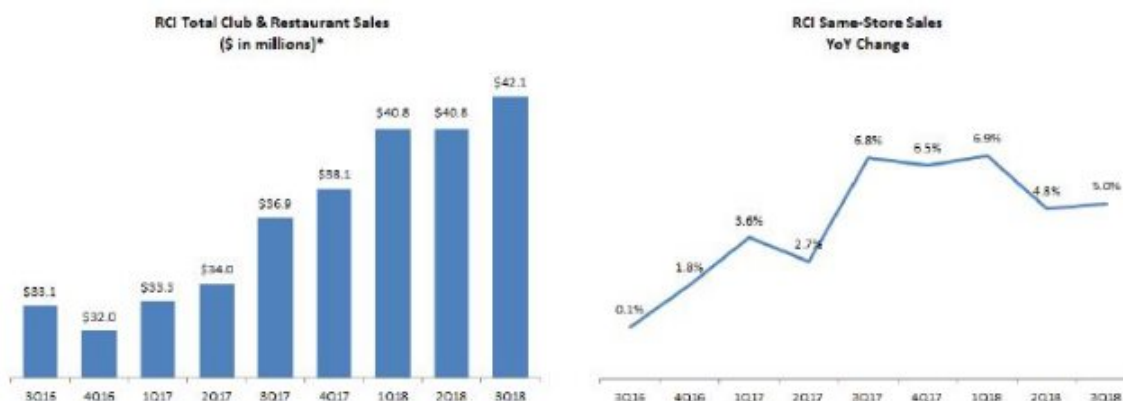
RCI 3Q18 Club & Restaurant Total & Same-Store Sales Continue to Grow

- **Total Club and Restaurant Sales of \$42.1 Million—Up 14.0% YOY**
- **Same-Store Sales of \$36.6 Million—Up 5.0% YOY**

HOUSTON—July 10, 2018—RCI Hospitality Holdings, Inc. (Nasdaq: RICK) today announced total and same-store sales for its Nightclubs and Bombshells restaurant segments for the third fiscal quarter ended June 30, 2018. The company plans to report complete 3Q18 results on August 9, 2018.

3Q18 vs. 3Q17

- Total club and restaurant sales: \$42.1 million compared to \$36.9 million
- Consolidated same-store sales: \$36.6 million compared to \$34.8 million
- Nightclubs segment sales: \$34.9 million compared to \$32.3 million (38 units vs. 40)
- Bombshells restaurant segment sales: \$7.1 million compared to \$4.6 million (6 units vs. 4)



* Current and historical Nightclubs and Bombshells segment sales data do not include revenues from non-core operations.

CEO Comment

Eric Langan, President and CEO, commented: “Fiscal 2018 sales have continued to do well with record third quarter club and restaurant sales and strong same-store sales.

“Nightclubs increased 8.2% in total sales and 5.1% on a same-store basis, while Bombshells grew 54.5% in total sales and 4.1% on a same-store basis. Last year’s two major acquisitions, Scarlett’s Cabarets in St. Louis and Miami, which occurred during 3Q17, transitioned into same-store sales over the course of 3Q18.

“New units added \$2.7 million in sales. This reflected a full quarter of a Bombshells Restaurant & Bar on Highway 290 in Houston that opened in 4Q17, nearly a full quarter of another Bombshells in the Houston suburb of Pearland that opened in early April, and the late May acquisition of Kappa Kabanna, a small, well known gentlemen’s club in Central Illinois.

“Our locations, in particular, our six Bombshells sports bars in Texas, benefited from increased traffic created by the Houston Rockets getting into the NBA Western Conference Finals, and the champion Houston Astros’ start of the professional baseball season.

“During 3Q18, an RCI subsidiary acquired Kappa Kabanna in Kappa, IL for \$1.5 million (\$0.5 million in cash and \$1.0 million in 8% seller financing), including its real estate. The purchase was in line with our capital allocation strategy, which calls for valuations of 3-4x trailing 12-month EBITDA and cash on cash returns of at least 25-33%. Thrillist.com calls Kappa Kabanna one of the top gentlemen’s clubs in Illinois. We also decided to close Club Onyx Philadelphia after numerous attempts to improve results. We are now actively marketing the property.

“To sum up, our existing portfolio of clubs and restaurants continues to do well. We are in active discussions with prospective club acquisition targets. We also look forward to opening two more Bombshells in calendar 2018 and two more in calendar 2019, for a total of eight locations in the Greater Houston market and 10 in Texas.”

Notes

- Current and historical Nightclubs and Bombshells segment sales data in quarterly sales news releases do not include revenues from non-core operations.
- Sales numbers are preliminary and subject to final closing.
- Unit counts are at period end.
- All references to the “company,” “we,” “our,” and similar terms include RCI Hospitality Holdings, Inc. and its subsidiaries, unless the context indicates otherwise.

About RCI Hospitality Holdings, Inc. (Nasdaq: RICK)

With more than 40 units, RCI Hospitality Holdings, Inc., through its subsidiaries, is the country’s leading company in gentlemen’s clubs and sports bars/restaurants. Clubs in New York City, Miami, Philadelphia, Charlotte, Dallas/Ft. Worth, Houston, Minneapolis and other cities operate under brand names, such as Rick’s Cabaret, XTC, Club Onyx, Vivid Cabaret, Jaguars, Tootsie’s Cabaret, and Scarlett’s Cabaret. Sports bars/restaurants operate under the brand name Bombshells Restaurant & Bar. Please visit <http://www.rcihospitality.com>

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, and dependence on key personnel. The company has no obligation to update or revise the forward-looking statements to reflect the occurrence of future events or circumstances.

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