

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 3 TO  
**FORM SB-2**

REGISTRATION STATEMENT  
UNDER THE SECURITIES ACT OF 1933

Commission File Number 333-127799

**RICK'S CABARET INTERNATIONAL, INC.**

(Exact name of small Business Issuer as specified in its charter)

**TEXAS**

(State or other jurisdiction of incorporation or organization)

**76-0458229**

(IRS Employer Identification No.)

**5810**

(Primary Standard Industrial Classification Code)

**10959 Cutten Road**

**Houston, Texas**

(Address of principal executive offices)

**77066**

(Zip Code)

**(281) 397-6730**

Issuer's telephone number, including area code

ERIC LANGAN  
CHIEF EXECUTIVE OFFICER AND PRESIDENT  
RICK'S CABARET INTERNATIONAL, INC.  
10959 CUTTEN ROAD  
HOUSTON, TEXAS 77066

Copies to:

ROBERT D. AXELROD, ESQ.  
AXELROD, SMITH & KIRSHBAUM, P.C.  
5300 MEMORIAL DRIVE, SUITE 700  
HOUSTON, TEXAS 77007  
(713) 861-1996

Approximate date of proposed sale to the public: from time to time after the effective date of this registration statement, as shall be determined by the selling shareholders identified herein.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for such offering. ☐

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. ☐

## Explanatory Notes

### Introduction

On August 24, 2005, Rick's Cabaret International, Inc. (the "Registrant") filed a registration statement on Form SB-2 (File Number 333-127799) to register an aggregate of 1,160,000 shares of the Registrant's common stock for resale by certain selling stockholders (the "Registration Statement").

### De-registration

The purpose of this post-effective amendment is to de-register any of the remaining shares of common stock that have been registered but remain unsold under the Registration Statement, as amended. The Registrant's obligations to maintain the Registration Statement have terminated.

## **SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form SB-2 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, on the 20th day of February, 2007.

### **RICK'S CABARET INTERNATIONAL, INC.**

By /s/ Eric Langan  
Eric Langan  
President and Chief Executive Officer

## **POWER OF ATTORNEY**

In accordance with the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates stated.

Signature	Title	Date
By <u>/s/ Eric Langan</u> Eric Langan	Chairman of the Board, Director, President, Chief Executive Officer, Chief Financial Officer, and Principal Accounting Officer	February 20, 2007
By <u>/s/ Travis Reese *</u> Travis Reese	Vice President and Director	February 20, 2007
By <u>/s/ Steven L. Jenkins *</u> Steven L. Jenkins	Director	February 20, 2007
By <u>/s/ Alan Bergstrom *</u> Alan Bergstrom	Director	February 20, 2007
By <u>/s/ Robert Watters *</u> Robert Watters	Director	February 20, 2007

\* By Eric Langan, Attorney-in-fact

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