

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * LANGAN ERIC SCOTT (Last) (First) (Middle) 10959 CUTTEN ROAD (Street) HOUSTON, TX US 77066 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol RCI HOSPITALITY HOLDINGS, INC. [RICK]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) President and CEO
3. Date of Earliest Transaction (MM/DD/YYYY) 11/20/2014		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	11/20/2014		J (1)		435420 (1)	D	(1)
Common Stock	11/20/2014		J (1)		30786	A	(1)
					0		
					696424 (2)		

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Explanation of Responses:

- (1) Eric Langan is the general partner of E. S. Langan, L.P. On April 25, 2014, E.S. Langan, L.P. made a distribution of 143,212 shares of common stock of the issuer to the limited partner of E.S. Langan, L.P. Immediately prior to this distribution, E.S. Langan, L.P. held 578,632 shares of common stock of which Mr. Langan (through his general partnership interest) held a 1% pecuniary interest. Mr. Langan's pecuniary interest was not affected by the distribution to the limited partner. In connection with winding up E.S. Langan, L.P., on November 20, 2014 it distributed 30,786 shares of common stock to Mr. Langan and on December 3, 2014 distributed the remaining 404,634 shares to the limited partner.
- (2) Subsequent to Mr. Langan's last filing under section 16 of the Act on July 14, 2014, he disposed of 37,789 shares of common stock pursuant to a domestic relations order.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LANGAN ERIC SCOTT 10959 CUTTEN ROAD HOUSTON, TX US 77066	X		President and CEO	

Signatures

/s/ Eric S. Langan

12/11/2014

**Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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