
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G/A

UNDER THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No. 1)*

RCI HOSPITALITY HOLDINGS, INC.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

74934Q108

(CUSIP Number)

09/30/2024

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

SCHEDULE 13G/A

CUSIP No. 74934Q108

1	Names of Reporting Persons Progeny 3, Inc.
2	Check the appropriate box if a member of a Group (see instructions) <input type="checkbox"/> (a) <input type="checkbox"/> (b)

3	SEC Use Only	
4	Citizenship or Place of Organization WASHINGTON	
Number of Shares Beneficially Owned by Each Reporting Person With:	5	Sole Voting Power: 460,968.00
	6	Shared Voting Power: 0.00
	7	Sole Dispositive Power: 460,968.00
	8	Shared Dispositive Power: 0.00
9	Aggregate Amount Beneficially Owned by Each Reporting Person 460,968.00	
10	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions) <input type="checkbox"/>	
11	Percent of class represented by amount in row (9) 5.2 %	
12	Type of Reporting Person (See Instructions) CO	

SCHEDULE 13G/A

CUSIP No. 74934Q108

1	Names of Reporting Persons Jon Hemingway	
2	Check the appropriate box if a member of a Group (see instructions) <input type="checkbox"/> (a) <input type="checkbox"/> (b)	
3	SEC Use Only	
4	Citizenship or Place of Organization UNITED STATES	
Number of Shares Beneficially Owned by Each Reporting Person With:	5	Sole Voting Power: 460,968.00
	6	Shared Voting Power: 0.00
	7	Sole Dispositive Power: 460,968.00
	8	Shared Dispositive Power: 0.00
9	Aggregate Amount Beneficially Owned by Each Reporting Person 460,968.00	
	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)	

10	<input type="checkbox"/>
11	Percent of class represented by amount in row (9) 5.2 %
12	Type of Reporting Person (See Instructions) IN

SCHEDULE 13G/A

Item 1.

(a) **Name of issuer:**

RCI HOSPITALITY HOLDINGS, INC.

(b) **Address of issuer's principal executive offices:**

10737 Cutten Road, Houston, Texas, 77066

Item 2.

(a) **Name of person filing:**

Progeny 3, Inc. and Jon Hemingway

(b) **Address or principal business office or, if none, residence:**

5209 Lake Washington Blvd NE, Suite 200, Kirkland, WA 98033

(c) **Citizenship:**

Progeny 3, Inc. is organized under the laws of the State of Washington and Hemingway is a United States citizen.

(d) **Title of class of securities:**

Common Stock

(e) **CUSIP No.:**

74934Q108

Item 3. If this statement is filed pursuant to §§ 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

(a) **Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);**

(b) **Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);**

(c) **Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);**

(d) **Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);**

(e) **An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);**

(f) **An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);**

(g) **A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);**

(h) **A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);**

- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J). If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution:
- (k) Group, in accordance with Rule 240.13d-1(b)(1)(ii)(K).

Item 4. Ownership

- (a) Amount beneficially owned:

[See cover page](#)

- (b) Percent of class:

[See cover page](#) %

- (c) Number of shares as to which the person has:

- (i) Sole power to vote or to direct the vote:

[See cover page](#)

- (ii) Shared power to vote or to direct the vote:

0

- (iii) Sole power to dispose or to direct the disposition of:

[See cover page](#)

- (iv) Shared power to dispose or to direct the disposition of:

0

Item 5. Ownership of 5 Percent or Less of a Class.

Item 6. Ownership of more than 5 Percent on Behalf of Another Person.

If any other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such securities, a statement to that effect should be included in response to this item and, if such interest relates to more than 5 percent of the class, such person should be identified. A listing of the shareholders of an investment company registered under the Investment Company Act of 1940 or the beneficiaries of employee benefit plan, pension fund or endowment fund is not required.

[See Item 2. The Accounts have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Common Stock reported herein.](#)

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

[Not Applicable](#)

Item 8. Identification and Classification of Members of the Group.

[Not Applicable](#)

Item 9. Notice of Dissolution of Group.

Not Applicable

Item 10. Certifications:

Not Applicable

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Progeny 3, Inc.

Signature: /s/ Christopher Hemingway/Co-CIO

Name/Title: Progeny 3, Inc.

Date: 02/19/2025

Jon Hemingway

Signature: /s/ Christopher Hemingway/Attorney-in-Fact

Name/Title: Jon Hemingway

Date: 02/19/2025