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**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): May 10, 2019

**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  
(Issuer'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.

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**ITEM 2.02 RESULTS OF OPERATIONS AND FINANCIAL CONDITION.**

On May 10, 2019, we issued a press release which contained certain preliminary results for the second fiscal quarter ended March 31, 2019. 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>Exhibit Number</u>	<u>Description</u>
99.1	<a href="#">Press release of RCI Hospitality Holdings, Inc. dated May 10, 2019</a>

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: May 10, 2019

By: /s/ Eric Langan

Eric Langan

President and Chief Executive Officer

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### **RCI Will Not Timely File 2Q19 10-Q; Reports Preliminary Results**

HOUSTON, May 10, 2019 – RCI Hospitality Holdings, Inc. (Nasdaq: RICK) filed a Form 12b-25 with the Securities and Exchange Commission today reporting that it will not be able to timely file its Form 10-Q for the second fiscal quarter ended March 31, 2019.

In its filing, the company explained that in mid- and late 2018 a series of negative articles about RCI was anonymously published in forums associated with the short-selling community. Subsequent thereto in 2019, the SEC initiated an informal inquiry. In connection with these events, a special committee of the company's Audit Committee engaged independent outside counsel to conduct an internal review. RCI and its management are cooperating with both the internal review and the SEC inquiry. Because the internal review is still ongoing, the company will be delayed in filing its Form 10-Q. RCI will take steps to file its second quarter 10-Q as soon as practicable.

The company also reported preliminary results for the March 31, 2019 quarter compared to the year-ago period as follows:

- Total revenues of \$44.8 million compared to \$41.2 million on 47 and 43 units, respectively
- Diluted EPS in the range of \$0.65 to \$0.70 compared to \$0.48
- Free cash flow of \$8.8 million based on net cash provided by operating activities of \$9.5 million, less maintenance capital expenditures of \$0.7 million. For the first six months of FY19, free cash flow totaled \$19.9 million based on net cash provided by operating activities of \$21.0 million, less maintenance capital expenditures of \$1.1 million.

These results are preliminary, unaudited, and subject to change based on the completion of our internal review and finalization of the company's 10-Q. Accordingly, the review of interim financial information by our independent registered public accounting firm is also not complete.

Eric Langan, President & CEO of RCI, said, "Our businesses and financial condition remain strong, and we plan to continue to actively pursue our capital allocation strategy. In 2Q19, the company repurchased 70,700 shares for \$1.6 million, for an average of \$22.71 per share."

### **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.

### **Media & Investor Contacts**

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