

RCI HOSPITALITY HOLDINGS, INC.

Form 4

December 11, 2014

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
LANGAN ERIC SCOTT

2. Issuer Name **and** Ticker or Trading  
Symbol  
RCI HOSPITALITY HOLDINGS,  
INC. [RICK]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)  
10959 CUTTEN ROAD  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/20/2014

☒ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)  
President and CEO

HOUSTON, TX US 77066

4. If Amendment, Date Original  
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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 Ownership (Instr. 4)
Common Stock	11/20/2014		J <sup>(1)</sup>	435,420 <sup>(1)</sup>	D <u>1</u> 0	I	By E.S. Langan, L.P. <sup>(1)</sup>
Common Stock	11/20/2014		J <sup>(1)</sup>	30,786	A <u>1</u> 696,424 <sup>(2)</sup>	D	

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

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SEC 1474  
(9-02)

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## 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

## Explanation of Responses:

\* 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).

- (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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.