

RCI HOSPITALITY HOLDINGS, INC.
Form 4
December 11, 2014

FORM 4

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

OMB APPROVAL

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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

(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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	11/20/2014		J ⁽¹⁾		435,420 ⁽¹⁾	D	<u>1</u> 0
Common Stock	11/20/2014		J ⁽¹⁾		30,786	A	<u>1</u> 696,424 ⁽²⁾

By E.S. Langan, L.P. ⁽¹⁾

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

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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. Number of Derivative Securities Owned Beneficially (Instr. 5)
				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.