

SECURITIES AND EXCHANGE COMMISSION

FORM 8-K/A

Current report filing [amend]

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FILER

RICKS CABARET INTERNATIONAL INC

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Securities and Exchange Commission
Washington, D.C. 20549

FORM 8-K

Amendment No. 2

Current Report
Pursuant To Section 13 or 15(d) Of
The Securities Exchange Act of 1934

Date of Report: October 17, 2007

RICK'S CABARET INTERNATIONAL, INC.

(Exact Name of Registrant As Specified in Its Charter)

Texas
(State Or Other Jurisdiction
of Incorporation)

0-26958
(Commission File Number)

76-0037324
(IRS Employer
Identification No.)

10959 Cutten Road
Houston, Texas 77066
(Address Of Principal Executive Offices, Including Zip Code)

(281) 397-6730
(Issuer's Telephone Number, Including Area Code)

ITEM 1.01

ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT.

As previously disclosed in our Form 8-K's filed on October 18, 2008 and January 29, 2008, on October 17, 2007, we entered into a Purchase Agreement (the "Purchase Agreement") pursuant to the terms of which our wholly owned subsidiary, RCI Entertainment (Philadelphia), Inc. (the "Purchaser"), would acquire from Vincent Piazza ("Seller") 51% of the issued and outstanding shares of common stock of The End Zone, Inc., a Pennsylvania corporation (the "Company") which owns and operates "Crazy Horse Too Cabaret" (the "Club") located at 2908 South Columbus Blvd., Philadelphia, Pennsylvania 19148 (the "Real Property"). As part of the transaction, our wholly owned subsidiary, RCI Holdings, Inc. ("RCI Holdings") would acquire from Seller or the Piazza Family Limited Partnership (the "Partnership Seller") 51% of the issued and outstanding partnership interest (the "Partnership Interests") in TEZ Real Estate, LP, a Pennsylvania limited partnership (the "Partnership") and 51% of the issued and outstanding membership interest (the "Membership Interests") in TEZ Management, LLC, a Pennsylvania limited liability company, which is the general partner of the Partnership (the "General Partner"). The Partnership owns the Real Property where the Club is located. We subsequently executed an Agreement to Amend the Purchase Agreement for the sole purpose of extending the closing date.

On January 29, 2008, we entered into a Second Amendment to Purchase Agreement (the "Amended and Restated Purchase Agreement") pursuant to which we will acquire 100% (rather than 51%) of the issued and outstanding shares of the Company (the "TEZ Shares"). As previously disclosed, RCI Holdings will acquire 51% of the Partnership Interests and 51% of the Membership Interests of the entities that own the Real Property where the Club is located.

On March 17, 2008, we received notice that the Pennsylvania Liquor Control Board approved the transfer of the liquor license on March 14, 2008. We entered into a Third Amendment to Purchase Agreement solely for the purpose of extending the Closing Date until March 28, 2008. A copy of the Third Amendment to Purchase Agreement is attached hereto as Exhibit 10.1.

ITEM 9.01

FINANCIAL STATEMENTS AND EXHIBITS

(c) Exhibits

Exhibit Number	Description
10.1	Third Amendment to Purchase Agreement
99.1	Press release dated March 18, 2008

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report on Form 8-K/A to be signed on its behalf by the undersigned hereunto duly authorized.

RICK'S CABARET INTERNATIONAL, INC.

By: /s/ Eric Langan

Eric Langan

President and Chief Executive Officer

Date: March 18, 2008

THIRD AMENDMENT TO PURCHASE AGREEMENT

This Third Amendment to Purchase Agreement is made and entered into this ___ day of March, 2008 (the “Third Amendment”), to amend the Second Amendment to Purchase Agreement entered into on January 29, 2008, by and among TEZ Real Estate, LP, a Pennsylvania limited partnership (the “Partnership”), TEZ Management, LLC, a Pennsylvania limited liability company (the “General Partner”), The End Zone, Inc., a Pennsylvania corporation (the “Company”), Vincent Piazza (“Piazza” or the “Shareholder”), the Piazza Family Limited Partnership, a Pennsylvania limited partnership (the “Piazza Family Partnership”), RCI Entertainment (Philadelphia), Inc., a Pennsylvania corporation (the “Purchaser”), Rick’s Cabaret International, Inc., a Texas corporation (“Rick’s”), and RCI Holdings, Inc., a Texas corporation (“RCI”).

RECITALS:

WHEREAS, the Partnership, General Partner, Company, Piazza, Piazza Family Partnership, Purchaser, Rick’s and RCI entered into a Purchase Agreement on October 17, 2007 (the “Purchase Agreement”); and

WHEREAS, the Partnership, General Partner, Company, Piazza, Piazza Family Partnership, Purchaser, Rick’s and RCI executed an Agreement to Amend Purchase Agreement for the sole purpose of extending the Closing Date; and

WHEREAS, the Partnership, General Partner, Company, Piazza, Piazza Family Partnership, Purchaser, Rick’s and RCI executed a Second Amendment to Purchase Agreement dated January 29, 2008 to amend and restate, in its entirety, the Purchase Agreement; and

WHEREAS, the Partnership, General Partner, Company, Piazza, Piazza Family Partnership, Purchaser, Rick’s and RCI now wish to amend the Second Amendment to Purchase Agreement for the sole purpose of extending the Closing Date; and

NOW, THEREFORE, in consideration of the foregoing, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties agree as follows:

1. All capitalized terms used herein shall have the meanings assigned to them in the Purchase Agreement, as amended and restated, unless expressly defined otherwise in this Third Amendment.
2. Except as otherwise specifically provided herein, all terms and conditions of the Purchase Agreement, as amended and restated, shall apply to the interpretation and enforcement of this Third Amendment as if explicitly set forth herein.

3. Amendment to Section 2.1 of the Purchase Agreement, as amended and restated.

Purchaser, Rick's, RCI, Partnership, General Partner, Company, Piazza and Piazza Family Partnership hereby Amend Section 2.1 of the Purchase Agreement in its entirety to read as follows:

“The Closing. The Closing Date for the transactions contemplated by this Agreement shall take place on or before March 28, 2008 (the “Closing Date”), at the law offices of Butera, Beausang, Cohen & Brennan, 630 Freedom Business Center, Suite 212, King of Prussia, Pennsylvania 19406, or at such other time and place as agreed upon in writing among the parties hereto (the “Closing”), said time to be of the essence.”

4. This Third Amendment shall be of no force and effect until receipt and execution of this Third Amendment by Purchaser, Rick's, RCI, Partnership, General Partner, Company, Piazza and Piazza Family Partnership. This Third Amendment may be executed in counterparts, each of which shall be deemed an original, but all of which shall be deemed one instrument, by facsimile signature of any of the parties, each of which shall be deemed an original for all purposes.

5. Except as expressly amended hereby, the Purchase Agreement, as amended and restated, remains in full force and effect. Any references to the Purchase Agreement, as amended and restated, shall refer to the Purchase Agreement as amended hereby.

[signature page follows]

IN WITNESS WHEREOF, the undersigned have executed this Third Amendment effective as of the date first set forth above.

RICK'S CABARET INTERNATIONAL, INC.

By: /s/ Eric Langan
Eric Langan, President

RCI HOLDINGS, INC.

By: /s/ Eric Langan
Eric Langan, President

RCI ENTERTAINMENT (PHILADELPHIA), INC.

By: /s/ Eric Langan
Eric Langan, President

TEZ REAL ESTATE, LP

By: TEZ Management, LLC, its General Partner

By: /s/ Vincent Piazza
Vincent Piazza, Manager

TEZ MANAGEMENT, LLC

By: /s/ Vincent Piazza
Vincent Piazza, Manager

THE END ZONE, INC.

By: /s/ Vincent Piazza
Vincent Piazza, President

/s/ Vincent Piazza
VINCENT PIAZZA, Individually

THE PIAZZA FAMILY LIMITED PARTNERSHIP

By: /s/ Vincent Piazza
Vincent Piazza, General Partner



FOR IMMEDIATE RELEASE

RICK'S CABARET INTERNATIONAL, INC. SETS MARCH 28TH AS DATE FOR FINALIZING PURCHASE OF PHILADELPHIA ADULT NIGHTCLUB

HOUSTON – (March 19, 2008) – **Rick's Cabaret International, Inc.** (NASDAQ/GM: RICK), premier operator of upscale gentlemen's clubs, said today it intends to finalize the purchase of **Crazy Horse Too Cabaret** at 2908 South Columbus Blvd. on or before March 28, 2008.

The company said the **Pennsylvania Liquor Control Board** has approved the transfer of the liquor license for the nightclub and it is awaiting completion of final permitting requirements.

Rick's Cabaret is acquiring 100 percent of **The End Zone, Inc.**, current owner of the upscale 25,000 square foot nightclub, and is funding the purchase with cash on hand. The club will be converted to the Rick's Cabaret format that has been successful in markets including New York City, Houston, Minneapolis and other cities. A remodeling project is nearly complete that includes an upscale steakhouse and sports bar in the club, which is located just south of Center City Philadelphia, near the major sports complex where **Philadelphia Phillies, 76ers, Flyers** and **Eagles** games are played and across from the site of a proposed new gambling casino.

About Rick's Cabaret: Rick's Cabaret International, Inc. (NASDAQ: RICK) operates upscale adult nightclubs serving primarily businessmen and professionals that offer live adult entertainment, restaurant and bar operations. The company owns, operates or licenses adult nightclubs in New York City, Miami, New Orleans, Charlotte, Houston, Minneapolis and other cities under the names "Rick's Cabaret," "XTC," "Club Onyx" and "Tootsie's Cabaret". Sexual contact is not permitted at any of these locations. Rick's Cabaret also owns the adult Internet membership Web site, couplestouch.com, and a network of online adult auction sites under the flagship URL naughtybids.com. Rick's Cabaret common stock is traded on NASDAQ under the symbol RICK. For further information contact ir@ricks.com.

Forward-looking Statements: This document contains 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 document, including the risks and uncertainties associated with operating and managing an adult business, the business climates in New York City and elsewhere, the success or lack thereof in launching and building the company's businesses in New York City and elsewhere, risks and uncertainties related to the operational and financial results of our Web sites, 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. Rick's has no obligation to update or revise the forward-looking statements to reflect the occurrence of future events or circumstances. For further information visit www.ricks.com <<http://www.ricks.com/>>.

Contact: Allan Priaux, 212-338-0050, ir@ricks.com