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RICKS CABARET INTERNATIONAL INC
Form SC 13G/A
February 14, 2008

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13G
(RULE 13d - 102)

Information to be included in statements filed pursuant
to Rules 13d-1(b), (c) and (d) and amendments thereto filed
pursuant to 13d-2(b)

(AMENDMENT NO.1) *

Rick's Cabaret International, Inc.

(Name of Issuer)

Common Stock, par value \$.01

(Title of Class of Securities)

765641303

(CUSIP Number)

December 31, 2007

(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)
[x] Rule 13d-1(c)
[] Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's
initial filing on this form with respect to the subject class of securities,
and for any subsequent amendment containing information which would alter
disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be
deemed to be "filed" for the purpose of Section 18 of the Securities Exchange
Act of 1934 ("Act") or otherwise subject to the liabilities of that section of
the Act but shall be subject to all other provisions of the Act
(however, see the Notes).

1. NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Burlingame Equity Investors, LP

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a) [x]
(b) []

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3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH
REPORTING PERSON WITH

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

254,140

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

254,140

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

254,140

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES* ☐

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

3.4%

12. TYPE OF REPORTING PERSON*

PN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

1. NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Burlingame Equity Investors II, LP

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a) ☒
(b) ☐

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH
REPORTING PERSON WITH

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5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

32,341

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

32,341

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

32,341

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES* []

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.4%

12. TYPE OF REPORTING PERSON*

PN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

1. NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Burlingame Equity Investors (Offshore) Ltd.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) [x]

(b) []

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH
REPORTING PERSON WITH

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

107,276

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7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

107,276

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

107,276

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES* ☐

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

1.4%

12. TYPE OF REPORTING PERSON*

CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

1. NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Burlingame Asset Management, LLC

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) ☒

(b) ☐

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH
REPORTING PERSON WITH

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

393,757

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

393,757

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9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

393,757

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*
[]

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

5.2%

12. TYPE OF REPORTING PERSON*

OO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

1. NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Blair E. Sanford

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) ☒

(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

0

6. SHARED VOTING POWER

393,757

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

393,757

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

393,757

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)
EXCLUDES CERTAIN SHARES* []

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

5.2%

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12. TYPE OF REPORTING PERSON*

IN, HC

*SEE INSTRUCTIONS BEFORE FILLING OUT!

This Amendment No. 1 is filed with respect to the shares of the common stock, having \$.01 par value per share (the "Common Stock"), of Rick's Cabaret International, Inc. ("Issuer"), beneficially owned by the Reporting Persons (as defined below) as of December 31, 2007 and amends and supplements the Schedule 13G filed on December 13, 2006 (collectively, the "Schedule 13G"). Except as set forth herein, the Schedule 13G is unmodified.

The names of the persons filing this statement on Schedule 13G are (collectively, the "Reporting Persons"):

- Burlingame Equity Investors, LP ("Onshore Fund")
- Burlingame Equity Investors II, LP ("Onshore Fund II")
- Burlingame Equity Investors (Offshore) Ltd. ("Offshore Fund")
- Burlingame Asset Management, LLC ("BAM")
- Mr. Blair E. Sanford ("Mr. Sanford")

BAM is the general partner of each of the Onshore Fund and the Onshore Fund II, and the investment manager of the Offshore Fund. Mr. Sanford is the managing member of BAM. BAM and Mr. Sanford may each be deemed to have voting and dispositive power with respect to the shares of Common Stock (as defined below) held by the Onshore Fund, the Onshore Fund II and the Offshore Fund.

ITEM 4. OWNERSHIP.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

- (i) The Onshore Fund beneficially owns 254,140 shares of Common Stock.
- (ii) The Onshore Fund II beneficially owns 32,341 shares of Common Stock.
- (iii) The Offshore Fund beneficially owns 107,276 shares of Common Stock.
- (iv) BAM, as the general partner of the Onshore Fund and the Onshore Fund II, and the investment manager of the Offshore Fund, may be deemed to beneficially own the 393,757 shares of Common Stock held by them.
- (v) Mr. Sanford may be deemed to be the beneficial owner of the shares of Common Stock beneficially owned by BAM.
- (vi) Collectively, the Reporting Persons beneficially own 393,757 shares of Common Stock.

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(b) Percent of Class:

- (i) The Onshore Fund's beneficial ownership of 254,140 shares of Common Stock represents 3.4% of all of the outstanding shares of Common Stock.
- (ii) The Onshore Fund II's beneficial ownership of 32,341 shares of Common Stock represents 0.4% of all of the outstanding shares of Common Stock.
- (iii) The Offshore Fund's beneficial ownership of 107,276 shares of Common Stock represents 1.4% of all of the outstanding shares of Common Stock.
- (iv) BAM's and Mr. Sanford's beneficial ownership of 393,757 shares of Common Stock represents 5.2% of all of the outstanding shares of Common Stock.
- (v) Collectively, the Reporting Persons' beneficial ownership of 393,757 shares of Common Stock represents 5.2% of all of the outstanding shares of Common Stock.

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

- (i) Sole power to vote or to direct the vote
Not applicable.
- (ii) Shared power to vote or to direct the vote of shares of Common Stock:

The Onshore Fund, BAM and Mr. Sanford have shared power to vote or direct the vote of the 254,140 shares of Common Stock held by the Onshore Fund.

The Onshore Fund II, BAM and Mr. Sanford have shared power to vote or direct the vote of the 32,341 shares of Common Stock held by the Onshore Fund II.

The Offshore Fund, BAM and Mr. Sanford have shared power to vote or direct the vote of the 107,276 shares of Common Stock held by the Offshore Fund.
- (iii) Sole power to dispose or to direct the disposition of shares of Common Stock:

Not applicable.
- (iv) Shared power to dispose or to direct the disposition of shares of Common Stock:

The Onshore Fund, BAM and Mr. Sanford have shared power to dispose or direct the disposition of the 254,140 shares of Common Stock beneficially held by the Onshore Fund.

The Onshore Fund II, BAM and Mr. Sanford have shared power to dispose or direct the disposition of the 32,341 shares of Common Stock beneficially held by the Onshore Fund II.

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The Offshore Fund, BAM and Mr. Sanford have shared power to dispose or direct the disposition of the 107,276 shares of Common Stock held by the Offshore Fund.

ITEM 10. CERTIFICATION.

By signing below the undersigned certifies that, to the best of its or his knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of its knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete, and correct.

Dated: February 13, 2008

BURLINGAME EQUITY INVESTORS, LP

By: Burlingame Asset Management, LLC, as General Partner

By: /s/ Blair E. Sanford

Blair E. Sanford, Managing Member

BURLINGAME EQUITY INVESTORS II, LP

By: Burlingame Asset Management, LLC, as General Partner

By: /s/ Blair E. Sanford

Blair E. Sanford, Managing Member

BURLINGAME EQUITY INVESTORS (OFFSHORE) LTD.

By: /s/ Blair E. Sanford

Blair E. Sanford, Director

BURLINGAME ASSET MANAGEMENT, LLC

By: /s/ Blair E. Sanford

Blair E. Sanford, Managing Member

/s/ Blair E. Sanford

Blair E. Sanford