

RCI HOSPITALITY HOLDINGS, INC.

Form 10-Q

August 09, 2018

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 10-Q**

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended June 30, 2018

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

Commission File Number: 001-13992

**RCI HOSPITALITY HOLDINGS, INC.**

(Exact name of registrant as specified in its charter)

**Texas**

**76-0458229**

(State or other jurisdiction of (I.R.S. Employer

incorporation or organization) Identification No.)

**10737 Cutten Road**

**Houston, Texas 77066**

(Address of principal executive offices) (Zip Code)

**(281) 397-6730**

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company  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.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes  No

As of July 31, 2018, 9,718,711 shares of the registrant's common stock were outstanding.

## NOTE ABOUT FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These statements include, among other things, statements regarding plans, objectives, goals, strategies, future events or performance and underlying assumptions and other statements, which are other than statements of historical facts. Forward-looking statements may appear throughout this report, including, without limitation, the following sections: Part I, Item 2 “Management’s Discussion and Analysis of Financial Condition and Results of Operations.” Forward-looking statements generally can be identified by words such as “anticipates,” “believes,” “estimates,” “expects,” “intends,” “plans,” “predicts,” “projects,” “will be,” “will continue,” “will likely result,” and similar expressions. These forward-looking statements are based on current expectations and assumptions that are subject to risks and uncertainties, which could cause our actual results to differ materially from those reflected in the forward-looking statements. Factors that could cause or contribute to such differences include, but are not limited to, those discussed in this Quarterly Report on Form 10-Q and those discussed in other documents we file with the Securities and Exchange Commission (“SEC”). Important factors that in our view could cause material adverse effects on our financial condition and results of operations include, but are not limited to, 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. We undertake no obligation to revise or publicly release the results of any revision to any forward-looking statements, except as required by law. Given these risks and uncertainties, readers are cautioned not to place undue reliance on such forward-looking statements.

As used herein, the “Company,” “we,” “our,” and similar terms include RCI Hospitality Holdings, Inc. and its subsidiaries, unless the context indicates otherwise.

**RCI HOSPITALITY HOLDINGS, INC.**

**FORM 10-Q**

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**PART I—FINANCIAL INFORMATION****Item 1. Financial Statements.****RCI HOSPITALITY HOLDINGS, INC.****CONDENSED CONSOLIDATED BALANCE SHEETS****(in thousands, except par value)**

	June 30, 2018 (unaudited)	September 30, 2017
<b>ASSETS</b>		
Current assets		
Cash and cash equivalents	\$ 13,171	\$ 9,922
Accounts receivable, net	4,975	3,187
Inventories	2,411	2,149
Prepaid insurance	1,456	3,826
Other current assets	1,694	1,399
Assets held for sale	7,565	5,759
Total current assets	31,272	26,242
Property and equipment, net	165,715	148,410
Notes receivable	2,903	4,993
Goodwill	43,866	43,866
Intangibles, net	74,733	74,424
Other assets	1,774	1,949
Total assets	\$ 320,263	\$ 299,884
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current liabilities		
Accounts payable	\$ 2,589	\$ 2,147
Accrued liabilities	10,443	11,524
Current portion of long-term debt	12,285	17,440
Total current liabilities	25,317	31,111
Deferred tax liability, net	15,882	25,541
Long-term debt	118,970	106,912
Other long-term liabilities	1,451	1,095
Total liabilities	161,620	164,659
Commitments and contingencies (Note 8)		

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Stockholders' equity		
Preferred stock, \$0.10 par value per share; 1,000 shares authorized; none issued and outstanding	-	-
Common stock, \$0.01 par value per share; 20,000 shares authorized; 9,719 and 9,719 shares issued and outstanding as of June 30, 2018 and September 30, 2017, respectively	97	97
Additional paid-in capital	63,453	63,453
Retained earnings	92,704	69,195
Total RCIHH stockholders' equity	156,254	132,745
Noncontrolling interests	2,389	2,480
Total stockholders' equity	158,643	135,225
Total liabilities and stockholders' equity	\$ 320,263	\$ 299,884

See accompanying notes to condensed consolidated financial statements.

**RCI HOSPITALITY HOLDINGS, INC.****CONDENSED CONSOLIDATED STATEMENTS OF INCOME****(in thousands, except per share data)****(unaudited)**

	For the Three Months Ended June 30,		For the Nine Months Ended June 30,	
	2018	2017	2018	2017
Revenues				
Sales of alcoholic beverages	\$17,658	\$15,475	\$52,835	\$44,085
Sales of food and merchandise	6,175	4,641	16,906	13,201
Service revenues	16,316	15,350	48,338	42,995
Other	2,485	1,963	6,993	5,405
Total revenues	42,634	37,429	125,072	105,686
Operating expenses				
Cost of goods sold				
Alcoholic beverages sold	3,632	3,255	10,976	9,603
Food and merchandise sold	2,140	1,952	6,198	5,356
Service and other	94	62	173	159
Cost of goods sold (exclusive of items shown separately below)	5,866	5,269	17,347	15,118
Salaries and wages	11,362	9,902	33,086	29,271
Selling, general and administrative	13,476	11,767	39,136	33,569
Depreciation and amortization	1,998	1,710	5,806	4,936
Other charges, net	440	898	2,834	1,089
Total operating expenses	33,142	29,546	98,209	83,983
Income from operations	9,492	7,883	26,863	21,703
Other income (expenses)				
Interest expense	(2,308 )	(2,205 )	(7,493 )	(6,132 )
Interest income	52	61	187	187
Income before income taxes	7,236	5,739	19,557	15,758
Income tax expense (benefit)	1,829	1,889	(4,899 )	5,247
Net income	5,407	3,850	24,456	10,511
Net loss (income) attributable to noncontrolling interests	(18 )	(9 )	(71 )	(13 )
Net income attributable to RCIHH common shareholders	\$5,389	\$3,841	\$24,385	\$10,498
Earnings per share attributable to RCIHH common shareholders				
Basic	\$0.55	\$0.40	\$2.51	\$1.08
Diluted	\$0.55	\$0.40	\$2.51	\$1.08
Weighted average number of common shares outstanding				
Basic	9,719	9,719	9,719	9,735
Diluted	9,719	9,719	9,719	9,751

Dividends per share	\$0.03	\$0.03	\$0.09	\$0.09
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See accompanying notes to condensed consolidated financial statements.



**RCI HOSPITALITY HOLDINGS, INC.****CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS****(in thousands)****(unaudited)**

	For the Nine Months Ended June 30,	
	2018	2017
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Net income	\$24,456	\$10,511
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	5,806	4,936
Deferred taxes	(9,659 )	-
Amortization of debt discount and issuance costs	469	178
Deferred rent	224	182
Loss (gain) on disposal of assets	70	(838 )
Impairment of assets	1,550	1,411
Gain on insurance	(20 )	-
Debt prepayment penalty	543	75
Changes in operating assets and liabilities:		
Accounts receivable	(1,788 )	1,753
Inventories	(257 )	(134 )
Prepaid expenses and other assets	1,264	1,682
Accounts payable and accrued liabilities	(247 )	(1,859 )
Net cash provided by operating activities	22,411	17,897
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Proceeds from sale of assets	629	2,145
Proceeds from insurance	20	-
Proceeds from notes receivable	98	78
Additions to property and equipment	(18,827)	(9,048 )
Acquisition of businesses, net of cash acquired	(484 )	(9,527 )
Net cash used in investing activities	(18,564)	(16,352)
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Proceeds from long-term debt	72,387	11,120
Payments on long-term debt	(70,444)	(10,839)
Debt prepayment penalty	(543 )	(75 )
Purchase of treasury stock	-	(1,099 )
Payment of dividends	(876 )	(877 )
Payment of loan origination costs	(960 )	(123 )
Distribution to noncontrolling interests	(162 )	(162 )
Net cash used in financing activities	(598 )	(2,055 )
<b>NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS</b>	<b>3,249</b>	<b>(510 )</b>

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CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD	9,922	11,327
CASH AND CASH EQUIVALENTS AT END OF PERIOD	\$13,171	\$10,817
CASH PAID DURING PERIOD FOR:		
Interest	\$7,168	\$5,778
Income taxes (net of refund of \$42 and \$1,017, respectively)	\$3,263	\$2,170

See accompanying notes to condensed consolidated financial statements.

Non-cash and other transactions:

During the nine months ended June 30, 2018, the Company refinanced \$81.2 million of long-term debt comprised of 21 notes payable with the execution of three notes payable with a lender bank. The new notes and the repaid balance included \$18.7 million worth of debt with the same lender bank. See Note 4 for a detailed discussion of the refinancing.

During the nine months ended June 30, 2018, the Company borrowed \$7.1 million from a lender to purchase an aircraft by trading in an aircraft that the Company owned and the assumption of the old aircraft's note payable liability. See Note 4 for a detailed discussion of the transaction.

During the nine months ended June 30, 2018, the Company refinanced a bank note with a balance of \$1.9 million, bearing interest of 2% over prime with a 5.5% floor, with the same bank for a construction loan with maximum availability of \$4.7 million. See Note 4 for a detailed discussion of the transaction.

During the nine months ended June 30, 2017, the Company refinanced \$8.0 million of long-term debt by borrowing \$9.9 million, resulting in net cash proceeds of \$1.9 million.

During the nine months ended June 30, 2017, the Company purchased and retired 89,685 common shares at a cost of \$1.1 million.

**RCI HOSPITALITY HOLDINGS, INC.**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**(Unaudited)**

**1. Basis of Presentation**

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP” or “U.S. GAAP”) for interim financial information and with the instructions to Form 10-Q of Regulation S-X. They do not include all information and footnotes required by GAAP for complete financial statements. The September 30, 2017 consolidated balance sheet data were derived from audited financial statements but do not include all disclosures required by GAAP. However, except as disclosed herein, there has been no material change in the information disclosed in the notes to the consolidated financial statements for the year ended September 30, 2017 included in the Company’s Annual Report on Form 10-K, as filed with the Securities and Exchange Commission on February 14, 2018. The interim unaudited condensed consolidated financial statements should be read in conjunction with those consolidated financial statements included in the Form 10-K. In the opinion of management, all adjustments considered necessary for a fair presentation of the financial statements, consisting solely of normal recurring adjustments, have been made. Operating results for the three and nine months ended June 30, 2018 are not necessarily indicative of the results that may be expected for the year ending September 30, 2018.

**2. Recent Accounting Standards and Pronouncements**

In May 2014, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) No. 2014-09, *Revenue from Contracts with Customers* (“ASU 2014-09”), which supersedes nearly all existing revenue recognition guidance under GAAP. The core principle of ASU 2014-09 is to recognize revenues when promised goods or services are transferred to customers in an amount that reflects the consideration to which an entity expects to be entitled for those goods or services. ASU 2014-09 defines a five-step process to achieve this core principle and, in doing so, more judgment and estimates may be required within the revenue recognition process than are required under existing GAAP. The standard’s effective date has been deferred by the issuance of ASU No. 2015-14, and is effective for annual periods beginning after December 15, 2017, and interim periods therein. The guidance permits using either of the following transition methods: (i) a full retrospective approach reflecting the application of the standard in each prior reporting period with the option to elect certain practical expedients, or (ii) a retrospective approach with the cumulative effect of initially adopting ASU 2014-09 recognized at the date of adoption (which includes additional footnote disclosures). Early application is permitted but not before December 15, 2016, the ASU’s original effective date. The Company is still evaluating the impact of the standard, including all its applicable amendments and technical corrections issued by the FASB, and which transition method it is going to use upon adoption.

In July 2015, the FASB issued ASU No. 2015-11, *Inventory (Topic 330): Simplifying the Measurement of Inventory*. This ASU does not apply to inventory that is measured using last-in, first-out (“LIFO”) or the retail inventory method. The amendments apply to all other inventory, which includes inventory that is measured using first-in, first-out or average cost. This ASU eliminates from U.S. GAAP the requirement to measure inventory at the lower of cost or market. Market under the previous requirement could be replacement cost, net realizable value, or net realizable value less an approximately normal profit margin. Entities within scope of this update will now be required to measure inventory at the lower of cost or net realizable value. Net realizable value is the estimated selling prices in the ordinary course of business, less reasonably predictable costs of completion, disposal, and transportation. Subsequent measurement is unchanged for inventory using LIFO or the retail inventory method. The amendments in this update are effective for fiscal years beginning after December 15, 2016, with early adoption permitted, and should be applied prospectively. The Company adopted ASU 2015-11 as of October 1, 2017, which did not have an impact on its consolidated financial statements.

**RCI HOSPITALITY HOLDINGS, INC.**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**(Unaudited)**

In February 2016, the FASB issued ASU No. 2016-02, *Leases (Topic 842)*, on accounting for leases, which requires lessees to recognize most leases on their balance sheets for the rights and obligations created by those leases. The guidance requires enhanced disclosures regarding the amount, timing, and uncertainty of cash flows arising from leases, and will be effective for interim and annual periods beginning after December 15, 2018. Early adoption is permitted. The guidance requires the use of a modified retrospective approach. We expect our consolidated balance sheets to be materially impacted upon adoption due to the recognition of right-of-use assets and lease liabilities related to currently classified operating leases. While we anticipate changes in the classification of expenses in our income statement and the timing of recognition of these expenses, we are still evaluating the materiality of the implementation of this standard.

In January 2017, the FASB issued ASU No. 2017-01, *Business Combination (Topic 805): Clarifying the Definition of a Business*. According to the guidance, when substantially all of the fair value of gross assets acquired is concentrated in a single asset (or a group of similar assets), the assets acquired would not represent a business. If met, this initial screen eliminates the need for further assessment. To be considered a business, an acquisition would have to include an input and a substantive process that together significantly contribute to the ability to create outputs. ASU 2017-01 provides a framework to evaluate when an input and a substantive process are present. To be a business without outputs, there will now need to be an organized workforce. The FASB noted that outputs are a key element of a business and included more stringent criteria for aggregated sets of assets and activities without outputs. Finally, the guidance narrows the definition of the term “outputs” to be consistent with how it is described in Topic 606, *Revenue from Contracts with Customers* (or ASU 2014-09). Under the final definition, an output is the result of inputs and substantive processes that provide goods and services to customers, other revenue, or investment income, such as dividends and interest. The standard is effective for fiscal years beginning after December 15, 2017, with early adoption permitted. The amendments can be applied to transactions occurring before the guidance was issued as long as the applicable financial statements have not been issued. We have early adopted ASU 2017-01 as of October 1, 2017, and will apply its amendments to future transactions.

In May 2017, the FASB issued ASU No. 2017-09, *Compensation—Stock Compensation (Topic 718): Scope of Modification Accounting*. The amendments of this ASU provide guidance about which changes to the terms or conditions of a share-based payment award require an entity to apply modification accounting in Topic 718. An entity should account for the effects of a modification unless all of the following are met: (1) the fair value of the modified award is the same as the fair value of the original award immediately before the modification; (2) the vesting conditions of the modified award are the same as the vesting conditions of the original award immediately before the modification; and (3) the classification of the modified award as an equity instrument or a liability instrument is the same as the classification of the original award immediately before the modification. The current disclosure requirements in Topic 718 are not changed. The amendments in this ASU are effective for all entities for annual periods, and interim periods within those annual periods, beginning after December 15, 2017, with early adoption

permitted. Since March 31, 2017, we do not have any stock-based compensation awards outstanding. We have early adopted ASU 2017-09 as of October 1, 2017, and will apply its provisions to future stock compensation awards and transactions.

**RCI HOSPITALITY HOLDINGS, INC.****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS****(Unaudited)****3. Selected Account Information**

The components of accrued liabilities are as follows (in thousands):

	June 30, 2018	September 30, 2017
Payroll and related costs	\$ 1,928	\$ 1,889
Insurance	760	3,160
Income taxes	2,046	549
Sales and liquor taxes	968	990
Patron tax	514	801
Unearned revenues	770	196
Property taxes	1,037	1,270
Lawsuit settlement	962	295
Other	1,458	2,374
	\$ 10,443	\$ 11,524

The components of selling, general and administrative expenses are as follows (in thousands):

	For the Three Months Ended June 30,		For the Nine Months Ended June 30,	
	2018	2017	2018	2017
Taxes and permits	\$ 2,372	\$ 1,888	\$ 6,543	\$ 6,017
Advertising and marketing	1,861	1,708	5,663	4,720
Insurance	1,409	991	4,036	2,878
Supplies and services	1,352	1,245	4,035	3,533
Legal	858	744	2,244	2,156
Rent	944	859	2,841	2,299
Charge card fees	813	840	2,484	2,027
Utilities	731	695	2,164	2,021
Accounting and professional fees	718	545	2,274	1,602
Security	652	557	1,922	1,610



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Repairs and maintenance	574	546	1,665	1,545
Other	1,192	1,149	3,265	3,161
	\$13,476	\$11,767	\$39,136	\$33,569

**RCI HOSPITALITY HOLDINGS, INC.****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS****(Unaudited)****4. Long-Term Debt**

Long-term debt consisted of the following (in thousands):

	June 30, 2018	September 30, 2017
Notes payable at 10-11%, mature August 2022 and December 2024	\$-	\$ 2,358
Note payable at 7%, matures December 2019	-	95
Notes payable at 5.5%, matures January 2023	1,094	1,157
Notes payable at 5.5%, matures January 2023 and January 2022	-	4,510
Note payable refinanced at 6.25%, matures July 2018	-	1,120
Note payable at 9.5%, matures August 2024	-	6,941
Notes payable at 9.5%, mature September 2024	-	6,423
Notes payable at 5-7%, mature from 2018 to 2028	-	1,679
7.45% note payable, matures January 2019	-	2,740
Non-interest-bearing debt to State of Texas, matures May 2022, interest imputed at 9.6%	4,852	5,613
Note payable at 6.5%, matures January 2020	-	4,484
Note payable at 6%, matures January 2019	-	504
Notes payable at 5.5%, matures May 2020	-	5,320
Note payable at 6%, matures May 2020	-	1,037
Note payable at 5.25%, matures December 2024	-	1,777
Note payable initially at 5.45%, matures July 2020 (amended to December 2027 with refinancing)	10,351	10,620
Note payable at the greater of 2% above prime or 5% (6.25% at September 30, 2017), matures October 2025	-	4,303
Note payable at 5%, matures January 2026	-	9,672
Note payable at 5.25%, matures March 2037	-	4,651
Note payable at 6.25%, matures February 2018	-	1,894
Note payable initially at 5.95%, matures August 2021 (amended to December 2027 with refinancing)	7,729	8,267
Note payable at 12%, matures October 2021	6,385	9,671
Note payable at 4.99%, matures April 2037	919	941
Notes payable at 12%, mature May 2020	5,440	5,440
Note payable at 5%, matures May 2018 (amended to 8% interest rate and May 2019 maturity)	3,025	5,000
Note payable at 8%, matures May 2029	14,677	15,291

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Note payable at 5%, matures May 2038	-	3,441
Note payable initially at 5.75%, matures December 2027	60,031	-
Note payable at 5.95%, matures December 2032	6,949	-
Note payable at 5%, matures August 2029	3,478	-
Note payable at 5.25%, matures February 2038	3,000	-
Note payable at 5%, matures April 2020	4,039	-
Note payable at 8%, matures May 2023	986	-
Total debt	132,955	124,949
Less unamortized debt issuance costs	(1,700 )	(597 )
Less current portion	(12,285 )	(17,440 )
 Total long-term debt	 \$ 118,970	 \$ 106,912

**RCI HOSPITALITY HOLDINGS, INC.**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**(Unaudited)**

On December 7, 2017, the Company borrowed \$7.1 million from a lender to purchase an aircraft at 5.95% interest. The transaction was partly funded by trading in an aircraft that the Company owned with a carrying value of \$3.4 million with an assumption of the old aircraft's note payable liability of \$2.0 million. The note is payable in 15 years with monthly payments of \$59,869, which includes interest.

On December 14, 2017, the Company entered into a loan agreement ("New Loan") with a bank for \$81.2 million. The New Loan fully refinances 20 of the Company's notes payable and partially pays down 1 note payable (collectively, "Repaid Notes") with interest rates ranging from 5% to 12% covering 43 parcels of real properties the Company previously acquired ("Properties"). The New Loan consists of three promissory notes:

(i) The first note amounts to \$62.5 million with a term of 10 years at a 5.75% fixed interest rate for the first five years, then repriced one time at the then current U.S. Treasury rate plus 3.5%, with a floor rate of 5.75%, and payable in monthly installments of \$442,058, based upon a 20-year amortization period, with the balance payable at maturity;

(ii) The second note amounts to \$10.6 million with a term of 10 years at a 5.45% fixed interest rate until July 2020, after which to be repriced at a fixed interest rate of 5.75% until the fifth anniversary of this note, and then to be repriced again at the then interest rate of the first note. This note is payable \$78,098 monthly for principal and interest until July 2020, based upon a 20-year amortization period, after which the monthly payment for principal and interest is adjusted accordingly based on the repricing, with the balance payable at maturity; and

(iii) The third note amounts to \$8.1 million with a term of 10 years at a 5.95% fixed interest rate until August 2021, after which to be repriced at 5.75% until the fifth anniversary of this note, and then to be repriced again at the then interest of the first note. This note is payable \$100,062 monthly for principal and interest until August 2021, based upon a 20-year amortization period, after which the monthly payment for principal and interest is adjusted accordingly based on the repricing, with the balance payable at maturity.

In addition to the monthly principal and interest payments as provided above, the Company will pay monthly installments of principal of \$250,000, applied to the first note, until such time as the loan-to-value ratio of the Properties, based upon reduced principal balance of the New Loan and the then current value of the Properties, is not greater than 65%. The New Loan has eliminated balloon payments of the Repaid Notes worth \$2.9 million originally scheduled in fiscal 2018, \$19.4 million originally scheduled in fiscal 2020, and \$5.3 million originally scheduled in fiscal 2021.

In connection with the Repaid Notes, the Company wrote off \$279,000 of unamortized debt issuance costs to interest expense. Prior to September 30, 2017, the Company paid a portion of debt issuance costs amounting to \$612,500, which was included in other assets until the closing of the transaction. At closing, the Company paid an additional \$764,000 in debt issuance costs, which together with the \$612,500 prepayment will be amortized for the term of the loan using the effective interest rate method. We also paid prepayment penalties amounting to \$543,000 on the Repaid Notes.

Included in the \$62.5 million note detailed in (i) above, was \$4.6 million that was escrowed at closing and due to the bank lender of one of the Repaid Notes. The amount was released from escrow in June 2018 when the construction, for which the original note was borrowed, was completed.

**RCI HOSPITALITY HOLDINGS, INC.**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**(Unaudited)**

On February 15, 2018, the Company borrowed \$3.0 million from a bank for the purchase of land at a cost of \$4.0 million with the difference paid by the Company in cash. The bank note bears interest at 5.25% adjusted after 36 months to prime plus 1% with a floor of 5.2% and matures on February 15, 2038. The bank note is payable interest-only during the first 18 months, after which monthly payments of principal and interest will be made based on a 20-year amortization with the remaining balance to be paid at maturity.

On February 20, 2018, the Company refinanced a bank note with a balance of \$1.9 million, bearing interest of 2% over prime with a 5.5% floor, with the same bank for a construction loan with maximum availability of \$4.7 million. The construction loan agreement bears an interest rate of prime plus 0.5% with a floor of 5.0% and matures on August 20, 2029. During the first 18 months of the construction loan, the Company will make monthly interest-only payments, and after such, monthly payments of principal and interest will be made based on a 20-year amortization with the remaining balance to be paid at maturity. The note had a balance of \$3.5 million as of June 30, 2018.

On April 24, 2018, the Company acquired certain land for future development of a Bombshells in Houston, Texas for \$5.5 million, financed with a bank note for \$4.0 million, payable interest only at prime plus 0.5% with a floor of 5% per annum. The note matures in 24 months, by which date the principal is payable in full.

On May 8, 2018, the Company amended its short-term note payable, with an original principal amount of \$5.0 million, related to the Scarlett's acquisition. The amendment extended the maturity date of the note, with a remaining balance of \$3.0 million as of the amendment date, from May 8, 2018 to May 8, 2019, and increased its interest rate from 5.0% to 8.0% for the remaining term of the note.

On May 25, 2018, the Company acquired a club in Kappa, Illinois for \$1.5 million, financed by a \$1.0 million seller note with interest at 8%. The note matures in three years and is payable in monthly installments of \$20,276, including interest, based on a five-year amortization with the remaining balance to be paid at maturity. See Note 12.

As of June 30, 2018, the Company is in compliance with all its debt covenants.

## **5. Stockholders' Equity**

The Company paid a \$0.03 per share quarterly cash dividend totaling approximately \$293,000 and \$876,000 for the three and nine months ended June 30, 2018, respectively.

The Company paid a \$0.03 per share quarterly cash dividend totaling approximately \$293,000 and \$877,000 for the three and nine months ended June 30, 2017, respectively. During the three and nine months ended June 30, 2017, the Company purchased and retired 0 and 89,685 common shares at a cost of \$0 and \$1.1 million, respectively.

**RCI HOSPITALITY HOLDINGS, INC.****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS****(Unaudited)****6. Earnings Per Share**

Basic earnings per share (“EPS”) includes no dilution and is computed by dividing income available to common stockholders by the weighted average number of common shares outstanding for the period. Diluted earnings per share reflect the potential dilution of securities that could share in the earnings of the Company. Potential common stock shares consist of shares that may arise from outstanding dilutive common restricted stock, stock options and warrants (the number of which is computed using the “treasury stock method”) and from outstanding convertible debentures (the number of which is computed using the “if converted method”). Diluted EPS considers the potential dilution that could occur if the Company’s outstanding common restricted stock, stock options, warrants and convertible debentures were converted into common stock that then shared in the Company’s earnings (as adjusted for interest expense that would no longer occur if the debentures were converted).

The table below presents the reconciliation of the numerator and the denominator in the calculation of basic and diluted EPS (in thousands, except per share amounts):

	For the Three Months Ended June 30,		For the Nine Months Ended June 30,	
	2018	2017	2018	2017
Numerator -				
Net income attributable to RCIHH common shareholders - basic	\$5,389	\$3,841	\$24,385	\$10,498
Adjustment to net income from assumed conversion of debentures(2)	-	-	-	5
Adjusted net income attributable to RCIHH common shareholders - diluted	\$5,389	\$3,841	\$24,385	\$10,503
Denominator(1)(3)-				
Weighted average number of common shares outstanding - basic	9,719	9,719	9,719	9,735
Effect of potentially dilutive convertible debentures(2)	-	-	-	16
Adjusted weighted average number of common shares outstanding - diluted	9,719	9,719	9,719	9,751
Basic earnings per share	\$0.55	\$0.40	\$2.51	\$1.08
Diluted earnings per share	\$0.55	\$0.40	\$2.51	\$1.08

(1) There were no outstanding restricted stock, warrants and options during the three and nine months ended June 30, 2018 and 2017.



- (2) Convertible debentures (principal and accrued interest) outstanding at the beginning of the nine months ended June 30, 2017 totaling \$859,000 were convertible into common stock at a price of \$10.25 and \$12.50 per share until January 4, 2017, when the last conversion option expired in relation to the payment of the last convertible note.
- (3) Since January 4, 2017 to date, the Company has no outstanding convertible debt.

**RCI HOSPITALITY HOLDINGS, INC.**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**(Unaudited)**

**7. Income Taxes**

Income taxes were an expense of \$1.8 million and a benefit of \$4.9 million for the three and nine months ended June 30, 2018, respectively, compared to income tax expense of \$1.9 million and \$5.2 million for the three and nine months ended June 30, 2017, respectively. The effective income tax rate for the three and nine months ended June 30, 2018 was an expense of 25.3% and a benefit of 25.0%, respectively, compared with an expense of 32.9% and 33.3% for the three and nine months ended June 30, 2017, respectively. Our effective tax rate is affected by state taxes, permanent differences, and tax credits, including the FICA tip credit, for both years while the first quarter of 2018 was significantly impacted by a \$9.7 million reduction of our deferred tax liability caused by the newly enacted Tax Cuts and Jobs Act (the "Tax Act").

On December 22, 2017, the Tax Act was enacted into law. The Tax Act amends the Internal Revenue Code to reduce tax rates and modify policies, credits, and deductions for individuals and businesses. For businesses, the Act reduces the corporate federal tax rate from a maximum of 35% to a flat 21% rate. The corporate tax rate reduction was effective January 1, 2018. Because the Company has a fiscal year end of September 30, the reduced corporate tax rate will result in the application of a blended federal statutory tax rate for its fiscal year 2018 and then a flat 21% thereafter.

The Company uses the asset and liability method of accounting for income taxes. Under this method, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. At September 30, 2017, the Company's deferred tax assets and liabilities were determined based on the then-current enacted federal tax rate of 35%. As a result of the reduction in the corporate income tax rate under the Tax Act, the Company initially revalued its deferred tax assets and liabilities at December 31, 2017. Deferred tax assets and liabilities expected to be realized in fiscal year 2018 were remeasured using the aforementioned blended rate. All remaining deferred tax assets and liabilities were re-measured using the new statutory federal rate of 21%. These remeasurements collectively resulted in a discrete tax benefit of \$9.7 million that was recognized during the nine months ended June 30, 2018. The Company's revaluation of its deferred tax assets and liabilities is subject to further clarification of the Act and refinements of its estimates. As a result, the actual impact on the deferred tax assets and liabilities and income tax expense due to the Tax Act may vary from the amounts estimated.

The Company or one of its subsidiaries files income tax returns for U.S. federal jurisdiction and various states. The Company is no longer subject to federal, state and local income tax examinations by tax authorities for years before 2013. The Company's federal income tax returns for the fiscal years ended September 30, 2015, 2014 and 2013 were recently examined by the Internal Revenue Service with no changes.

The Company accounts for uncertain tax positions pursuant to ASC Topic 740, *Income Taxes*. As of June 30, 2018 and September 30, 2017, the liability for uncertain tax positions totaled approximately \$865,000 as of each date, which is included in current liabilities on our condensed consolidated balance sheets. The Company recognizes interest accrued related to uncertain tax positions in interest expense and penalties in operating expenses.

**RCI HOSPITALITY HOLDINGS, INC.**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**(Unaudited)**

On December 22, 2017, the SEC issued Staff Accounting Bulletin No. 18 (“SAB 118”), which provides guidance on accounting for the tax effects of the Tax Act. In accordance with SAB 118, the Company has made reasonable estimates related to the following areas impacted by the Tax Act: existing timing differences, reversal of existing timing differences, and accelerated depreciation. As such, the Company has left the measurement period open as of June 30, 2018.

**8. Commitments and Contingencies**

*Legal Matters*

New York Settlement

Filed in 2009, the case claimed Rick’s Cabaret New York misclassified entertainers as independent contractors. Plaintiffs sought minimum wage for the hours they danced and return of certain fees. RCI Entertainment (New York), Inc. and Peregrine Enterprises, Inc. maintained the dancers were properly classified, and alternatively, amounts earned were well in excess of the minimum wage and should satisfy any obligations.

On April 1, 2015, we and our subsidiaries, RCI Entertainment (New York), Inc. and Peregrine Enterprises, Inc., entered into an agreement to settle in full a New York based federal wage and hour class and collective action filed in the United States District Court for the Southern District of New York. On September 22, 2015, the Court granted final approval of the settlement. Under the terms of the agreement, Peregrine Enterprises, Inc. was to make up to \$15.0 million available to class members and their attorneys. The actual amount paid was determined based on the number of class members responding by the end of a two-month notice period which ended on December 4, 2015. Unclaimed checks or payments reverted back to Peregrine at that time. Based on the current schedule, an initial payment for attorneys’ fees of \$1,833,333 was made in October 2015, with two subsequent payments of \$1,833,333 each being made in equal annual installments. As part of the settlement, RCIHH was required to guarantee the obligations of RCI Entertainment (New York), Inc. and Peregrine Enterprises, Inc. under the settlement. As of June 30, 2018, this matter has been fully settled.

Indemnity Insurance Corporation

As previously reported, the Company and its subsidiaries were insured under a liability policy issued by Indemnity Insurance Corporation, RRG (“IIC”) through October 25, 2013. The Company and its subsidiaries changed insurance companies on that date.

On November 7, 2013, the Court of Chancery of the State of Delaware entered a Rehabilitation and Injunction Order (“Rehabilitation Order”), which declared IIC impaired, insolvent and in an unsafe condition and placed IIC under the supervision of the Insurance Commissioner of the State of Delaware (“Commissioner”) in her capacity as receiver (“Receiver”). The Rehabilitation Order empowered the Commissioner to rehabilitate IIC through a variety of means, including gathering assets and marshaling those assets as necessary. Further, the order stayed or abated pending lawsuits involving IIC as the insurer until May 6, 2014.

**RCI HOSPITALITY HOLDINGS, INC.**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**(Unaudited)**

On April 10, 2014, the Court of Chancery of the State of Delaware entered a Liquidation and Injunction Order With Bar Date (“Liquidation Order”), which ordered the liquidation of IIC and terminated all insurance policies or contracts of insurance issued by IIC. The Liquidation Order further ordered that all claims against IIC must be filed with the Receiver before the close of business on January 16, 2015 and that all pending lawsuits involving IIC as the insurer are further stayed or abated until October 7, 2014. As a result, the Company and its subsidiaries no longer have insurance coverage under the liability policy with IIC. Currently, there are several civil lawsuits pending against the Company and its subsidiaries. The Company has retained counsel to defend against and evaluate these claims and lawsuits. We are funding 100% of the costs of litigation and will seek reimbursement from the bankruptcy receiver. The Company filed the appropriate claims against IIC with the Receiver before the January 16, 2015 deadline and has provided updates as requested; however, there are no assurances of any recovery from these claims. It is unknown at this time what effect this uncertainty will have on the Company. As previously stated, since October 25, 2013, the Company has obtained general liability coverage from other insurers, which have covered and/or will cover any claims arising from actions after that date. As of June 30, 2018, we have 3 remaining unresolved claims out of the original 71 claims.

General

The Company has been sued by a landlord in the 33rd Judicial District Court of Harris County, Texas for a Houston Bombshells which was under renovation in 2015. The plaintiff alleges RCI Hospitality Holdings, Inc.’s subsidiary, BMB Dining Services (Willowbrook), Inc., breached a lease agreement by constructing an outdoor patio, which allegedly interfered with the common areas of the shopping center, and by failing to provide the plaintiff with proposed plans before beginning construction. The plaintiff also asserts RCI Hospitality Holdings, Inc. is liable as guarantor of the lease. The lease was for a Bombshells restaurant to be opened in the Willowbrook Shopping Center in Houston, Texas. Both RCI Hospitality Holdings, Inc. and BMB Dining Services (Willowbrook), Inc. have denied liability and assert that the plaintiff has failed to mitigate its claimed damages. Further, BMB Dining Services (Willowbrook), Inc. asserts that the plaintiff affirmatively represented that the patio could be constructed under the lease and has filed counter claims and third-party claims against the plaintiff, the plaintiff’s manager, and the plaintiff’s broker asserting that they committed fraud and that the landlord breached the applicable agreements. It is unknown at this time whether the resolution of this uncertainty will have a material effect on the Company’s financial condition.

On June 23, 2014, Mark H. Dupray and Ashlee Dupray filed a lawsuit against Pedro Antonio Panameno and our subsidiary JAI Dining Services (Phoenix) Inc. (“JAI Phoenix”) in the Superior Court of Arizona for Maricopa County. The suit alleges that Mr. Panameno injured Mr. Dupray in a traffic accident after being served alcohol at an establishment operated by JAI Phoenix. The suit alleges JAI Phoenix is liable under theories of common law dram

shop negligence and dram shop negligence per se. After a jury trial proceeded to a verdict in favor of the plaintiffs against both defendants, in April 2017 the Court entered a judgment under which JAI Phoenix's share of compensatory damages is approximately \$1.4 million and its share of punitive damages is \$4 million. In May 2017, JAI Phoenix filed a motion for judgment as a matter of law or, in the alternative, motion for new trial. The Court denied this motion in August 2017. In September 2017, JAI Phoenix filed a notice of appeal. The hearing on the appeal was held in June 2018, and JAI Phoenix is now waiting on the decision. JAI Phoenix believes the lower Court's assessments of liability and damages are unsupported by the facts of the case and the law, and JAI Phoenix will continue to vigorously defend itself. RCI Hospitality Holdings, Inc. is not a party to the lawsuit. The Company estimates a possible loss in the range of \$0 to \$5.0 million in this matter.

The Company is currently undergoing sales tax audits for several states. At this stage of the sales tax audits, the Company cannot estimate the possible loss, if any, that may result from these examinations.

Settlements of lawsuits for the three and nine months ended June 30, 2018 total \$474,000 and \$1.3 million, respectively, and for the three and nine months ended June 30, 2017 total \$222,000 and \$303,000, respectively. As of June 30, 2018 and September 30, 2017, the Company has accrued \$937,000 and \$295,000 in accrued liabilities, respectively, related to settlement of lawsuits.

**RCI HOSPITALITY HOLDINGS, INC.****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS****(Unaudited)****9. Segment Information**

The Company owns and operates adult nightclubs and Bombshells Restaurants and Bars. The Company has identified such reportable segments based on management responsibility and the nature of the Company's products, services and costs. There are no major distinctions in geographical areas served as all operations are in the United States. The Company measures segment profit (loss) as income (loss) from operations. Segment assets are those assets controlled by each reportable segment. The Other category below includes our media divisions and rental income that are not significant to the consolidated financial statements.

Below is the financial information related to the Company's segments (in thousands):

	For the Three Months Ended June 30,		For the Nine Months Ended June 30,	
	2018	2017	2018	2017
Revenues				
Nightclubs	\$35,253	\$32,575	\$105,914	\$91,824
Bombshells	7,120	4,611	18,550	13,281
Other	261	243	608	581
	\$42,634	\$37,429	\$125,072	\$105,686
Income (loss) from operations				
Nightclubs	\$12,584	\$10,579	\$37,835	\$30,293
Bombshells	1,391	692	3,247	2,131
Other	(328 )	(130 )	(547 )	(693 )
General corporate	(4,155 )	(3,258 )	(13,672 )	(10,028 )
	\$9,492	\$7,883	\$26,863	\$21,703
Depreciation and amortization				
Nightclubs	\$1,381	\$1,344	\$4,050	\$3,811
Bombshells	322	202	999	643
Other	103	5	76	14
General corporate	192	159	681	468
	\$1,998	\$1,710	\$5,806	\$4,936



Capital expenditures				
Nightclubs	\$253	\$1,199	\$1,550	\$2,539
Bombshells	9,125	1,164	16,625	3,882
Other	29	-	33	11
General corporate	409	1,005	619	2,616
	\$9,816	\$3,368	\$18,827	\$9,048

**RCI HOSPITALITY HOLDINGS, INC.****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS****(Unaudited)**

	June 30, 2018	September 30, 2017
Total assets		
Nightclubs	\$258,885	\$ 254,432
Bombshells	32,893	18,870
Other	2,316	780
General corporate	26,169	25,802
	\$320,263	\$ 299,884

General corporate expenses include corporate salaries, health insurance and social security taxes for officers, legal, accounting and information technology employees, corporate taxes and insurance, legal and accounting fees, depreciation and other corporate costs such as automobile and travel costs. Management considers these to be non-allocable costs for segment purposes.

**10. Noncontrolling Interests**

Noncontrolling interests represent the portion of equity in a consolidated entity held by owners other than the consolidating parent. Noncontrolling interests are reported in the consolidated balance sheets within equity, separately from stockholders' equity. Revenue, expenses and net income attributable to both the Company and the noncontrolling interests are reported in the consolidated statements of income.

Our consolidated financial statements include noncontrolling interests related principally to the Company's ownership of 51% of an entity which owns the real estate for the Company's nightclub in Philadelphia.

**11. Related Party Transactions**

Presently, our Chairman and President, Eric Langan, personally guarantees all of the commercial bank indebtedness of the Company. Mr. Langan receives no compensation or other direct financial benefit for any of the guarantees.

## 12. Acquisitions and Dispositions

At September 30, 2017 and December 31, 2017, the Company held a \$2.0 million note receivable related to the Drink Robust, Inc. (“Drink Robust”) disposition that occurred in September 2016. The note required interest-only monthly payments at a per annum rate of 4% beginning January of 2017 and principal and interest payments due monthly commencing in January 2018 and ending December 2032. Interest payments from January 2017 through December 2017 were made in the form of shares of the common stock of a manufacturing company. Cash was received for the January 2018 principal and interest payment; however, in April of 2018, the Company was informed that the note holder did not intend to make any future principal or interest payments due on the note. The Company had recourse to the personal assets of the note holder in the amount of \$500,000 and entered into negotiations for settlement of the note in April of 2018. On April 26, 2018, the Company forgave the \$500,000 guaranteed portion of the note for 750,000 shares of common stock of the manufacturing company. Additionally, as part of the settlement, the Company acquired 78.5% of the remaining 80% ownership interest in Drink Robust, bringing its ownership interest to 98.5% with the payment of an outstanding liability to the Drink Robust distributor of \$250,000. As a result of the payment, Drink Robust also obtained a three-year exclusive right of distribution for the Robust Energy Drinks in the United States. The Company has made a preliminary estimate of the fair value of the shares of the manufacturing company and the interest acquired in Drink Robust. The preliminary estimate totals \$450,000, which is net of the consideration of \$250,000 owed to the Drink Robust distributor. As a result of the transaction, the Company impaired \$1.55 million of the note receivable during the three months ended March 31, 2018, with a remaining balance of \$450,000 recorded within long-term assets at June 30, 2018. The Company accounted for the acquisition in the third quarter of 2018, when the transaction was executed and expects to finalize its estimate of the fair value of the shares acquired in the transaction, as well as its accounting for such ownership, no later than the fourth quarter of 2018.

**RCI HOSPITALITY HOLDINGS, INC.**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**(Unaudited)**

On May 25, 2018, the Company acquired a club in Kappa, Illinois for \$1.5 million, financed by a \$1.0 million seller note with interest at 8%. See Note 4. The transaction provides for the purchase of the real estate for \$1.32 million and other non-real estate business assets for \$180,000.

**13. Asset Held for Sale**

During the quarter ended June 30, 2018, the Company decided to offer for sale a real estate property in Dallas, Texas. A recently closed club owned by a subsidiary of the Company used to operate on the property. The estimated fair value of the property less cost to sell was approximately \$2.0 million, which is comprised of land and building reported as Nightclubs segment assets, and reclassified to assets held for sale in the Company's consolidated balance sheet as of June 30, 2018. The Company determined fair value based on an estimation of net realizable value and/or recent transactions or quoted prices in similar markets. The Company expects the property to be sold within 12 months by a real estate broker which the Company contracted.

## **Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations.**

The following discussion should be read in conjunction with our consolidated financial statements and related notes thereto included in this quarterly report, and the audited consolidated financial statements and related notes included in our Annual Report on Form 10-K for the year ended September 30, 2017.

### *Overview*

RCI Hospitality Holdings, Inc. (“RCIHH”) is a holding company engaged in a number of activities in the hospitality and related businesses. All services and management operations are conducted by subsidiaries of RCIHH, including RCI Management Services, Inc.

Through our subsidiaries, as of June 30, 2018, we operated a total of 43 establishments that offer live adult entertainment, and/or restaurant and bar operations. We also operated a leading business communications company serving the multi-billion-dollar adult nightclubs industry. We have two principal reportable segments: Nightclubs and Bombshells. We combine other operating segments into “Other.” In the context of club and restaurant/sports bar operations, the terms the “Company,” “we,” “our,” “us” and similar terms used in this report refer to subsidiaries of RCIHH. RCIHH was incorporated in the State of Texas in 1994. Our corporate offices are located in Houston, Texas.

### *Critical Accounting Policies and Estimates*

The preparation of the unaudited consolidated financial statements requires our management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities. On a regular basis, we evaluate these estimates, including investment impairment. These estimates are based on management’s historical industry experience and on various other assumptions that are believed to be reasonable under the circumstances. Actual results may differ from these estimates.

For a description of the accounting policies that, in management’s opinion, involve the most significant application of judgment or involve complex estimation and which could, if different judgment or estimates were made, materially affect our reported financial position, results of operations, or cash flows, see “Management’s Discussion and Analysis of Financial Condition and Results of Operations – Critical Accounting Policies and Estimates” in our Annual Report on Form 10-K for the fiscal year ended September 30, 2017 filed with the SEC on February 14, 2018.

During the three and nine months ended June 30, 2018, there were no significant changes in our accounting policies and estimates.

**Results of Operations**Three Months Ended June 30, 2018 Compared to Three Months Ended June 30, 2017

The following table summarizes our results of operations for the three months ended June 30, 2018 and 2017 (dollars in thousands):

	For the Three Months Ended				Increase (Decrease)	
	June 30, 2018		June 30, 2017		Amount	%
	Amount	% of Revenues	Amount	% of Revenues		
Revenues						
Sales of alcoholic beverages	\$17,658	41.4	% \$15,475	41.3	% \$2,183	14.1 %
Sales of food and merchandise	6,175	14.5	% 4,641	12.4	% 1,534	33.1 %
Service revenues	16,316	38.3	% 15,350	41.0	% 966	6.3 %
Other	2,485	5.8	% 1,963	5.2	% 522	26.6 %
Total revenues	42,634	100.0	% 37,429	100.0	% 5,205	13.9 %
Operating expenses						
Cost of goods sold						
Alcoholic beverages sold	3,632	20.6	% 3,255	21.0	% 377	11.6 %
Food and merchandise sold	2,140	34.7	% 1,952	42.1	% 188	9.6 %
Service and other	94	0.5	% 62	0.4	% 32	51.6 %
Cost of goods sold (exclusive of items shown separately below)	5,866	13.8	% 5,269	14.1	% 597	11.3 %
Salaries and wages	11,362	26.7	% 9,902	26.5	% 1,460	14.7 %
Selling, general and administrative	13,476	31.6	% 11,767	31.4	% 1,709	14.5 %
Depreciation and amortization	1,998	4.7	% 1,710	4.6	% 288	16.8 %
Other charges, net	440	1.0	% 898	2.4	% (458 )	-51.0%
Total operating expenses	33,142	77.7	% 29,546	78.9	% 3,596	12.2 %
Income from operations	9,492	22.3	% 7,883	21.1	% 1,609	20.4 %
Other income (expenses)						
Interest expense	(2,308 )	-5.4	% (2,205 )	-5.9	% 103	4.7 %
Interest income	52	0.1	% 61	0.2	% (9 )	-14.8%
Income before income taxes	7,236	17.0	% 5,739	15.3	% 1,497	26.1 %
Income tax expense	1,829	4.3	% 1,889	5.0	% (60 )	-3.2 %
Net income	\$5,407	12.7	% \$3,850	10.3	% \$1,557	40.4 %

\* Percentages may not foot due to rounding. Percentage of revenue for individual cost of goods sold items pertains to their respective revenue line.





*Revenues*

Consolidated revenues increased by \$5.2 million, or 13.9%, due primarily to a 11.8% increase from new units; 5.0% increase in same-store sales (contributing a 4.7% increase in total revenues); and a 2.6% decrease from closed units. Nightclub and Bombshells same-store sales increased by 5.1% and 4.1%, respectively, during the quarter. The same store-sales increase for our Nightclubs segment can be attributed in part to the economy performing well during the quarter, which included the Texas oil patch. Last year's acquisitions of Scarlett's Cabaret in St. Louis and Miami have transitioned to the same-store sales base during mid-quarter. Our six Bombshells took in increased traffic created by the Houston Rockets getting into the NBA Western Conference Finals and the Houston Astros' start of the baseball season.

We acquired a club in Kappa, Illinois, and decided to close a club in Philadelphia due to underperformance.

Segment contribution to total revenues was as follows (in thousands):

	For the Three Months Ended June 30,	
	2018	2017
Nightclubs	\$35,253	\$32,575
Bombshells	7,120	4,611
Other	261	243
	\$42,634	\$37,429

*Operating Expenses*

Total operating expenses, as a percent of revenues, decreased to 77.7% from 78.9% from year-ago with a dollar value increase of \$3.6 million, or 12.2%. Contributors to the changes in operating expenses are explained below.

Cost of goods sold increased by \$597,000, or 11.3%, primarily due to an increase in sales. As a percent of total revenues, cost of goods sold decreased to 13.8% from 14.1% mainly due to the increased use of a national foodservice distributor, giving us better pricing, and stricter implementation of inventory monitoring processes, partially offset by inefficiencies from newly opened clubs and restaurants.

Salaries and wages increased by \$1.5 million, or 14.7% from mostly newly acquired and opened units. As a percent of total revenues, salaries and wages increased slightly to 26.7% from 26.5%.

Selling, general and administrative expenses increased by \$1.7 million, or 14.5%, primarily due to increases in taxes and permits, insurance, advertising and marketing, accounting and professional fees, and legal expenses. Taxes and permits increased primarily due to higher sales and liquor taxes brought about by higher sales. Insurance expense increased mainly due to higher general liability insurance from increased historical claims. The increase in advertising and marketing is directly related to the increase in sales. Accounting and professional fees increased mainly due to the consulting firm we hired to evaluate and design our internal controls. Legal expenses increased due to increased litigation activity and settlements. As a percent of total revenues, selling, general and administrative expenses slightly increased to 31.6% from 31.4% mainly due to the reasons cited above, partially offset by sales leverage on fixed expenses.

Depreciation and amortization increased by \$288,000, or 16.8% due to higher depreciable asset base mainly from the opening of two Bombshells locations and newly acquired clubs.

Other charges, net decreased by \$458,000 due to the impairment during last year's third quarter, partially offset by a higher loss on disposal of assets in the current quarter and higher settlement of lawsuits.

*Income from Operations*

For the three months ended June 30, 2018 and 2017, our operating margin was 22.3% and 21.1%, respectively. The main drivers are detailed in the discussion above.

Segment contribution to income from operations is presented in the table below (in thousands):

	For the Three Months Ended June 30,	
	2018	2017
Nightclubs	\$12,584	\$10,579
Bombshells	1,391	692
Other	(328 )	(130 )
General corporate	(4,155 )	(3,258 )
	\$9,492	\$7,883

Operating margin for the Nightclubs segment was 35.7% and 32.5% for the three months ended June 30, 2018 and 2017, respectively, while operating margin for Bombshells was 19.5% and 15.0%, respectively. Excluding the impact of lawsuit settlements (\$474,000) and gain on disposal of assets (\$89,000), non-GAAP operating margin for the Nightclubs segment would have been 36.8% and 35.3% for the three months ended June 30, 2018 and 2017, respectively. There were no non-GAAP operating income adjustments for Bombshells for the three months ended June 30, 2018 and 2017.

*Non-Operating Items*

Interest expense increased to \$2.3 million from \$2.2 million due to higher average debt balance in the current quarter over the comparable prior year quarter, partially offset by the lower weighted average interest rate.

Our total occupancy costs, defined as the sum of rent expense and interest expense, were 7.6% and 8.2% of revenue during the quarter ended June 30, 2018 and 2017, respectively.

*Income Taxes*

Income tax expense was \$1.8 million and \$1.9 million for the three months ended June 30, 2018 and 2017, respectively. The effective income tax rate for the respective periods was 25.3% and 32.9%. Our effective tax rate was affected by state taxes, permanent differences, and tax credits, including the FICA tip credit, for both years while the current quarter has a lower tax rate as affected by the Tax Cuts and Jobs Act (the “Tax Act”).

On December 22, 2017, the Tax Act was enacted into law, which provides for significant changes to the U.S. Internal Revenue Code of 1986, as amended, such as a reduction in the statutory federal corporate tax rate from 35% to 21% effective from January 1, 2018 forward and changes or limitations to certain tax deductions. The Company has a fiscal year end of September 30, so the change to the statutory corporate tax rate results in a blended federal statutory tax rate of 24.5% for its fiscal year 2018. The Company estimates that its annual effective tax rate for fiscal 2018 (blended rate year) will be approximately 26.5%.

Nine Months Ended June 30, 2018 Compared to Nine Months Ended June 30, 2017

The following table summarizes our results of operations for the nine months ended June 30, 2018 and 2017 (dollars in thousands):

	For the Nine Months Ended						Increase (Decrease)	
	June 30, 2018		June 30, 2017		Amount		%	
	Amount	% of Revenues	Amount	% of Revenues	Amount	%		
Revenues								
Sales of alcoholic beverages	\$52,835	42.2 %	\$44,085	41.7 %	\$8,750	19.8 %		
Sales of food and merchandise	16,906	13.5 %	13,201	12.5 %	3,705	28.1 %		
Service revenues	48,338	38.6 %	42,995	40.7 %	5,343	12.4 %		
Other	6,993	5.6 %	5,405	5.1 %	1,588	29.4 %		
Total revenues	125,072	100.0 %	105,686	100.0 %	19,386	18.3 %		
Operating expenses								
Cost of goods sold								
Alcoholic beverages sold	10,976	20.8 %	9,603	21.8 %	1,373	14.3 %		
Food and merchandise sold	6,198	36.7 %	5,356	40.6 %	842	15.7 %		
Service and other	173	0.3 %	159	0.3 %	14	8.8 %		
Cost of goods sold (exclusive of items shown separately below)	17,347	13.9 %	15,118	14.3 %	2,229	14.7 %		
Salaries and wages	33,086	26.5 %	29,271	27.7 %	3,815	13.0 %		
Selling, general and administrative	39,136	31.3 %	33,569	31.8 %	5,567	16.6 %		
Depreciation and amortization	5,806	4.6 %	4,936	4.7 %	870	17.6 %		
Other charges, net	2,834	2.3 %	1,089	1.0 %	1,745	160.2 %		
Total operating expenses	98,209	78.5 %	83,983	79.5 %	14,226	16.9 %		
Income from operations	26,863	21.5 %	21,703	20.5 %	5,160	23.8 %		
Other income (expenses)								
Interest expense	(7,493 )	-6.0 %	(6,132 )	-5.8 %	1,361	22.2 %		
Interest income	187	0.1 %	187	0.2 %	-	0.0 %		
Income before income taxes	19,557	15.6 %	15,758	14.9 %	3,799	24.1 %		
Income tax expense (benefit)	(4,899 )	-3.9 %	5,247	5.0 %	(10,146)	-193.4 %		
Net income	\$24,456	19.6 %	\$10,511	9.9 %	\$13,945	132.7 %		

\* Percentages may not foot due to rounding. Percentage of revenue for individual cost of goods sold items pertains to their respective revenue line.

*Revenues*

Consolidated revenues increased by \$19.4 million, or 18.3%, due primarily to a 14.4% increase from new units, 5.5% increase in same-store sales (contributing a 5.3% increase in total revenues), and a 1.4% decrease from closed units and other. New unit sales contribution mainly came from Scarlett's St. Louis and Miami, which partly became part of the same-store sale base in the third quarter of 2018, and Bombshells 290 and Bombshells Pearland. Nightclub and Bombshells same-store sales increased by 5.7% and 4.1%, respectively, due to increased customer traffic caused by a generally positive macroeconomic environment, with the help of the strong showing of Texas-based sports teams such as the Houston Rockets and the Houston Astros.

Segment contribution to total revenues was as follows (in thousands):

	For the Nine Months Ended June 30,	
	2018	2017
Nightclubs	\$105,914	\$91,824
Bombshells	18,550	13,281
Other	608	581
	\$125,072	\$105,686

*Operating Expenses*

Total operating expenses, as a percent of revenues, decreased from year to year at 78.5% this year and 79.5% last year. Dollar value increased by \$14.2 million, or 16.9%. Contributors to the changes in operating expenses are explained below.

Cost of goods sold increased by \$2.2 million, or 14.7%, primarily due to the increase in sales. As a percent of total revenues, cost of goods sold decreased to 13.9% from 14.3% mainly due to the increased use of a national foodservice distributor, giving us better pricing, and stricter implementation of inventory monitoring processes, partially offset by inefficiencies from newly opened clubs and restaurants.

Salaries and wages increased by \$3.8 million, or 13.0% mainly due to labor from newly acquired and opened units. As a percent of total revenues, salaries and wages decreased to 26.5% from 27.7% primarily due to leverage on higher sales.

Selling, general and administrative expenses increased by \$5.6 million, or 16.6%, primarily due to increases in insurance, advertising and marketing, accounting and professional fees, rent, and taxes and permits. Insurance expense increased mainly due to higher general liability insurance from increased historical claims. Advertising and marketing and charge card fees are directly related to the increase in sales. The increase in accounting and professional fees was mainly caused by the consulting firm we hired to evaluate and design our internal controls. Rent increased due to the opening of a new Bombshells. Taxes and permits increased primarily due to higher sales and liquor taxes brought about by higher sales and property taxes catch-up accruals. As a percent of total revenues, selling, general and administrative expenses slightly decreased to 31.3% from 31.8% mainly due sales leverage.

Depreciation and amortization increased by \$870,000, or 17.6% due to higher depreciable asset base mainly from the opening of two Bombshells locations and newly acquired clubs.

Other charges, net increased by \$1.7 million mainly due to higher impairment of assets, lawsuit settlements and loss on disposal of assets this year compared to last year.

*Income from Operations*

For the nine months ended June 30, 2018 and 2017, our operating margin was 21.5% and 20.5%, respectively.

Segment contribution to income from operations is presented in the table below (in thousands):

	For the Nine Months Ended June 30,	
	2018	2017
Nightclubs	\$37,835	\$30,293
Bombshells	3,247	2,131
Other	(547 )	(693 )
General corporate	(13,672)	(10,028)
	\$26,863	\$21,703

Operating margin for the Nightclubs segment was 35.7% and 33.0% for the nine months ended June 30, 2018 and 2017, respectively, while operating margin for Bombshells was 17.5% and 16.0%, respectively. The increase in Nightclubs operating margin was mainly due to the favorable leverage caused by fixed expenses on increasing sales and the contribution of newly acquired and opened units. The increase in Bombshells operating margin was primarily due to margin efficiencies of units in the same-stores sales base. Excluding the impact of lawsuit settlements (\$1.1 million) and gain on disposal of assets (\$588,000), non-GAAP operating margin for the Nightclubs segment would have been 36.2% and 34.1% for the nine months ended June 30, 2018 and 2017, respectively. For Bombshells, excluding the impact of lawsuit settlements (\$200,000) in the current year and loss on sale of assets in the prior year, non-GAAP operating margin would have been 18.6% and 16.2% for the nine months ended June 30, 2018 and 2017, respectively.

*Non-Operating Items*

Interest expense increased to \$7.5 million from \$6.1 million due to the write-off of debt issuance costs and prepayment penalties related to our debt refinancing (see Note 4 to our condensed consolidated financial statements) amounting to \$827,000 and higher average debt balance year over year, partially offset by a lower weighted average interest rate.



Our total occupancy costs, defined as the sum of rent expense and interest expense, exclusive of refinancing-related costs above, were 7.6% and 8.0% of revenue during the nine months ended June 30, 2018 and 2017, respectively.

*Income Taxes*

Income taxes were a benefit of \$4.9 million and an expense of \$5.2 million for the nine months ended June 30, 2018 and 2017, respectively. The effective income tax rate for the respective periods was a benefit of 25.0% and an expense of 33.3%. Our effective tax rate is affected by state taxes, permanent differences, and tax credits, including the FICA tip credit, for both years while the current year was significantly impacted by a \$9.7 million reduction of our deferred tax liability caused by newly enacted Tax Act.

On December 22, 2017, the Tax Act was enacted into law, which provides for significant changes to the U.S. Internal Revenue Code of 1986, as amended, such as a reduction in the statutory federal corporate tax rate from 35% to 21% effective from January 1, 2018 forward and changes or limitations to certain tax deductions. The Company has a fiscal year end of September 30, so the change to the statutory corporate tax rate results in a blended federal statutory tax rate of 24.5% for its fiscal year 2018. The financial statements for the first fiscal quarter 2018 were also impacted by a one-time revaluation of the Company's deferred tax assets and liabilities and this was recognized as a discrete income tax benefit in the period. The Company estimates that its annual effective tax rate for fiscal 2018 (blended rate year) will be approximately 26.5%. The effective tax rate for the current year-to-date period was lower than the new 2018 statutory rate due to discrete tax benefits of \$9.7 million recognized related to the revaluation of deferred tax assets and liabilities expected to be utilized in 2018.

### *Non-GAAP Financial Measures*

In addition to our financial information presented in accordance with GAAP, management uses certain non-GAAP financial measures, within the meaning of the SEC Regulation G, to clarify and enhance understanding of past performance and prospects for the future. Generally, a non-GAAP financial measure is a numerical measure of a company's operating performance, financial position or cash flows that excludes or includes amounts that are included in or excluded from the most directly comparable measure calculated and presented in accordance with GAAP. We monitor non-GAAP financial measures because it describes the operating performance of the Company and helps management and investors gauge our ability to generate cash flow, excluding items that management believes are not representative of the ongoing business operations of the Company, but are included in the most directly comparable measures calculated and presented in accordance with GAAP. Relative to each of the non-GAAP financial measures, we further set forth our rationale as follows:

*Non-GAAP Operating Income and Non-GAAP Operating Margin.* We exclude from non-GAAP operating income and non-GAAP operating margin amortization of intangibles, impairment of assets, gains or losses on sale of assets, gain on insurance, and settlement of lawsuits. We believe that excluding these items assists investors in evaluating period-over-period changes in our operating income and operating margin without the impact of items that are not a result of our day-to-day business and operations.

*Non-GAAP Net Income and Non-GAAP Net Income per Diluted Share.* We exclude from non-GAAP net income and non-GAAP net income per diluted share amortization of intangibles, impairment of assets, costs and charges related to debt refinancing, income tax expense (benefit), gains or losses on sale of assets, gain on insurance, and settlement of lawsuits, and include the non-GAAP provision for current and deferred income taxes, calculated at 26.5% and 33% effective tax rate of the pre-tax non-GAAP income before taxes for the three and nine months ended June 30, 2018 and 2017, respectively, because we believe that excluding and including such items help management and investors better understand our operating activities.

*Adjusted EBITDA.* We exclude from adjusted EBITDA depreciation expense, amortization of intangibles, income tax expense (benefit), net interest expense, impairment of assets, gains or losses on sale of assets, gain on insurance, and settlement of lawsuits because we believe that adjusting for such items helps management and investors better understand operating activities. Adjusted EBITDA provides a core operational performance measurement that compares results without the need to adjust for federal, state and local taxes which have considerable variation between domestic jurisdictions. The results are, therefore, without consideration of financing alternatives of capital employed. We use adjusted EBITDA as one guideline to assess our unleveraged performance return on our investments. Adjusted EBITDA is also the target benchmark for our acquisitions of nightclubs.

We also use certain non-GAAP cash flow measures such as free cash flow. See "Liquidity and Capital Resources" section for further discussion.



The following tables present our non-GAAP performance measures for the three and nine months ended June 30, 2018 and 2017 (in thousands, except per share amounts and percentages):

	For the Three Months Ended June 30,		For the Nine Months Ended June 30,	
	2018	2017	2018	2017
<b>Reconciliation of GAAP net income to Adjusted EBITDA</b>				
Net income attributable to RCIHH common shareholders	\$5,389	\$3,841	\$24,385	\$10,498
Income tax expense (benefit)	1,829	1,889	(4,899 )	5,247
Interest expense, net	2,256	2,144	7,306	5,945
Settlement of lawsuits	474	222	1,274	303
Impairment of assets	-	1,411	1,550	1,411
Gain on settlement of patron tax	-	-	-	(102 )
Gain on insurance	-	-	(20 )	-
Loss (gain) on sale of assets	(34 )	(735 )	30	(523 )
Depreciation and amortization	1,998	1,710	5,806	4,936
Adjusted EBITDA	\$11,912	\$10,482	\$35,432	\$27,715

#### **Reconciliation of GAAP net income to**

##### **non-GAAP net income**

Net income attributable to RCIHH common shareholders	\$5,389	\$3,841	\$24,385	\$10,498
Amortization of intangibles	65	64	161	150
Costs and charges related to debt refinancing	-	-	827	-
Settlement of lawsuits	474	222	1,274	303
Impairment of assets	-	1,411	1,550	1,411
Gain on settlement of patron tax	-	-	-	(102 )
Gain on insurance	-	-	(20 )	-
Income tax expense (benefit)	1,829	1,889	(4,899 )	5,247
Loss (gain) on sale of assets	(34 )	(735 )	30	(523 )
Non-GAAP income tax benefit (expense)				
Current	3,484	(2,209 )	4,047	(5,605 )
Deferred	(5,531 )	-	(10,224)	-
Non-GAAP net income	\$5,676	\$4,483	\$17,131	\$11,379

#### **Reconciliation of GAAP diluted earnings per**

##### **share to non-GAAP diluted earnings per share**

Fully diluted shares	9,719	9,719	9,719	9,751
Diluted EPS attributable to RCIHH common shareholders	\$0.55	\$0.40	\$2.51	\$1.08
Amortization of intangibles	0.01	0.01	0.02	0.02
Costs and charges related to debt refinancing	-	-	0.09	-
Settlement of lawsuits	0.05	0.02	0.13	0.03
Impairment of assets	-	0.15	0.16	0.14
Gain on settlement of patron tax	-	-	-	(0.01 )

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Gain on insurance	-	-	(0.00 )	-
Income tax expense (benefit)	0.19	0.19	(0.50 )	0.54
Loss (gain) on sale of assets	(0.00 )	(0.08 )	0.00	(0.05 )
Non-GAAP income tax benefit (expense)				
Current	0.36	(0.23 )	0.42	(0.57 )
Deferred	(0.57 )	-	(1.06 )	-
Non-GAAP diluted EPS	\$0.58	\$0.47	\$1.76	\$1.17

**Reconciliation of GAAP operating income to**

**non-GAAP operating income**

Income from operations	\$9,492	\$7,883	\$26,863	\$21,703
Amortization of intangibles	65	64	161	150
Settlement of lawsuits	474	222	1,274	303
Impairment of assets	-	1,411	1,550	1,411
Gain on settlement of patron tax	-	-	-	(102 )
Gain on insurance	-	-	(20 )	-
Loss (gain) on sale of assets	(34 )	(735 )	30	(523 )
Non-GAAP operating income	\$9,997	\$8,845	\$29,858	\$22,942

**Reconciliation of GAAP operating margin to**

**non-GAAP operating margin**

GAAP operating margin	22.3 %	21.1 %	21.5 %	20.5 %
Amortization of intangibles	0.2 %	0.2 %	0.1 %	0.1 %
Settlement of lawsuits	1.1 %	0.6 %	1.0 %	0.3 %
Impairment of assets	-	3.8 %	1.2 %	1.3 %
Gain on settlement of patron tax	-	-	-	-0.1 %
Gain on insurance	-	-	-0.0 %	-
Loss (gain) on sale of assets	-0.1 %	-2.0 %	0.0 %	-0.5 %
Non-GAAP operating margin	23.4 %	23.6 %	23.9 %	21.7 %

\* Per share amounts and percentages may not foot due to rounding.

The adjustments to reconcile net income attributable to RCIHH common shareholders to non-GAAP net income exclude the impact of adjustments related to noncontrolling interests, which is immaterial. In the calculation of non-GAAP diluted net income per share, we take into consideration the adjustment to net income from the assumed conversion of debentures (see Note 6 to the condensed consolidated financial statements).

***Liquidity and Capital Resources***

At June 30, 2018, our cash and cash equivalents were \$13.2 million compared to \$9.9 million at September 30, 2017. Because of the large volume of cash we handle, we have very stringent cash controls. As of June 30, 2018, we had negative working capital of \$1.6 million compared to negative working capital of \$10.6 million as of September 30, 2017, both figures excluding assets held for sale of \$7.6 million as of June 30, 2018 and \$5.8 million as of September 30, 2017. We believe our ability to generate cash from operating activities is one of our fundamental financial strengths. Our net cash provided by operating activities increased to \$22.4 million during the nine months ended June 30, 2018 from \$17.9 million during the nine months ended June 30, 2017. The near-term outlook for our business remains strong, and we expect to generate substantial cash flows from operations for the remainder of fiscal 2018. As a result of our expected cash flows from operations, we have significant flexibility to meet our financial commitments.

We have not recently raised capital through the issuance of equity securities. Instead, we use debt financing to lower our overall cost of capital and increase our return on stockholders' equity. We have a history of borrowing funds in private transactions and from sellers in acquisition transactions, and recently have secured a significant refinancing of several of our notes payable. We continue to have the ability to borrow funds at reasonable interest rates in that manner. We also have historically utilized these cash flows to invest in property and equipment, adult nightclubs and restaurants/sports bars.

The following table presents a summary of our cash flows from operating, investing, and financing activities (in thousands):

	<b>For the Nine Months</b>	
	<b>Ended June 30,</b>	
	2018	2017
Operating activities	\$22,411	\$17,897
Investing activities	(18,564)	(16,352)
Financing activities	(598 )	(2,055 )
Net increase (decrease) in cash and cash equivalents	\$3,249	\$(510 )

**Cash Flows from Operating Activities**

Following are our summarized cash flows from operating activities (in thousands):

**For the Nine  
Months**

	<b>Ended June 30,</b>	
	2018	2017
Net income	\$24,456	\$10,511
Depreciation and amortization	5,806	4,936
Deferred tax benefit	(9,659 )	-
Impairment of assets	1,550	1,411
Debt prepayment penalty	543	75
Net change in operating assets and liabilities	(1,028 )	1,442
Other	743	(478 )
Net cash provided by operating activities	\$22,411	\$17,897

Net cash provided by operating activities increased from year-to-year due primarily to the increase in income from operations, partially offset by higher payments for income taxes and interest expense, which included debt prepayment penalty, and an unfavorable net change in operating assets and liabilities.



Cash Flows from Investing Activities

Following are our cash flows from investing activities (in thousands):

	<b>For the Nine Months</b>	
	<b>Ended June 30,</b>	
	2018	2017
Additions to property and equipment	\$(18,827)	\$(9,048 )
Acquisition of businesses, net of cash acquired	(484 )	(9,527 )
Proceeds from sale of assets	629	2,145
Proceeds from insurance	20	-
Proceeds from notes receivable	98	78
Net cash used in investing activities	\$(18,564)	\$(16,352)

Following is a breakdown of our additions to property and equipment for the nine months ended June 30, 2018 and 2017 (in thousands):

	<b>For the Nine Months</b>	
	<b>Ended June 30,</b>	
	2018	2017
New facilities capital expenditures	\$16,980	\$7,743
Maintenance capital expenditures	1,847	1,305
Total capital expenditures	\$18,827	\$9,048

Capital expenditures during the nine months ended June 30, 2018 were composed primarily of construction and development costs for one new location and real estate for three future Bombshells locations, while capital expenditures during the nine months ended June 30, 2017 were composed primarily of construction and development costs for four new locations and our new corporate office. Variances in construction capital expenditures are primarily due to the number and timing of new, remodeled, or reconcepted locations under construction.

Cash Flows from Financing Activities

Following are our cash flows from financing activities (in thousands):

	<b>For the Nine Months</b>	
	<b>Ended June 30,</b>	
	2018	2017
Proceeds from long-term debt	\$72,387	\$11,120
Payments on long-term debt	(70,444)	(10,839)
Debt prepayment penalty	(543 )	(75 )
Purchase of treasury stock	-	(1,099 )
Payment of loan origination costs	(960 )	(123 )
Payment of dividends	(876 )	(877 )
Distribution to noncontrolling interests	(162 )	(162 )
Net cash used in financing activities	\$(598 )	\$(2,055 )

We purchased 89,685 treasury shares at an average price of \$12.25 per share during the nine months ended June 30, 2017. No share repurchases were made during the nine months ended June 30, 2018. We paid quarterly dividends of \$0.03 per share during the nine months ended June 30, 2018 and 2017.

On December 14, 2017, we refinanced several of our notes payable with a local bank. Refer to Note 4 to our condensed consolidated financial statements for details of the refinancing.

In February 2018, we borrowed \$3.0 million from a bank for the purchase of land worth \$4.0 million, and refinanced one of our bank notes with a construction loan amounting to \$4.7 million.

In April 2018, the Company acquired certain land for future development of a Bombshells in Houston, Texas for \$5.5 million, financed with a bank note for \$4.0 million.

In May 2018, the Company amended its short-term note payable, with an original principal amount of \$5.0 million, related to the Scarlett's acquisition. The amendment extends the maturity date of the note, with a remaining balance of \$3.0 million as of the amendment date, from May 8, 2018 to May 8, 2019, and increases its interest rate from 5.0% to 8.0% for the remaining term of the note.

Also in May 2018, the Company acquired a club in Kappa, Illinois for \$1.5 million, financed by a \$1.0 million seller note with interest at 8%.

See Note 4 to our condensed consolidated financial statements for details of the above transactions.

### Free Cash Flow

Management also uses certain non-GAAP cash flow measures such as free cash flow. Free cash flow is derived from net cash provided by operating activities less maintenance capital expenditures. We use free cash flow as the baseline for the implementation of our capital allocation strategy.

	For the Nine Months Ended June 30,	
	2018	2017
Net cash provided by operating activities	\$22,411	\$17,897
Less: Maintenance capital expenditures	1,847	1,305
Free cash flow	\$20,564	\$16,592

Other than the debt refinancing and other notes payable financing described above, we are not aware of any event or trend that would potentially significantly affect liquidity. In the event such a trend develops, we believe our working capital and capital expenditure requirements will be adequately met by cash flows from operations. In our opinion,

working capital is not a true indicator of our financial status. Typically, businesses in our industry carry current liabilities in excess of current assets because businesses in our industry receive substantially immediate payment for sales, with nominal receivables, while inventories and other current liabilities normally carry longer payment terms. Vendors and purveyors often remain flexible with payment terms, providing businesses in our industry with opportunities to adjust to short-term business down turns. We consider the primary indicators of financial status to be the long-term trend of revenue growth, the mix of sales revenues, overall cash flow, profitability from operations, and the level of long-term debt.

The following table presents a summary of such indicators for the nine months ended June 30:

	2018	Increase (Decrease)	2017	Increase (Decrease)	2016
Sales of alcoholic beverages	\$52,835	19.8	% \$44,085	1.3	% \$43,511
Sales of food and merchandise	16,906	28.1	% 13,201	-2.6	% 13,557
Service revenues	48,338	12.4	% 42,995	11.3	% 38,626
Other	6,993	29.4	% 5,405	-11.8	% 6,129
Total revenues	125,072	18.3	% 105,686	3.8	% 101,823
Net cash provided by operating activities	\$22,411	25.2	% \$17,897	-3.2	% \$18,498
Adjusted EBITDA	\$35,432	27.8	% \$27,715	5.3	% \$26,314
Long-term debt	\$131,255	4.8	% \$125,268	24.1	% \$100,949

\* See definition of Adjusted EBITDA above under the Non-GAAP Financial Measures subsection of Results of Operations.

### Share Repurchase

We purchased 89,685 shares of our stock at an average price of \$12.25 per share during the nine months ended June 30, 2017. No share repurchases were made during the nine months ended June 30, 2018. As of June 30, 2018, we have \$3.1 million remaining to purchase additional shares under our share repurchase program.

### Other Liquidity and Capital Resources

We have not established financing other than the notes payable, including the New Loan discussed in Note 4 to the consolidated financial statements. There can be no assurance that we will be able to obtain additional financing on reasonable terms in the future, if at all, should the need arise.

We believe that the adult entertainment industry standard of treating entertainers as independent contractors provides us with safe harbor protection to preclude payroll tax assessment for prior years. We have prepared plans that we believe will protect our profitability in the event that the sexually oriented business industry is required in all states to convert dancers who are now independent contractors into employees.

The sexually-oriented business industry is highly competitive with respect to price, service and location, as well as the professionalism of the entertainment. Although management believes that we are well-positioned to compete successfully in the future, there can be no assurance that we will be able to maintain our high level of name recognition and prestige within the marketplace.

### ***Impact of Inflation***

We have not experienced a material overall impact from inflation in our operations during the past several years. To the extent permitted by competition, we have managed to recover increased costs through price increases and may continue to do so. However, there can be no assurance that we will be able to do so in the future.

### ***Seasonality***

Our nightclub operations are affected by seasonal factors. Historically, we have experienced reduced revenues from April through September (our fiscal third and fourth quarters) with the strongest operating results occurring during October through March (our fiscal first and second quarters).

### *Growth Strategy*

We believe that our nightclub operations can continue to grow organically and through careful entry into markets and demographic segments with high growth potential. Our growth strategy involves the following: (i) to acquire existing units in locations that are consistent with our growth and income targets and which appear receptive to the upscale club formula we have developed; (ii) to open new units after market analysis; (iii) to franchise our Bombshells brand; (iv) to form joint ventures or partnerships to reduce start-up and operating costs, with us contributing equity in the form of our brand name and management expertise; (v) to develop new club concepts that are consistent with our management and marketing skills; (vi) to develop and open our restaurant concepts as our capital and manpower allow; and (vii) to control the real estate in connection with club operations, although some units may be in leased premises.

We believe that Bombshells can grow organically and through careful entry into markets and demographic segments with high growth potential. All six of the currently existing Bombshells are located in Texas. Our growth strategy is to diversify our operations with these units which do not require SOB licenses, which are sometimes difficult to obtain. While we are searching for adult nightclubs to acquire, we are able to also search for restaurant/sports bar locations that are consistent with our income targets.

We plan to open two Bombshells in fiscal 2018, which includes Bombshells Pearland which opened in April 2018 and Bombshells I-10 East which is expected to open toward the end of our fiscal fourth quarter. We plan to open at least three more Bombshells in the coming fiscal 2019.

We continue to evaluate opportunities to acquire new nightclubs and anticipate acquiring new locations that fit our business model as we have done in the past. The acquisition of additional clubs may require us to take on additional debt or issue our common stock, or both. There can be no assurance that we will be able to obtain additional financing on reasonable terms in the future, if at all, should the need arise. An inability to obtain such additional financing could have an adverse effect on our growth strategy.

### **Item 3. Quantitative and Qualitative Disclosures About Market Risk.**

As of June 30, 2018, there were no material changes to the information provided in Item 7A of the Company's Annual Report on Form 10-K for fiscal year ended September 30, 2017.

### **Item 4. Controls and Procedures.**

#### *Evaluation of Disclosure Controls and Procedures*

The Company maintains disclosure controls and procedures, defined in Rule 13a-15(e) under the Exchange Act, that are designed to ensure that the information required to be filed or submitted with the SEC under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to management of the company with the participation of its principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosure.

In connection with the preparation of this Quarterly Report on Form 10-Q for the quarter ended June 30, 2018, an evaluation was performed under the supervision and with the participation of management, including the chief executive officer and chief financial officer, of the effectiveness of the design and operation of the Company's disclosure controls and procedures. Based on their evaluation, they have concluded that our disclosure controls and procedures were not effective as of June 30, 2018. This determination is based on the previously reported material weaknesses in our internal control over financial reporting, as described below. We are in the process of remediating the material weaknesses, as described below, which should remedy our disclosure controls and procedures, and we will continue to monitor this issue.

#### *Previously Reported Material Weaknesses in Internal Control Over Financial Reporting*

In our Annual Report for the year ended September 30, 2017, filed with the SEC on February 14, 2018, management concluded that our internal control over financial reporting was not effective as of September 30, 2017. In management's evaluation, the following deficiencies were identified as material weaknesses:

#### Control Environment

Lack of effective control environment, which was primarily attributable to not having a sufficient complement of accounting and financial reporting personnel with an appropriate level of knowledge to address our financial reporting requirements which contributed to the following material weaknesses:

#### Control Activities

Lack of sufficient complement to design and maintain effective controls over complex accounting and management estimates related to assets held for sale, business combinations, cost method investments, income taxes, and the impairment analyses for indefinite lived intangible assets, goodwill, and property and equipment;

Lack of effective controls to support accurate accounting, reporting, and disclosures within our Form 10-K; and

Lack of effective controls to prevent unauthorized access to certain systems, programs and data, and provide for periodic review and monitoring of access including review of security logs and analysis of segregation of duties conflicts.



### *Remediation Efforts to Address Material Weaknesses*

As disclosed in our most recent Annual Report on Form 10-K, we have, and continue to, identify and implement actions to improve our internal control over financial reporting and disclosure controls and procedures including actions to enhance our resources and training with respect to financial reporting and disclosure responsibilities, and increase utilization of accounting system functionality, with continued oversight from the Audit Committee.

We have taken, and continue to take, the actions described below to remediate the identified material weaknesses. As we continue to evaluate and work to improve our internal controls over financial reporting, our senior management may determine to take additional measures to address control deficiencies or determine to modify the remediation efforts described in this section. While the Audit Committee and senior management are closely monitoring the implementation, until the remediation efforts discussed in this section, including any additional remediation efforts that our senior management identifies as necessary, are completed, tested and determined effective, the material weaknesses described above will continue to exist.

### Control Environment

Our Board of Directors has continually directed senior management to ensure that a proper, consistent tone is communicated throughout the organization, which emphasizes the expectation that previously existing deficiencies will be rectified through implementation of processes and controls to ensure strict compliance with U.S. GAAP and regulatory requirements. One of the ways we have begun to rectify the deficiencies has been to upgrade our accounting staff with certain newly hired accountants.

### Control Activities

*Strengthening internal controls over complex accounting and management estimates* – Subsequent to September 30, 2017, we have committed to improve the controls over complex accounting and estimates and prevent instances of incorrect accounting and improper valuation decisions, by hiring valuation experts to assist us with our goodwill, indefinite-lived intangible assets, and property and equipment impairment analyses whenever necessary and also with the analysis and accounting for business combinations, income taxes, and other complex accounting matters.

*Strengthening the information technology application and related segregation of duties issues* – We were previously aware of the limitations of our accounting software and had been in the planning/implementation process of replacing the software for many months prior to September 30, 2017. In October 2017, we completed the conversion to a new

Enterprise Resource Planning (“ERP”) system which, along with changes to our manual internal controls, we believe will resolve the issues detailed above relating to the information systems and segregation of duties. The new ERP system has features that prevent unauthorized access to certain programs and data, and provides for periodic review and monitoring of access including review of security logs and analysis of segregation of duties conflicts. These features include proper segregation of duties within our journal entry process. We have also hired a Director of ERP & Business Intelligence.

*Strengthening internal controls over financial reporting and disclosures* - With the oversight of our Audit Committee, the Company has continued to take proactive steps and implement additional measures to remediate the underlying causes of the material weaknesses. We are taking significant steps to improve our risk assessment process and monitoring structure, as follows:

The new ERP system described above will assist us in strengthening the controls over financial reporting, and we are committed to also add an overlay of review of our financial statements during our financial reporting process.

On top of the ERP system described above, we have also implemented in April 2018 a new monitoring and security software to automate our segregation of duties and access monitoring controls, and generate compliance documentation.

We have upgraded our accounting staff with certain newly hired accountants.

We have retained a more robust outside consulting firm to assist us in evaluating, redesigning and implementing necessary steps to maintain adequate internal controls. This work began in May 2018, and we expect to have this work completed by September 30, 2018.

#### *Changes in Internal Control Over Financial Reporting*

Other than as described above, no changes in the Company’s internal control over financial reporting that occurred during the quarter ended June 30, 2018 that have materially affected, or are reasonably likely to materially affect, the Company’s internal control over financial reporting.

## **PART II—OTHER INFORMATION**

### **Item 1. Legal Proceedings.**

See the “Legal Matters” section within Note 8 of the condensed consolidated financial statements within this Quarterly Report on Form 10-Q, which information is incorporated herein by reference.

### **Item 1A. Risk Factors.**

There were no material changes to the risk factors disclosed in the Company’s Annual Report on Form 10-K for the fiscal year ended September 30, 2017. The risks described in the Annual Report on Form 10-K are not the only risks the Company faces. Additional risks and uncertainties not currently known to the Company, or that the Company deems to be immaterial, also may have a material adverse impact on the Company’s business, financial condition or results of operations.

### **Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.**

In September 2008, our Board of Directors authorized us to repurchase up to \$5.0 million worth of our common stock in the open market or in privately negotiated transactions. As of April 2013, we completed the repurchase of all \$5.0 million in stock authorized under this plan. In April 2013, our Board of Directors authorized us to repurchase up to an additional \$3.0 million worth of our common stock, and in May 2014, our Board of Directors increased the repurchase authorization by another \$7.0 million. In May 2016, the Board of Directors increased the repurchase authorization by an additional \$5.0 million. During the three and nine months ended June 30, 2018, we did not repurchase any shares of common stock. As of June 30, 2018, we have \$3.1 million remaining to purchase additional shares.

**Item 6. Exhibits.**

<b>Exhibit No.</b>	<b>Description</b>
3.1	Articles of Incorporation dated December 9, 1994. (Incorporated by reference from Form SB-2 filed with the SEC on January 11, 1995.) *
3.2	<u>Certificate of Amendment to Articles of Incorporation dated September 9, 2008. (Incorporated by reference from Definitive Schedule 14A filed with the SEC on July 21, 2008.) *</u>
3.3	<u>Certificate of Amendment to Articles of Incorporation dated August 6, 2014. (Incorporated by reference from Definitive Schedule 14A filed with the SEC on June 24, 2014.) *</u>
3.4	<u>Amended and Restated Bylaws. (Incorporated by reference from Form 8-K filed with the SEC on March 16, 2016.) *</u>
4.1	<u>Consolidated, Amended and Restated Promissory Note for \$62,539,366.08 with Centennial Bank (Incorporated by reference from Form 8-K filed with the SEC on December 19, 2017) *</u>
4.2	<u>Amended and Restated Promissory Note for \$10,558,311.35 with Centennial Bank (Incorporated by reference from Form 8-K filed with the SEC on December 19, 2017) *</u>
4.3	<u>Amended and Restated Promissory Note for \$8,147,572.57 with Centennial Bank (Incorporated by reference from Form 8-K filed with the SEC on December 19, 2017) *</u>
10.1	<u>Employment Agreement with Eric S. Langan. (Incorporated by reference from Form 8-K filed with the SEC on May 4, 2018.) *</u>
10.2	<u>Employment Agreement with Travis Reese. (Incorporated by reference from Form 8-K filed with the SEC on May 4, 2018.) *</u>
10.3	<u>Employment Agreement with Phillip K. Marshall. (Incorporated by reference from Form 8-K filed with the SEC on May 4, 2018.) *</u>
10.4	<u>Loan Agreement between RCI Holdings, Inc. and Centennial Bank (Incorporated by reference from Form 8-K filed with the SEC on December 19, 2017) *</u>
10.5	<u>Absolute Unconditional and Continuing Guaranty of RCI Hospitality Holdings, Inc. to Centennial Bank (Incorporated by reference from Form 8-K filed with the SEC on December 19, 2017) *</u>
10.6	<u>Absolute Unconditional and Continuing Guaranty of Eric S. Langan to Centennial Bank (Incorporated by reference from Form 8-K filed with the SEC on December 19, 2017) *</u>
31.1	<u>Certification of Chief Executive Officer of RCI Hospitality Holdings, Inc. required by Rule 13a-14(1) or Rule 15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u>

31.2 Certification of Chief Financial Officer of RCI Hospitality Holdings, Inc. required by Rule 13a-14(1) or Rule 15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

32 Certification of Chief Executive Officer and Chief Financial Officer of RCI Hospitality Holdings, Inc. pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and Section 1350 of 18 U.S.C. 63.

101.INS XBRL Instance Document.

101.SCH XBRL Taxonomy Extension Schema Document.

101.CAL XBRL Taxonomy Extension Calculation Linkbase Document.

101.DEF XBRL Taxonomy Extension Definition Linkbase Document.

101.LAB XBRL Taxonomy Extension Label Linkbase Document.

101.PRE XBRL Taxonomy Extension Presentation Linkbase Document.

\* Incorporated by reference from our previous filings with the SEC.

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**SIGNATURES**

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

**RCI HOSPITALITY HOLDINGS, INC.**

Date: August 9, 2018 By: */s/ Eric S. Langan*  
Eric S. Langan  
Chief Executive Officer and President

Date: August 9, 2018 By: */s/ Phillip K. Marshall*  
Phillip K. Marshall  
Chief Financial Officer and Principal Accounting Officer

