





**ITEM 5.02 COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS.**

On June 27, 2013, we entered into a new Employment Agreement with our Chief Financial Officer, Phillip K. Marshall. His previous employment agreement expired on June 1, 2013. The new agreement has a term of three years, commencing on June 1, 2013, and provides for an annual base salary of \$245,000 for the first year of the term, \$250,000 for the second year, and \$255,000 for the third year. The agreement also provides for bonus eligibility, expense reimbursement, participation in all benefit plans maintained by us for salaried employees and two weeks paid vacation. Under the terms of the agreement, Mr. Marshall is bound to a confidentiality provision and cannot compete with us for a period upon termination of the agreement.

A copy of the Employment Agreement is included as Exhibit 10.1 to this report.

**ITEM 5.07 Submission of Matters to a Vote of Security Holders.**

On June 25, 2013, we held our Annual Meeting of Stockholders of Rick's Cabaret International, Inc. at 7501 N. Stemmons Freeway, Suite 140, Dallas, Texas 75247 (at Bombshells Restaurant & Bar), for the following purposes:

- (1) To elect six directors, including Eric S. Langan, Travis Reese, Robert L. Watters, Steven L. Jenkins, Luke Lirot and Nour-Dean Anakar;
- (2) To ratify the appointment of Whitley Penn LLP as our independent registered public accounting firm for the fiscal year ending September 30, 2013; and
- (3) To transact such other business as may properly come before the meeting.

Based on the votes received in person and by proxy, all of the above named director nominees were elected and the appointment of Whitley Penn LLP was ratified. There were no other matters presented for action at the Annual Meeting. The exact results of the stockholder vote are as follows:

Total Shares of Common Stock Outstanding  
as of the Record Date, May 2, 2013: 9,454,944

Total Voting Shares Present Either by Proxy  
or in Person of Common Stock: 8,320,254

Item 1: Election of Directors

	FOR	WITHHELD
Eric S. Langan	2,572,417	1,159,315
Robert L. Watters	2,330,437	1,401,295
Steven L. Jenkins	3,205,130	526,602
Nour-Dean Anakar	3,478,422	253,310
Travis Reese	3,210,687	521,045
Luke Lirot	3,480,706	251,026

Additionally, there was a total of 4,588,522 broker non-votes for the election of directors.

Item Ratification of appointment of Whitley Penn LLP as the independent registered public accounting firm for the  
2: fiscal year ending September 30, 2013

Votes for: 8,185,640  
Votes against: 129,727  
Votes abstained: 4,887

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS**

(c) Exhibits

Exhibit Number Description

10.1 Employment Agreement

SIGNATURES

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

RICK'S CABARET INTERNATIONAL,  
INC.

Date: June 28, 2013 By: /s/ Eric Langan  
Eric Langan  
President and Chief Executive Officer