





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

On August 9, 2016, we held our Annual Meeting of Stockholders at 315 Bourbon Street, New Orleans, Louisiana 70130, 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, 2016; 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, June 13, 2016: 9,804,907

Total Voting Shares Present Either by Proxy  
or in Person of Common Stock: 8,529,031

Item 1: Election of Directors

	FOR	WITHHELD
Eric S. Langan	2,319,662	1,930,549
Robert L. Watters	1,865,632	2,384,579
Steven L. Jenkins	2,162,063	2,088,148
Nour-Dean Anakar	2,266,349	1,983,862
Travis Reese	2,256,281	1,993,930
Luke Lirot	2,323,624	1,926,587

Additionally, there was a total of 4,278,820 broker non-votes for the election of directors.

Item Ratification of appointment of Whitley Penn LLP as independent registered public accounting firm for fiscal  
2: year ending September 30, 2016

Votes for: 8,412,846

Votes against: 83,121

Votes abstained: 33,064

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.

RCI Hospitality Holdings, INC.

Date: August 12, 2016 By: /s/ Eric Langan  
Eric Langan  
President and Chief Executive Officer