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RICKS CABARET INTERNATIONAL INC  
Form 8-K  
August 09, 2005

Securities and Exchange Commission  
Washington, D.C. 20549

FORM 8-K

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

Date of Report: August 8, 2005

RICK'S CABARET INTERNATIONAL, INC.  
(Exact Name of Registrant As Specified in Its Charter)

Texas	000-26958	76-0037324
(State Or Other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)

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

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

ITEM 3.01 NOTICE OF DELISTING OR FAILURE TO SATISFY A CONTINUED LISTING RULE OR STANDARD.

On August 8, 2005, the Company received a letter from the Listing Qualifications Department of the Nasdaq Stock Market ("Nasdaq") notifying the Company that the issuance by the Company of its Secured Convertible Debenture ("Debenture") to Mr. Ralph McElroy as described in its Form 8-K filed on August 3, 2005, was non-compliant with shareholder approval requirements as set forth in Marketplace Rule 4350(i)(1)(B) (the "Rule") which requires shareholder approval of any transaction when the issuance or potential issuance will result in a change of control of the issuer. Based upon the issuance of a new Secured Convertible Debenture by the Company which supersedes and replaces in its entirety the original Debenture and which addressed and cured this matter, the Staff determined, as noted in their letter of August 8, 2005, that the Company had regained compliance with the Rule and the matter was closed.

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.

By: /s/ Eric Langan

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Date: August 9, 2005

Eric Langan  
Chairman, President, Chief Executive

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Officer and Acting Chief Accounting Officer