

Ruths Hospitality Group, Inc.  
Form 4  
May 11, 2017

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Hudson Bannus

2. Issuer Name and Ticker or Trading Symbol  
Ruths Hospitality Group, Inc.  
[RUTH]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
05/10/2017

Director  10% Owner  
 Officer (give title below)  Other (specify below)

C/O RUTH'S HOSPITALITY GROUP, INC., 1030 W. CANTON AVE, STE. 100

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

WINTER PARK, FL 32789

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  | Code                           | V   | Amount (A) or (D) Price   |  |  |
| Common Stock                    | 05/10/2017                           |  | M                              |   | 3,000 A \$ 17.17  | 80,970   | D  |
| Common Stock                    | 05/10/2017                           |  | F                              |   | 2,457 (1) D \$ 21.0506 (2)  | 78,513   | D  |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

number.

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Employee Stock Option (right to buy)       | \$ 17.17   | 05/10/2017                           |  | M                              | 3,000   | <sup>(3)</sup> 08/09/2017                                | Common Stock  | 3,000                         |

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

Hudson Bannus  
C/O RUTH'S HOSPITALITY GROUP, INC.  
1030 W. CANTON AVE, STE. 100  
WINTER PARK, FL 32789

X

## Signatures

Alice G. Givens, under Power of Attorney

05/11/2017

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) The reported disposition represents the withholding of shares to cover exercise and tax obligations arising from the exercise of the stock option.

(2) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$21.075 to \$21.05, inclusive. The reporting person further undertakes to provide upon request by the Commission staff, Ruth's Hospitality Group, Inc., or a security holder of Ruth's Hospitality Group, Inc., full information regarding the number of shares sold at each separate price.

(3) The option, representing a right to purchase a total of 3,000 shares, became exercisable in five equal annual installments beginning on August 9, 2008, which was the first anniversary of the date on which the option was granted.

## Edgar Filing: Ruths Hospitality Group, Inc. - Form 4

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