

Ruths Hospitality Group, Inc.  
Form 8-K  
January 04, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, DC 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the**

**Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): January 3, 2011**

**RUTH S HOSPITALITY GROUP, INC.**

**(Exact name of Registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**  
**of incorporation)**

**000-51485**  
**(Commission**  
**File Number)**  
**400 International Parkway, Suite 325, Heathrow, Florida 32746**

**72-1060618**  
**(IRS Employer**  
**Identification No.)**

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(Address of Principal executive offices, including Zip Code)

(407) 333-7440

(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(b) On January 3, 2011, and in connection with his departure from Bruckmann, Rosser, Sherrill & Co. (together with its affiliates, BRS ), Mr. Harold O. Rosser II resigned as a member of the Board of Directors of Ruth s Hospitality Group, Inc. (the Company ). Mr. Rosser s resignation was not as a result of any disagreement with the Company on any matter relating to the Company s operations, policies or practices.

(d) Effective January 3, 2011, and in connection with Mr. Rosser s resignation, BRS appointed Mr. Stephen C. Sherrill, a founder and managing director of BRS, as BRS designee to the Company s Board of Directors. Pursuant to the terms of the Certificate of Designations of the Company s Series A 10% Convertible Preferred Stock, so long as BRS beneficially owns at least 5% of the Company s common stock on an as converted basis, BRS, voting as a separate class to the exclusion of the holders of the Company s common stock, is entitled to designate one individual to the Company s Board of Directors, who must be an employee of BRS or one of its affiliates.

**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.

**RUTH S HOSPITALITY GROUP, INC.**

/s/ Brian M. Judge

Name: Brian M. Judge

Title: Vice President and Controller

Date: January 4, 2011