



**incorporation)**

**Identification No.)**

**1030 W. Canton Avenue, Ste. 100**

**Winter Park, FL 32789**

**(Address of principal executive offices, including zip code)**

**(407) 333-7440**

**(Registrant's telephone number, including area code)**

---

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 1.01 Entry into a Material Definitive Agreement.**

On September 12, 2016, Ruth’s Hospitality Group, Inc. (the “Company”) entered into a Second Amendment (the “Amendment”) to its Second Amended and Restated Credit Agreement, dated as of February 14, 2012, by and among the Company, as borrower, the lenders from time to time party thereto (the “Lenders”), the guarantors from time to time party thereto (the “Guarantors”), Wells Fargo Bank, National Association, as administrative agent, and Wells Fargo Securities, LLC, as sole lead arranger (the “Credit Agreement”).

The Amendment increases the limit applicable to junior stock payments, such that the Company is permitted to pay dividends and repurchase the Company’s stock up in an aggregate amount not to exceed \$140 million during the period from December 31, 2012 through the termination of the Credit Agreement.

This description of the Amendment does not purport to be complete and is qualified in its entirety by reference to the Amendment, a copy of which is attached as Exhibit 10.1 to this Current Report on Form 8-K and incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
10.1	Second Amendment to Second Amended and Restated Credit Agreement, dated as of September 12, 2016, by and among the Company, the Lenders, the Guarantors and Wells Fargo Bank, National Association, as administrative agent.

**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.**

Date: September 16, 2016 By: /s/ Arne G. Haak  
Arne G. Haak  
Executive Vice President and Chief Financial Officer