

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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

1. Name and Address of Reporting Person <u>Lynch Marcy Norwood</u> (Last) (First) (Middle) 1030 W. CANTON AVE. STE 100 (Street) WINTER PARK FL 32789 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Ruths Hospitality Group, Inc. [RUTH]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) See Remarks
	3. Date of Earliest Transaction (Month/Day/Year) 12/07/2020	
6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/07/2020		A		9,822	A	\$0.00 ⁽¹⁾	9,822	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Market Stock Units	(2)	12/07/2020		A		8,290 ⁽²⁾		(2)	(2)	Common Stock	\$0.00	8,290	D	

Explanation of Responses:

- Consists of shares of restricted stock, granted pursuant to the Company's 2018 Omnibus Incentive Plan, 50% of which vest on December 7, 2023 and 50% of which vest on December 7, 2024.
- Consists of 8,290 market stock units (MSUs), granted pursuant to the Company's 2018 Omnibus Incentive Plan, each representing the right to receive one share of the Company's common stock (or cash equivalent value in the Company's discretion). The number of MSUs reported assumes target performance. The actual number of MSUs that may be earned range from 0 shares to 12,435 based on the average of the closing price of the Company's common stock for the 10 consecutive trading days ending on the date of grant (referred to as Starting Average Closing Price) as compared to the average closing share price of the Company's common stock for the 10 consecutive trading days ending on December 7, 2023 (referred to as Ending Average Closing Price). The earned MSUs vest 50% on December 7, 2023 and 50% on December 7, 2024.

Remarks:

SVP, GENERAL COUNSEL AND CORPORATE SECRETARY

/s/ Marcy Norwood Lynch 12/09/2020
 ** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.