

**UNITED STATES
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 (Date of earliest event reported): May 25, 2021

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)

72-1060618
(IRS Employer
Identification No.)

1030 W. Canton Avenue, Ste. 100
Winter Park, FL
(Address of Principal Executive Offices)

32789
(Zip Code)

Registrant's Telephone Number, Including Area Code: (407) 333-7440

Not Applicable

(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 (see General Instructions A.2. below):

- 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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.01 per share	RUTH	Nasdaq

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.07. Submission of Matters to a Vote of Security Holders.

At the Annual Meeting of Stockholders of Ruth’s Hospitality Group, Inc. (the “Company”) held on May 25, 2021, the stockholders of the Company voted on: (i) the election of each of the Company’s eight (8) nominees to serve on the Company’s Board of Directors until the Company’s next annual meeting of stockholders; (ii) an advisory resolution to approve the compensation of the Company’s named executive officers; and (iii) the ratification of the appointment of KPMG LLP as the Company’s independent registered public accounting firm for fiscal 2021.

The results of the voting were as follows:

Election of Directors	Votes For	Votes Against	Abstentions	Broker Non-votes
Giannella Alvarez	26,577,083	343,012	18,135	4,059,263
Mary L. Baglivo	25,344,475	1,574,925	18,830	4,059,263
Carla R. Cooper	25,039,591	1,880,310	18,329	4,059,263
Cheryl J. Henry	26,308,726	611,745	17,759	4,059,263
Stephen M. King	25,863,111	1,055,679	19,440	4,059,263
Michael P. O’Donnell	26,345,512	570,687	22,031	4,059,263
Marie L. Perry	26,039,323	880,472	18,435	4,059,263
Robin P. Selati	24,993,765	1,925,630	18,835	4,059,263

Accordingly, each of the eight (8) nominees received a majority of votes cast and therefore was elected to serve as a director until the Company’s next annual meeting of stockholders.

	Votes For	Votes Against	Abstentions	Broker Non-votes
Advisory Resolution to Approve Named Executive Officer Compensation	24,930,399	1,938,066	69,765	4,059,263

Accordingly, a majority of votes were cast in favor of the advisory resolution to approve the compensation of the Company’s named executive officers and the advisory resolution was approved.

	Votes For	Votes Against	Abstentions
Ratification of the Appointment of KPMG LLP	29,882,339	1,103,217	11,937

Accordingly, a majority of votes were cast in favor of the proposal, and the appointment of KPMG LLP as the Company’s independent registered public accounting firm for fiscal 2021 was ratified.

Item 7.01. Regulation FD Disclosure.

Following the Company’s Annual Meeting of Stockholders, Cheryl J. Henry, the Company’s President and CEO, assumed the role of Chairperson of the Board of Directors. As previously disclosed in the Company’s March 5, 2021 press release, the Board of Directors’ election of Ms. Henry as Chairperson became effective upon her re-election to the Company’s Board of Directors. Michael P. O’Donnell, who previously served as Chairman of the Board, will continue to serve as a director.

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 thereunto duly authorized.

Date: May 28, 2021

By: _____ /s/ Marcy Norwood Lynch
Marcy Norwood Lynch
Senior Vice President, General Counsel and Corporate Secretary