





**Item 2.02. Results of Operations and Financial Condition**

On February 15, 2013, the Company issued a press release announcing its earnings results for its fiscal fourth quarter ended December 30, 2012. A copy of the press release is being furnished as Exhibit 99.1.

The information in this Item 2.02 in this Current Report on Form 8-K, including Exhibit 99 hereto, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section. The information in this Item 2.02 of this Current Report on Form 8-K shall not be deemed to be incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such filing.

**Item 9.01. Financial Statements and Exhibits**

Exhibit 99.1 Press Release issued by Ruth’s Hospitality Group, Inc., dated February 15, 2013.

**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: February 15, 2013 By: /s/ Arne G. Haak

Arne G. Haak

Executive Vice President and Chief Financial Officer

**EXHIBIT INDEX**

| <b>Exhibit No.</b> | <b>Description</b>   |
|--------------------|--|
| 99.1               | Press Release issued by Ruth’s Hospitality Group, Inc., dated February 15, 2013. |