

Ruths Hospitality Group, Inc.  
Form 8-K  
May 11, 2011

**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 10, 2011**

**RUTH S HOSPITALITY GROUP, INC.**

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

**Commission File Number: 000-51485**

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

**72-1060618**  
**(IRS Employer)**

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of incorporation)

Identification No.)

**400 International Parkway, Suite 325**

**Heathrow, Florida 32746**

(Address of principal executive offices, including zip code)

**(407) 333-7440**

(Registrant's telephone number, including area code)

**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:

- .. 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 5.07 (a), (b), and (d) Submission of Matters to a Vote of Security Holders**

On May 10, 2011, Ruth's Hospitality Group, Inc. (the Company) held its annual meeting of stockholders to vote on the following proposals:

**Proposal One:** The Board of Directors recommended six nominees to stand for election at the 2011 annual meeting and each of the nominees were elected by a plurality of votes cast by shares entitled to vote at the meeting. Therefore, in accordance with the voting results listed below, the nominees were elected to serve until the 2012 annual meeting and until their successors have been elected and qualified.

| Nominee              | For        | Withheld  | Broker Non-Votes |
|----------------------|------------|-----------|------------------|
| Michael P. O'Donnell | 29,170,783 | 653,298   | 9,400,675        |
| Robin P. Selati      | 28,736,724 | 1,087,357 | 9,400,675        |
| Carla R. Cooper      | 29,200,850 | 623,231   | 9,400,675        |
| Bannus B. Hudson     | 29,205,319 | 618,762   | 9,400,675        |
| Robert S. Merritt    | 29,439,591 | 384,490   | 9,400,675        |
| Alan Vituli          | 29,329,994 | 494,087   | 9,400,675        |

**Proposal Two:** The Board of Directors recommended that the advisory resolution on the Company's 2010 executive compensation as reported in the proxy statement be submitted for approval by the stockholders at the 2011 annual meeting. Therefore, in accordance with the voting results listed below, the Company's advisory resolution on executive compensation was approved.

| For        | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 29,396,512 | 300,605 | 126,964 | 9,400,675        |

**Proposal Three:** The Board of Directors requested stockholders provide a non-binding advisory vote on whether future advisory votes on executive compensation of the nature reflected in Proposal Two should occur every year, every two years or every three years. In accordance with the voting results listed below, the Company will conduct an advisory vote on executive compensation every three years.

| One Year   | Two Years | Three Years | Abstain |
|------------|-----------|-------------|---------|
| 13,758,729 | 169,972   | 15,759,566  | 135,814 |

**Proposal Four:** The Board of Directors selected KPMG LLP to serve as the independent registered public accounting firm for the Company for fiscal year 2011. The Board of Directors directed that the appointment of the independent accountants be submitted for ratification by the stockholders at the 2011 annual meeting. Therefore, in accordance with the voting results listed below, KPMG LLP will serve as the independent registered public accounting firm for the Company for fiscal year 2011.

| For        | Against | Abstain |
|------------|---------|---------|
| 38,831,427 | 327,717 | 65,612  |

**SIGNATURE**

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: May 11, 2011

By: **/s/ BRIAN M. JUDGE**  
**Brian M. Judge**  
**Vice President and Controller**

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