

Ruths Hospitality Group, Inc.  
Form 8-K  
June 02, 2014

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 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 29, 2014**

**RUTH'S HOSPITALITY GROUP, INC.**

(Exact name of Registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of **000-51485**

**72-1060618**

(Commission File Number) (IRS Employer Identification No.)

incorporation)

**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)

(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))

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**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 29, 2014, the stockholders of the Company (i) elected each of the Company’s six nominees to serve on the Company’s board of directors until the next annual meeting, (ii) approved the compensation of the Company’s named executive officers on an advisory basis and (iii) ratified the appointment of KPMG LLP as the Company’s independent registered public accounting firm.

The results of the voting were as follows:

	<b>Votes For</b>	<b>Votes Withheld</b>	<b>Broker Non-Votes</b>
<b>Election of Directors</b>			
Michael P. O’Donnell	27,561,770	253,761	5,683,886
Robin P. Selati	27,559,737	255,794	5,683,886
Carla R. Cooper	27,721,578	93,953	5,683,886
Bannus B. Hudson	27,633,395	182,136	5,683,886
Robert S. Merritt	27,639,995	175,536	5,683,886
Alan Vituli	27,631,702	183,829	5,683,886

Accordingly, each of the six nominees received the highest number of votes cast and therefore was elected to serve as a director.

	<b>Votes For</b>	<b>Votes Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
<b>Advisory Vote on Executive Compensation</b>	26,821,808	619,845	373,878	5,683,886

Accordingly, a majority of votes were cast in favor of the proposal and the compensation of the Company’s named executive officers as described in the Company’s proxy statement under “Compensation Discussion and Analysis,” the executive compensation tables and the accompanying narrative disclosure was approved on an advisory basis.

	<b>Votes For</b>	<b>Votes Against</b>	<b>Abstentions</b>
<b>Ratification of Independent Registered Public Accounting Firm</b>	32,883,236	285,609	330,572

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 was ratified.

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**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.**

/s/ John F. McDonald, III

Date: June 2, 2014

Name: John F. McDonald, III  
Title: Vice President - General Counsel  
Chief Compliance Officer