

Ruths Hospitality Group, Inc.  
Form 8-K  
May 18, 2012

**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 17, 2012

**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.)

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1030 W. Canton Avenue, Ste. 100

Winter Park, FL  
(Address of principal executive offices)

Registrant's telephone number including area code: (407) 333-7440

32789  
(Zip 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 Submission of Matters to a Vote of Security Holders**

On May 17, 2012, 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 2012 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 2013 annual meeting and until their successors have been elected and qualified.

Nominee	Votes		
	Votes For	Withheld	Broker Non-Votes
Michael P. O'Donnell	19,277,793	423,134	9,281,709
Robin P. Selati	18,912,475	788,452	9,281,709
Carla R. Cooper	19,094,803	606,124	9,281,709
Bannus B. Hudson	19,099,172	601,755	9,281,709
Robert S. Merritt	19,428,227	272,700	9,281,709
Alan Vituli	19,432,535	268,392	9,281,709

*Proposal Two:* The Board of Directors selected KPMG LLP to serve as the independent registered public accounting firm for the Company for fiscal year 2012. The Board of Directors directed that the appointment of the independent accountants be submitted for ratification by the stockholders at the 2012 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 2012.

For	Against	Abstain
28,370,988	538,238	73,410

**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.**

(registrant)

May 18, 2012

By: /s/ Arne G. Haak  
Arne G. Haak  
Executive Vice President and Chief Financial Officer