



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 5.03. Amendment to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On June 3, 2015, Ruth’s Hospitality Group, Inc. (the “Company”) filed a certificate of amendment (a “Certificate of Amendment”) to its amended and restated certificate of incorporation in order to adopt majority voting for uncontested election of directors. The Certificate of Amendment was effective upon its filing with the Secretary of State of the State of Delaware. A copy of the Certificate of Amendment is attached hereto as Exhibit 3.1 and is incorporated herein by reference.

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

At the Annual Meeting of Stockholders of the Company held on May 28, 2015, 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 amendment to the Amended and Restated Certificate of Incorporation of the Company to adopt majority voting for uncontested election of directors 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	27,187,955	296,971	5,504,084
Robin P. Selati	26,584,331	900,595	5,504,084
Carla R. Cooper	26,767,720	717,206	5,504,084
Bannus B. Hudson	26,834,359	650,567	5,504,084
Robert S. Merritt	27,341,061	143,865	5,504,084
Alan Vituli	27,273,495	211,431	5,504,084

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>
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<b>Amendment to the Amended and Restated Certificate of Incorporation to Adopt Majority Voting for Uncontested Election of Directors</b>	27,324,502	27,677	132,747	5,504,084
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Accordingly, greater than 66 % of votes were cast in favor of the proposal and the amendment to the Amended and Restated Certificate of Incorporation of the Company to adopt majority voting for uncontested election of directors was approved.

	<b>Votes For</b>	<b>Votes Against</b>	<b>Abstentions</b>
<b>Ratification of Independent Registered Public Accounting Firm</b>	32,416,068	444,445	128,497

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.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

**Exhibit No. Description**

3.1 Certificate of Amendment to Amended and Restated Certificate of Incorporation of the Company

**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 3, 2015

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

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**EXHIBIT INDEX**

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