

Ruths Hospitality Group, Inc.
Form SC 13G/A
February 17, 2009
CUSIP No. 783332109

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G
Under the Securities Exchange Act of 1934
(Amendment No. 1)

**Information to be included in statements filed pursuant to Rules 13d-1(b), (c) and (d) and
amendments thereto filed pursuant to Rule 13d-2(b)¹**

Ruth s Hospitality Group, Inc.
(Name of Issuer)

Common Stock, par value \$0.01 per share
(Title of Class of Securities)

783332109
(CUSIP Number)

December 31, 2008
(Date of Event Which Requires Filing of this Statement)

Edgar Filing: Ruths Hospitality Group, Inc. - Form SC 13G/A

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☒ Rule 13d-1(b)

☐ Rule 13d-1(c)

☐ Rule 13d-1(d)

¹ The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page. The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1 of 10 Pages

No Exhibit Index

CUSIP No. 783332109

1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

Daniel P. Wimsatt

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ..

(b) ..

3. SEC Use Only

4. Citizenship or Place of Organization

United States of America

5. Sole Voting Power

NUMBER OF

SHARES 2,125,000
6. Shared Voting Power

BENEFICIALLY

OWNED BY 0
EACH 7. Sole Dispositive Power

REPORTING

PERSON 2,125,000
8. Shared Dispositive Power
WITH:

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

2,125,000

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

Not Applicable

11. Percent of Class Represented by Amount in Row (9):

9.1%

12. Type of Reporting Person (See Instructions)

IN

2 of 10 Pages

No Exhibit Index

CUSIP No. 783332109

1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

aAd Capital LLC

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ..

(b) ..

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

NUMBER OF

SHARES

1,900,000

6. Shared Voting Power

BENEFICIALLY

OWNED BY

0

EACH

7. Sole Dispositive Power

REPORTING

PERSON

1,900,000

8. Shared Dispositive Power

WITH:

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

1,900,000

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

Not Applicable

11. Percent of Class Represented by Amount in Row (9):

8.1%

12. Type of Reporting Person (See Instructions)

OO

3 of 10 Pages

No Exhibit Index

CUSIP No. 783332109

1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

aAd Capital Management L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ..

(b) ..

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

NUMBER OF

SHARES

1,900,000

6. Shared Voting Power

BENEFICIALLY

OWNED BY

0

EACH

7. Sole Dispositive Power

REPORTING

PERSON

1,900,000

8. Shared Dispositive Power

WITH:

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

1,900,000

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

Not Applicable

11. Percent of Class Represented by Amount in Row (9):

8.1%

12. Type of Reporting Person (See Instructions)

PN, IA

4 of 10 Pages

No Exhibit Index

CUSIP No. 783332109

1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

aAd Partners L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ..

(b) ..

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

NUMBER OF

SHARES

1,900,000

6. Shared Voting Power

BENEFICIALLY

OWNED BY

0

EACH

7. Sole Dispositive Power

REPORTING

PERSON

1,900,000

8. Shared Dispositive Power

WITH:

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

1,900,000

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

Not Applicable

11. Percent of Class Represented by Amount in Row (9):

8.1%

12. Type of Reporting Person (See Instructions)

PN

5 of 10 Pages

No Exhibit Index

CUSIP No. 783332109

Item 1.

- (a) Name of Issuer Ruth s Hospitality Group, Inc. (Company)
- (b) Address of Issuer s Principal Executive Offices- 500 International Parkway, Suite 100, Heathrow, Florida 32746

Item 2.

- (a) Name of Persons Filing (1) Daniel P. Wimsatt (Mr. Wimsatt); (2) aAd Capital LLC (aAd Capital); (3) aAd Capital Management L.P. (aAd Capital Management); and (4) aAd Partners L.P. (aAd Partners), collectively, the Reporting Persons, each, a Reporting Person.
- (b) Address of Principal Business Office or, if none, Residence 420 Stevens Avenue, Suite 210, Solana Beach, California 92075
- (c) Citizenship (1) United States of America; (2) Delaware; (3) Delaware; (4) Delaware
- (d) Title of Class of Securities Common Stock, par value \$0.01 per share, of the Company (Issuer Common Stock or Shares).
- (e) CUSIP Number-783332109

Item 3.

If this statement is filed pursuant to Rule 13d-1(b) or 13d-2(b) or (c), check whether the person filing is a:

- (a) ☐ Broker or dealer registered under section 15 of the Act.
- (b) ☐ Bank as defined in section 3(a)(6) of the Act.
- (c) ☐ Insurance company as defined in section 3(a)(19) of the Act.
- (d) ☐ Investment company registered under section 8 of the Investment Company Act of 1940.
- (e) ☒ An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E) (as to aAd Capital Management);
- (f) ☐ An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g) ☒ A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G) (as to Mr. Wimsatt and aAd Capital);
- (h) ☐ A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i) ☐ A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940;
- (j) ☐ Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

6 of 10 Pages

No Exhibit Index

CUSIP No. 783332109

Item 4.

Ownership

- (a) Amount beneficially owned - Mr. Wimsatt is the manager of aAd Capital. aAd Capital is the general partner of aAd Capital Management L.P. aAd Capital Management L.P. is the general partner and investment adviser of aAd Partners L.P.

As of December 31, 2008, the Reporting Persons' beneficial ownership were as follows:

(i) aAd Partners held 1,900,000 Shares; (ii) aAd Capital Management beneficially owned 1,900,000 Shares, consisting of the 1,900,000 Shares held by aAd Partners; (iii) aAd Capital beneficially owned 1,900,000 Shares, consisting of the 1,900,000 Shares beneficially owned by aAd Capital Management, and (iv) Mr. Wimsatt beneficially owned 2,125,000, consisting of 225,000 Shares held by Mr. Wimsatt and the 1,900,000 Shares beneficially owned by aAd Capital.

The Reporting Persons have, within the ordinary course of business, purchased securities of the Company. The Reporting Persons have not acquired securities in the Company with the purpose, nor with the effect of changing or influencing the control of the issuer, nor in connection with or as a participant in any transaction having such purpose or effect. The Reporting Persons have purchased, and may in the future purchase, shares on the open market at prevailing prices.

- (b) Percent of class As of December 31, 2008, the Reporting Persons' beneficial ownership, based on 23,321,390 shares of Issuer Common Stock outstanding on October 31, 2008, as disclosed by the Company in its Quarterly Report on Form 10-Q filed with the SEC on November 7, 2008, were as follows: (i) aAd Partners beneficially owned 8.1% of the outstanding Issuer Common Stock; (ii) aAd Capital Management beneficially owned 8.1% of the outstanding Issuer Common Stock; (iii) aAd Capital beneficially owned 8.1% of the outstanding Issuer Common Stock; and (iv) Mr. Wimsatt beneficially owned 9.1% of the outstanding Issuer Common Stock.

- (c) Number of shares as to which the person has:

- (i) Sole power to vote or to direct voting - aAd Partners; aAd Capital Management, as general partner and investment adviser of aAd Partners; and aAd Capital, as general partner of aAd Capital Management, each have the sole power to vote or to direct the vote of 1,900,000 Shares; and Mr. Wimsatt, individually and as manager of aAd Capital has the sole power to vote or to direct the vote of 2,125,000 Shares.
- (ii) Shared power to vote or to direct voting No Reporting Person has shared power with respect to the voting or direction of voting with respect to the Shares they beneficially own.
- (iii) Sole power to dispose or to direct disposition - aAd Partners; aAd Capital Management, as general partner and investment adviser of aAd Partners; aAd Capital, as general partner of aAd Capital Management, each have the sole power to dispose or direct the disposition of 1,900,000 Shares; and Mr. Wimsatt, individually and as manager of aAd Capital; has the sole power to dispose or direct the disposition of 2,125,000 Shares.
- (iv) Shared power to dispose or to direct disposition No Reporting Person has shared power with respect to the disposition or direction to dispose of the Shares they beneficially own.

7 of 10 Pages

No Exhibit Index

CUSIP No. 783332109

Item 5.

Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following ``.

Item 6.

Ownership of More than Five Percent on Behalf of Another Person.

aAd Capital is the general partner of aAd Capital Management. aAd Capital Management is the general partner and investment adviser of aAd Partners.

Item 7.

Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.

Not applicable.

Item 8.

Identification and Classification of Members of the Group

Not applicable.

Item 9.

Notice of Dissolution of Group

Not applicable.

Item 10.

Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Certification of Mr. Wimsatt and aAd Partners

By signing below, each of Mr. Wimsatt (in his individual capacity) and aAd Partners, with respect to the Shares they respectively hold, certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

CUSIP No. 783332109

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 17, 2009

aAd Capital LLC

By: /s/ Daniel P. Wimsatt
Title: Manager

aAd Capital Management L.P.

By: aAd Capital LLC, General Partner

By: /s/ Daniel P. Wimsatt
Title: Manager

aAd Partners L.P.

By: aAd Capital Management L.P., General Partner and
Investment Adviser

By: aAd Capital LLC, General Partner

By: /s/ Daniel P. Wimsatt
Title: Manager

Daniel P. Wimsatt, in his individual capacity

/s/ Daniel P. Wimsatt

9 of 10 Pages

No Exhibit Index

CUSIP No. 783332109

Exhibit 1

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k) under the Securities and Exchange Act of 1934, as amended, the persons named below agree to the joint filing on behalf of them of a statement on Schedule 13G (including amendments thereto) with respect to the Common Stock, par value \$0.01 per share, of Ruth's Hospitality Group, Inc.; and further agree that this Joint Filing Agreement be included as Exhibit 1. In evidence thereof, the undersigned hereby execute this agreement this 17th day of February, 2009.

aAd Capital LLC

By: /s/ Daniel P. Wimsatt
Title: Manager

aAd Capital Management L.P.

By: aAd Capital LLC, General Partner

By: /s/ Daniel P. Wimsatt
Title: Manager

aAd Partners L.P.

By: aAd Capital Management L.P., General Partner and
Investment Adviser

By: aAd Capital LLC, General Partner

By: /s/ Daniel P. Wimsatt
Title: Manager

Daniel P. Wimsatt, in his individual capacity

/s/ Daniel P. Wimsatt