

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))

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:

	Votes For	Votes Withheld	Broker Non-Votes
Election of Directors			
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.

	Votes For	Votes Against	Abstentions	Broker Non-Votes
Advisory Vote on Executive Compensation	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.

	Votes For	Votes Against	Abstentions
Ratification of Independent Registered Public Accounting Firm	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.

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