

Ruths Hospitality Group, Inc.
 Form 3
 February 16, 2010

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | | |
|--|---|--|--|---|---|
| <p>1. Name and Address of Reporting Person *</p> <p>Â BRUCKMANN ROSSER SHERRILL & CO III LP</p> <p>(Last) (First) (Middle)</p> <p>C/O BRUCKMANN, ROSSER, SHERRILL & CO.,Â INC., 126 EAST 56TH STREET, 29TH FLOOR</p> <p>(Street)</p> <p>NEW YORK,Â NYÂ 10022</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>02/12/2010</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Ruths Hospitality Group, Inc. [RUTH]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p>___ Director <input checked="" type="checkbox"/> 10% Owner ___ Officer ___ Other (give title below) (specify below)</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p>___ Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p> |
|--|---|--|--|---|---|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
|------------------------------------|--|---|--|

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of | 5. Ownership Form of Derivative | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|------------------------------------|---------------------------------|--|
|---|---|--|------------------------------------|---------------------------------|--|

Edgar Filing: Ruths Hospitality Group, Inc. - Form 3

| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Derivative Security | Security: Direct (D) or Indirect (I) (Instr. 5) | |
|--|------------------|-----------------|--------------|----------------------------|---------------------|---|---|
| Series A 10% Convertible Preferred Stock | Â (1) | Â (1) | Common Stock | 6,833,694 (2) | \$ 2.9 (4) | D (5) | Â |
| Series A 10% Convertible Preferred Stock | Â (1) | Â (1) | Common Stock | 1,786,996 (3) | \$ 2.9 (4) | D (5) | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BRUCKMANN ROSSER SHERRILL & CO III LP C/O BRUCKMANN, ROSSER, SHERRILL & CO. INC., 126 EAST 56TH STREET, 29TH FLOOR NEW YORK, NY 10022 | Â | Â X | Â | Â |
| BRS Coinvestor III, L.P. C/O BRUCKMANN, ROSSER, SHERRILL & CO. INC., 126 EAST 56TH STREET, 29TH FLOOR NEW YORK, NY 10022 | Â | Â X | Â | Â |
| BRS GP III, L.P. C/O BRUCKMANN, ROSSER, SHERRILL & CO. INC., 126 EAST 56TH STREET, 29TH FLOOR NEW YORK, NY 10022 | Â | Â X | Â | Â |
| Bruckmann, Rosser, Sherrill & Co. III, L.L.C. C/O BRUCKMANN, ROSSER, SHERRILL & CO. INC., 126 EAST 56TH STREET, 29TH FLOOR NEW YORK, NY 10022 | Â | Â X | Â | Â |
| BRS Coinvestor GP III, L.L.C. C/O BRUCKMANN, ROSSER, SHERRILL & CO. INC., 126 EAST 56TH STREET, 29TH FLOOR NEW YORK, NY 10022 | Â | Â X | Â | Â |

Signatures

BRUCKMANN, ROSSER, SHERRILL & CO. III, L.P. By: BRS GP III, L.P., its general partner, By: BRUCKMANN, ROSSER, SHERRILL & CO. III, L.L.C., its general partner By: /s/ Harold O. Rosser II, Manager 02/08/2010

**Signature of Reporting Person Date

BRS COINVESTOR III, L.P. By: BRS Coinvestor GP III, L.L.C. as its general partner By: /s/ Harold O. Rosser II, Manager 02/08/2010

**Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) The Series A 10% Convertible Preferred Stock is convertible into Common Stock at any time, at the holder's election, and is subject to the terms and conditions of the Securities Purchase Agreement among Ruth's Hospitality Group, Inc., Bruckmann, Rosser, Sherrill & Co. III, L.P. and BRS Coinvestor III, L.P., dated December 22, 2009, and the Certificate of Designations governing the Series A 10% Convertible Preferred Stock, and has no expiration date.

(2) Bruckmann, Rosser, Sherrill & Co. III, L.P. is the direct owner of 19,817.71285 shares of Series A 10% Convertible Preferred Stock, which are convertible into approximately 6,833,694 shares of Common Stock.

(3) BRS Coinvestor III, L.P. is the direct owner of 5,182.28715 shares of Series A 10% Convertible Preferred Stock, which are convertible into approximately 1,786,996 shares of Common Stock.

(4) The Series A 10% Convertible Preferred Stock is convertible into shares of Common Stock at a rate of 344.828 shares of Common Stock per \$1,000 of liquidation preference of the Series A 10% Convertible Preferred Stock, subject to anti-dilution adjustments, representing an initial conversion price of \$2.90 per share of Common Stock.

(5) These securities are held directly by Bruckmann, Rosser, Sherrill & Co. III, L.P., a Delaware limited partnership (the "Fund"), and BRS Coinvestor III, L.P., a Delaware limited partnership (the "Co-Invest Fund"). The sole general partner of the Fund is BRS GP III, L.P., a Delaware limited partnership ("BRS GP III"), of which the sole general partner is Bruckmann, Rosser, Sherrill & Co. III, L.L.C., a Delaware limited liability company ("BRS III"). The sole general partner of the Co-Invest Fund is BRS Coinvestor GP III, L.L.C., a Delaware limited liability company ("BRS Co-Investor GP"). The Reporting Persons are the Fund, the Co-Invest Fund, BRS GP III, BRS III and BRS Co-Investor GP.

Â

Remarks:

EachÂ ofÂ theÂ ReportingÂ PersonsÂ disclaimsÂ beneficialÂ ownershipÂ ofÂ theÂ securitiesÂ reportedÂ hereinÂ exceptÂ

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.