

Ryman Hospitality Properties, Inc.  
 Form 4  
 July 14, 2017

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN 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)

1. Name and Address of Reporting Person \*  
**PRATHER ROBERT S JR**

2. Issuer Name and Ticker or Trading Symbol  
**Ryman Hospitality Properties, Inc. [RHP]**

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)  
**1843 W. WESLEY ROAD NW.**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**07/14/2017**

Director  10% Owner  
 Officer (give title below)  Other (specify below)

**ATLANTA, GA 30327**  
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
|                                 |                                      |  |                                | Code  | V   | Amount   |                                   |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**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.** SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|--------------|--|---|---------------------------------|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|--------------|--|---|---------------------------------|

Edgar Filing: Ryman Hospitality Properties, Inc. - Form 4

| (Instr. 3)                   | Price of<br>Derivative<br>Security | (Month/Day/Year) | (Instr. 8) | Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | (Instr. 5) |      |   |     |     |                     |                    |                 |  |
|------------------------------|------------------------------------|------------------|------------|---|------------|------|---|-----|-----|---------------------|--------------------|-----------------|--|
|                              |                                    |                  |            |   |            | Code | V | (A) | (D) | Date<br>Exercisable | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of<br>Shares |
| Restricted<br>Stock<br>Units | \$ 0                               |                  |            |   |            |      |   |     |     | (1)                 | (1)                | Common<br>Stock | 4,014                                  |
| Restricted<br>Stock<br>Units | \$ 0                               |                  |            |   |            |      |   |     |     | (1)                 | (1)                | Common<br>Stock | 4,565                                  |
| Restricted<br>Stock<br>Units | \$ 0                               |                  |            |   |            |      |   |     |     | (1)                 | (1)                | Common<br>Stock | 4,266                                  |
| Restricted<br>Stock<br>Units | \$ 0                               |                  |            |   |            |      |   |     |     | (1)                 | (1)                | Common<br>Stock | 2,087                                  |
| Restricted<br>Stock<br>Units | \$ 0                               |                  |            |   |            |      |   |     |     | (1)                 | (1)                | Common<br>Stock | 1,901                                  |
| Restricted<br>Stock<br>Units | \$ 0                               |                  |            |   |            |      |   |     |     | (1)                 | (1)                | Common<br>Stock | 1,596                                  |
| Restricted<br>Stock<br>Units | \$ 0                               |                  |            |   |            |      |   |     |     | (1)                 | (1)                | Common<br>Stock | 1,653                                  |
| Restricted<br>Stock<br>Units | \$ 0                               |                  |            |   |            |      |   |     |     | (1)                 | (1)                | Common<br>Stock | 1,281                                  |

## Reporting Owners

| Reporting Owner Name / Address                                      | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| PRATHER ROBERT S JR<br>1843 W. WESLEY ROAD NW.<br>ATLANTA, GA 30327 | X             |           |         |       |

## Signatures

Scott J. Lynn, Attorney-in-Fact for Robert S.  
Prather

07/14/2017

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(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) Mr. Prather has deferred vesting of these restricted stock units until either a designated date or termination of his service as a director.

(2) In accordance with the terms of the reporting person's outstanding restricted stock unit awards, as a result of the \$0.80 dividend per share of outstanding common stock paid by the issuer on July 14, 2017, the reporting person received additional restricted stock units in an amount based on the amount of the dividend per share and the closing price of the issuer's common stock traded on the NYSE on June 19, 2017.

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.