

Ruths Hospitality Group, Inc.  
 Form 4  
 November 14, 2016

**FORM 4**

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

OMB APPROVAL

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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 \*  
**Toomy Kevin W**

(Last) (First) (Middle)

**C/O RUTH'S HOSPITALITY GROUP, INC., 1030 W CANTON AVE, STE 100**

(Street)

**WINTER PARK, FL 32789**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**Ruths Hospitality Group, Inc. [RUTH]**

3. Date of Earliest Transaction (Month/Day/Year)  
**11/10/2016**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**P&COO-Ruth's Chris Steak Hse**

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 Indirect Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	11/10/2016		S <sup>(1)</sup>		32,729	D	\$ 16.52
							<u>(2)</u>
Common Stock	11/11/2016		S <sup>(1)</sup>		8,242	D	\$ 16.64
							<u>(3)</u>

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

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SEC 1474 (9-02)

displays a currently valid OMB control number.

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	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 (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director    10% Owner    Officer    Other

Toomy Kevin W  
C/O RUTH'S HOSPITALITY GROUP, INC.  
1030 W CANTON AVE, STE 100  
WINTER PARK, FL 32789

P&COO-Ruth's Chris Steak Hse

## Signatures

/s/ Alice G. Givens, under Power of Attorney

11/14/2016

\*\*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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on September 6, 2016.

(2) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$16.50 to \$16.60, inclusive. The reporting person further undertakes to provide upon request by the Commission staff, Ruth's Hospitality Group, Inc., or a security holder of Ruth's Hospitality Group, Inc. full information regarding the number of shares sold at each separate price.

(3) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$16.50 to \$16.75, inclusive. The reporting person further undertakes to provide upon request by the Commission staff, Ruth's Hospitality Group, Inc., or a security holder of Ruth's Hospitality Group, Inc. full information regarding the number of shares sold at each separate price.

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

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