

Ruths Hospitality Group, Inc.  
Form 10-K/A  
June 25, 2009

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-K/A**

(Amendment No. 1)

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 FOR THE FISCAL YEAR ENDED DECEMBER 28, 2008

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
For the transition period from \_\_\_\_\_ to \_\_\_\_\_ .

Commission File Number 000-51485

**RUTH S HOSPITALITY GROUP, INC.**

(Exact Name of Registrant as Specified in its Charter)

Delaware  
(State or Other Jurisdiction of

72-1060618  
(I.R.S. Employer

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Incorporation or Organization)

Identification No.)

500 International Parkway, Suite 100

Heathrow, Florida  
(Address of Principal Executive Offices)

32746  
(Zip Code)

Registrant's Telephone Number, Including Area Code: (407) 333-7440

Securities Registered Pursuant to Section 12(b) of the Act:

Common stock, par value \$0.01 per share  
(Title of class)

The NASDAQ Stock Market LLC  
(Name of exchange on which registered)

Securities Registered Pursuant to Section 12(g) of the Act:

None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act (check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if smaller reporting company)

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

As of June 29, 2008, the last day of the registrant's most recently completed second fiscal quarter, the aggregate market value of the registrant's common stock, par value \$0.01 per share, held by non-affiliates of the registrant was approximately \$100,521,019.

The number of shares outstanding of the registrant's common stock as of March 13, 2009, was 24,107,986.

**DOCUMENTS INCORPORATED BY REFERENCE**

None.

**EXPLANATORY NOTE**

This Amendment on Form 10-K/A (Amendment No. 1) constitutes Amendment No. 1 to the Annual Report on Form 10-K for the fiscal year ended December 28, 2008 filed by Ruth's Hospitality Group, Inc. (the Company) with the Securities and Exchange Commission on March 13, 2009 (the Annual Report). This Amendment is being filed for the sole purpose to amend Exhibit 2.1, Exhibit 10.27, and Exhibit 10.28 to include previously omitted schedules and exhibits to these exhibits.

Except as described above, this Amendment does not change any previously reported financial results, modify or update disclosures in the Annual Report, or reflect events occurring after the date of the filing of the Annual Report.

**PART IV**

**Item 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES**

(b) Exhibits.

<b>Exhibit</b>	<b>Description</b>
2.1	Asset Purchase Agreement, dated as of November 6, 2007, between Ruth's Chris Steak House, Inc. and Cameron Mitchell Restaurants, LLC, with M. Cameron Mitchell and 1245 Properties, LLC as interveners. Certain schedules and exhibits to Exhibit 2.1 have been omitted pursuant to Item 601(b)(2) of Regulation S-K. The Company undertakes to furnish supplemental copies of any of the omitted schedules and exhibits upon request by the U.S. Securities and Exchange Commission.
10.27	First Amended and Restated Credit Agreement, dated as of February 19, 2008, by and among the Registrant, as Borrower, the Lenders listed therein, as Lenders, Wells Fargo Bank, National Association, as Administrative Agent, Bank of America, N.A., as Syndication Agent, Wachovia Bank, National Association and JPMorgan Chase Bank, N.A., as Co-Documentation Agents, and Banc of America Securities LLC and Wells Fargo Bank, National Association as  Co-Lead Arrangers.
10.28	First Amendment dated as of February 26, 2009 to the First Amended and Restated Credit Agreement dated as of February 19, 2008 with the financial institutions from time to time party thereto, Wells Fargo Bank, National Association, as administrative agent, and the guarantors listed on the signature pages thereto.
31.1	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

June 25, 2009

RUTH S HOSPITALITY GROUP, INC.

By: */s/* ROBERT M. VINCENT  
**Robert M. Vincent**

**Executive Vice President and**

**Chief Financial Officer**