

Ruths Hospitality Group, Inc.
Form DEFA14A
December 23, 2009

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): December 22, 2009

RUTH S HOSPITALITY GROUP, INC.

(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction

000-51485
(Commission

72-1060618
(IRS Employer

of incorporation)

File Number)

Identification No.)

500 International Parkway, Suite 100, Heathrow, Florida 32746

(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)

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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 8.01 Other Events

On December 22, 2009, the Company issued a press release announcing that it has entered into a Securities Purchase Agreement with Bruckmann, Rosser, Sherrill & Co. III, L.P. and BRS Coinvestor III, L.P. and that it has entered into the Second Amendment to the First Amended and Restated Credit Agreement and Limited Waiver with Wells Fargo Bank, National Association, as administrative agent and the lenders from time to time party thereto. A copy of the press release is filed as Exhibit 99.1 hereto and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

| Exhibit No. | Description |
|------------------------|--|
| 99.1 | Press release, dated December 22, 2009 |

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.

Date: December 22, 2009

/s/ Brian M. Judge
Name: Brian M. Judge
Title: Vice President and Controller

EXHIBIT INDEX

| Exhibit No. | Description |
|------------------------|---|
| 99.1 | Exhibit 99.1 Press release, dated December 22, 2009 |