

Ruths Hospitality Group, Inc.  
Form 8-K  
February 10, 2012

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

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): February 10, 2012**

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**RUTH'S HOSPITALITY GROUP, INC.**  
**(Exact name of registrant as specified in its charter)**

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**Commission File Number: 000-51485**

**Delaware**                                 **72-1060618**  
**(State or other jurisdiction of**   **(IRS Employer**  
**incorporation)**                         **Identification No.)**

**1030 W. Canton Avenue, Ste. 100**  
**Winter Park, FL 32789**  
**(Address of principal executive offices, including zip code)**

**(407) 333-7440**  
**(Registrant's telephone number, including area code)**

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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))

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**Item 2.02. Results of Operations and Financial Condition**

On February 10, 2012, the Company issued a press release announcing its earnings results for its fiscal fourth quarter ended December 25, 2011. A copy of the press release is being furnished as Exhibit 99.1.

The information in this Item 2.02 in this Current Report on Form 8-K, including Exhibit 99 hereto, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section. The information in this Item 2.02 of this Current Report on Form 8-K shall not be deemed to be incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such filing.

**Item 9.01 Financial Statements and Exhibits**

Exhibit 99.1 Press Release issued by Ruth’s Hospitality Group, Inc., dated February 10, 2012.

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**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: February 10, 2012 By: /s/ Arne G. Haak

Arne G. Haak

Executive Vice President and Chief Financial Officer

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**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press Release issued by Ruth's Hospitality Group, Inc., dated February 10, 2012.