

Ruths Hospitality Group, Inc.  
Form 8-K  
January 15, 2010

**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): January 14, 2010**

**RUTH S HOSPITALITY GROUP, INC.**

**(Exact name of Registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**  
  
**of incorporation)**

**000-51485**  
**(Commission**  
  
**File Number)**

**72-1060618**  
**(IRS Employer**  
  
**Identification No.)**

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**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)**

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 January 14, 2010, Ruth's Hospitality Group, Inc. (the Company) issued a press release announcing that it has set the terms for its previously announced rights offering. Pursuant to the rights offering, the Company will distribute at no charge to the holders of its common stock as of the close of business on January 20, 2010 one transferable subscription right for each share of common stock then owned. Each subscription right will entitle the holder to purchase 0.579232 shares of the Company's common stock at an exercise price of \$2.50 per share.

A copy of the press release is furnished herewith as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

| Exhibit No. | Description                           |
|-------------|---------------------------------------|
| 99.1        | Press release, dated January 14, 2010 |

**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: January 14, 2010

Name:  
Title:

/s/ BRIAN M. JUDGE  
**Brian M. Judge**  
**Vice President and Controller**

**EXHIBIT INDEX**

| Exhibit<br>No. | Description                           |
|----------------|---------------------------------------|
| 99.1           | Press release, dated January 14, 2010 |