



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

On May 3, 2013, Ruth's Hospitality Group, Inc. (the "Company") issued a press release announcing its earnings results for its fiscal first quarter ended March 31, 2013. A copy of the press release is attached hereto as Exhibit 99.1 and furnished herewith.

The information in this Item 2.02 in this Current Report on Form 8-K, including Exhibit 99.1 hereto (except for the text under the heading "Quarterly Cash Dividend and Share Repurchase Program" in the press release), 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 8.01. Other Events**

On May 3, 2013, the Company announced that its Board of Directors has approved the declaration of a quarterly dividend of \$0.04 per share, payable May 30, 2013, to all common shareholders of record as of the close of business on May 16, 2013.

On May 3, 2013, the Company also announced that its Board of Directors has approved a share repurchase program under which the Company is authorized to repurchase up to \$30 million of outstanding common stock from time to time in the open market or in negotiated transactions depending on share price, market conditions and other factors. The Company intends to conduct any share repurchase activities in compliance with the safe harbor provisions of Rule 10b-18 of the Exchange Act. The share repurchase program does not obligate the Company to repurchase any dollar amount or number of its shares.

A copy of the press release announcing the dividend and share repurchase program is attached as Exhibit 99.1 and the text under the heading "Quarterly Cash Dividend and Share Repurchase Program" in the press release is incorporated herein by reference.

## **Item 9.01. Financial Statements and Exhibits**

Exhibit 99.1 Press Release issued by Ruth's Hospitality Group, Inc., dated May 3, 2013.

**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: May 3, 2013 By: /s/ Arne G. Haak

Arne G. Haak

Executive Vice President and Chief Financial Officer

**EXHIBIT INDEX**

| <b>Exhibit No.</b> | <b>Description</b>   |
|--------------------|--|
| 99.1               | Press Release issued by Ruth's Hospitality Group, Inc., dated May 3, 2013. |

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