

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16, Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person* Lynch Marcy Norwood			2. Issuer Name and Ticker or Trading Symbol Ruths Hospitality Group, Inc. [RUTH]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director X Officer (give title below) _____ 10% Owner ____ Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 12/07/2020			See Remarks		
1030 W. CANTON AVE. STE 100			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) X Form filed by One Reporting Person ____ Form filed by More than One Reporting Person		
(Street) WINTER PARK, FL 32789								
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned					

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/07/2020		A		9,822	A	\$ 0 (1)	9,822	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Market Stock Units	(2)	12/07/2020		A		8,290	(2)	(2)	(2)	Common Stock	\$ 0	8,290	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lynch Marcy Norwood 1030 W. CANTON AVE. STE 100 WINTER PARK, FL 32789			See Remarks	

Signatures

/s/ Marcy Norwood Lynch 12/09/2020
Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) Consists of shares of restricted stock, granted pursuant to the Company's 2018 Omnibus Incentive Plan, 50% of which vest on December 7, 2023 and 50% of which vest on December 7, 2024.
- Consists of 8,290 market stock units (MSUs), granted pursuant to the Company's 2018 Omnibus Incentive Plan, each representing the right to receive one share of the Company's common stock (or cash equivalent value in the Company's discretion). The number of MSUs reported assumes target performance. The actual number of MSUs that may be earned
- (2) range from 0 shares to 12,435 based on the average of the closing price of the Company's common stock for the 10 consecutive trading days ending on the date of grant (referred to as Starting Average Closing Price) as compared to the average closing share price of the Company's common stock for the 10 consecutive trading days ending on December 7, 2023 (referred to as Ending Average Closing Price). The earned MSUs vest 50% on December 7, 2023 and 50% on December 7, 2024.

Remarks:

SVP, GENERAL COUNSEL AND CORPORATE SECRETARY

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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