

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**

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

1. Name and Address of Reporting Person * <u>Lynch Marcy Norwood</u>  (Last) (First) (Middle) 1030 W. CANTON AVE. SUITE 100  (Street) WINTER PARK FL 32789  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Ruths Hospitality Group, Inc. [ RUTH ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) Other (specify below) X SVP-General Counsel
	3. Date of Earliest Transaction (Month/Day/Year) 03/01/2023	
	4. If Amendment, Date of 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

**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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/01/2023		A		11,911	A	(1)	57,026	D	

**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 Securities Underlying Derivative Security (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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Performance Share Units	(2)	03/01/2023		A		11,911		(3)	(3)	Common Stock	11,911	(3)	38,112	D	

**Explanation of Responses:**

- Consists of shares of restricted stock, granted pursuant to the Company's 2018 Omnibus Incentive Plan, which vest 40% on March 13, 2024, 40% on March 13, 2025, and 20% on March 13, 2026.
- Each Performance Share Unit (PSU) represents the right to receive, following vesting, up to 200% of one share of RUTH common stock. The number of PSUs reported assumes target performance. The number of shares of RUTH stock acquired upon vesting of the PSUs is contingent upon the achievement of pre-established performance metrics, as approved by the Company's Compensation Committee, over a three year performance period beginning with the first day of the fiscal year of the grant date and ending on the last day of the fiscal year of the second anniversary of the grant date.
- Unless earlier forfeited under the terms of the PSU, each PSU vests and converts into no more than 200% of one share of RUTH common stock on March 13, 2026.

**Remarks:**

/s/ Marcy Norwood Lynch, Under Power of Attorney 03/03/2023

\*\* Signature of Reporting Person Date

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

\* 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).

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.