

Ryman Hospitality Properties, Inc.  
Form 8-K  
May 10, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 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): May 10, 2013 (May 9, 2013)**

**RYMAN HOSPITALITY PROPERTIES, INC.**

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

**Delaware**  
**(State or other jurisdiction**

**of incorporation)**

**1-13079**  
**(Commission**

**File Number)**

**73-0664379**  
**(I.R.S. Employer**

**Identification No.)**

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**One Gaylord Drive**

**Nashville, Tennessee**  
(Address of principal executive offices)

**Registrant's telephone number, including area code: (615) 316-6000**

**37214**  
(Zip 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 (*see* General Instruction A.2. below):

- .. 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 5.07. Submission of Matters to a Vote of Security Holders.**

On May 9, 2013, Ryman Hospitality Properties, Inc. (the Company) held its annual meeting of stockholders (the Annual Meeting). As of the record date for the Annual Meeting, there were 51,646,396 shares of the Company's common stock outstanding and entitled to vote on all matters presented to the Company's stockholders at the Annual Meeting. Holders of 47,683,266 shares of the Company's common stock were present in person or represented by proxy at the Annual Meeting. The following proposals were voted on and approved by the Company's stockholders at the Annual Meeting:

**MANAGEMENT PROPOSALS:**

1. Election to the Company's Board of Directors of the following eight director nominees:

	For	Against	Abstain	Broker Non-Votes
Michael J. Bender	32,078,857	13,147,306	81,129	2,375,974
E.K. Gaylord II	44,704,399	418,971	183,922	2,375,974
Ralph Horn	44,500,881	733,316	73,095	2,375,974
Ellen Levine	44,742,898	498,376	66,018	2,375,974
Robert S. Prather, Jr.	44,737,874	496,197	73,221	2,375,974
Colin V. Reed	45,119,544	112,535	75,213	2,375,974
Michael D. Rose	45,138,180	95,822	73,290	2,375,974
Michael I. Roth	43,754,312	1,480,337	72,643	2,375,974

2. Ratification of the appointment of Ernst & Young LLP as the Company's registered independent public accounting firm for the 2013 fiscal year:

For	Against	Abstentions
46,736,431	931,068	15,767

3. Approval, on an advisory basis, of the compensation of the Company's named executive officers as disclosed in the Company's 2013 proxy statement (i.e., say-on-pay):

For	Against	Abstentions	Broker Non-Votes
40,890,368	713,005	3,703,919	2,375,974

**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.

RYMAN HOSPITALITY PROPERTIES, INC.

Date: May 10, 2013

By: /s/ Scott J. Lynn  
Name: Scott J. Lynn  
Title: Senior Vice President, General Counsel and Secretary