

ROSSER HAROLD O II  
Form 3  
February 16, 2010

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

OMB APPROVAL

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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â ROSSER HAROLD O II		(Month/Day/Year)	Ruths Hospitality Group, Inc. [RUTH]	
(Last)	(First)	(Middle)	02/12/2010	
C/O RUTH'S HOSPITALITY GROUP, INC., Â 500 INTERNATIONAL PARKWAY, SUITE 100			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
			<input checked="" type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
			<input type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below) (specify below)	
HEATHROW, Â FL Â 32746			6. Individual or Joint/Group Filing(Check Applicable Line)	
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Form filed by One Reporting Person	
			<input type="checkbox"/> Form filed by More than One Reporting Person	

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

**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 control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Series A 10% Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	6,833,694 (2)	\$ 2.9 (4)	I (5)	By Bruckmann, Rosser, Sherrill & Co. III, L.P. (2)
Series A 10% Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	1,786,996 (3)	\$ 2.9 (4)	I (5)	By BRS Coinvestor III, L.P. (3)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROSSER HAROLD O II C/O RUTH'S HOSPITALITY GROUP, INC. 500 INTERNATIONAL PARKWAY, SUITE 100 HEATHROW, FL 32746	Â X	Â	Â	Â

## Signatures

Harold O. Rosser II 02/08/2010

\*\*Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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) The Series A 10% Convertible Preferred Stock is convertible into Common Stock at any time, at the holder's election, and is subject to the terms and conditions of the Securities Purchase Agreement among Ruth's Hospitality Group, Inc., Bruckmann, Rosser, Sherrill & Co. III, L.P. and BRS Coinvestor III, L.P., dated December 22, 2009 and the Certificate of Designations governing the Series A 10% Convertible Preferred Stock, and has no expiration date.
- (2) Bruckmann, Rosser, Sherrill & Co. III, L.P. is the direct owner of 19,817.71285 shares of Series A 10% Convertible Preferred Stock, which are convertible into approximately 6,833,694 shares of Common Stock.
- (3) BRS Coinvestor III, L.P. is the direct owner of 5,182.28715 shares of Series A 10% Convertible Preferred Stock, which are convertible into approximately 1,786,996 shares of Common Stock.
- (4) The Series A 10% Convertible Preferred Stock is convertible into shares of Common Stock at a rate of 344.828 shares of Common Stock per \$1,000 of liquidation preference of the Series A 10% Convertible Preferred Stock, subject to anti-dilution adjustments, representing an initial conversion price of \$2.90 per share of Common Stock.
- (5) These securities are held directly by Bruckmann, Rosser, Sherrill & Co. III, L.P., a Delaware limited partnership (the "Fund"), and BRS Coinvestor III, L.P., a Delaware limited partnership (the "Co-Invest Fund"). The sole general partner of the Fund is BRS GP III, L.P., a Delaware limited partnership, of which the sole general partner is Bruckmann, Rosser, Sherrill & Co. III, L.L.C., a Delaware limited liability company ("BRS III"). The sole general partner of the Co-Invest Fund is BRS Coinvestor GP III, L.L.C., a Delaware limited liability company ("BRS Co-Investor GP"). The Reporting Person is a member of the Board of Managers of BRS III and BRS Co-Investor GP.

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**Remarks:**

The Reporting Person disclaims beneficial ownership of the securities reported herein except to the extent of the following:

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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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