





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

On July 27, 2012, the Company issued a press release announcing its earnings results for its fiscal second quarter ended June 24, 2012. A copy of the press release is being furnished as Exhibit 99.1.

The information in this Item 2.02 in this Current Report on Form 8-K, including Exhibit 99 hereto, 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 9.01 Financial Statements and Exhibits**

Exhibit 99.1 Press Release issued by Ruth’s Hospitality Group, Inc., dated July 27, 2012.

**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: July 27, 2012 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 July 27, 2012.