

Ruths Hospitality Group, Inc.  
Form DEFA14A  
April 19, 2013

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

Washington, D.C. 20549

**SCHEDULE 14A INFORMATION**

**Proxy Statement Pursuant to Section 14(a) of the**

**Securities Exchange Act of 1934**

**(Amendment No.    )**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

**Confidential, for Use of the Commission Only** (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material under § 240.14a-12

**RUTHS HOSPITALITY GROUP, INC**

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

**\*\*\* Exercise Your *Right* to Vote \*\*\***

**Important Notice Regarding the Availability of Proxy Materials for the  
Shareholder Meeting to Be Held on May 30, 2013.**

**RUTH S HOSPITALITY GROUP, INC.**

*RUTH S HOSPITALITY GROUP, INC.*

*1030 W. CANTON AVENUE*

*SUITE 100*

*WINTER PARK, FLORIDA 32789*

**Meeting Information**

**Meeting Type:** Annual Meeting  
**For holders as of:** April 4, 2013  
**Date:** May 30, 2013     **Time:** 1:00 PM EDT  
**Location:** Mitchell's Fish Market  
Winter Park Village  
460 North Orlando Avenue, Suite 122  
Winter Park, Florida 32789

For directions call: Melissa Gillespie at 407.829.3469

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You are receiving this communication because you hold shares in the company named above.

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at [www.proxyvote.com](http://www.proxyvote.com) or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

**See the reverse side of this notice to obtain proxy materials and voting instructions.**



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**Vote By Mail:** You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

**Voting Items**

**The Board of Directors recommends you vote FOR the following:**

1. Election of Directors

**Nominees**

- |                          |                       |
|--------------------------|-----------------------|
| 01) Michael P. O'Donnell | 04) Bannus B. Hudson  |
| 02) Robin P. Selati      | 05) Robert S. Merritt |
| 03) Carla R. Cooper      | 06) Alan Vituli       |

**The Board of Directors recommends you vote FOR the following proposals:**

2. Amendment to the Ruth's Hospitality Group, Inc. Amended and Restated 2005 Long-Term Equity Incentive Plan.
3. Ratification of the appointment of KPMG LLP as the Company's independent registered public accounting firm for fiscal year 2013.

**NOTE:** Such other business as may properly come before the meeting or any adjournment thereof.



