SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

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1. Name and Address of Reporting Person*						2. Issuer Name and Ticker or Trading Symbol <u>Ryman Hospitality Properties, Inc.</u> [RHP]							5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
<u>REED COLIN V</u>														or		10% O	wner	
(Last) ONE GA) (First) (Middle) E GAYLORD DRIVE					3. Date of Earliest Transaction (Month/Day/Year) 02/20/2020								Officer (give title Other (specify below) Chairman & CEO				
(Street)					4. If Am	4. If Amendment, Date of Original Filed (Month/Day/Year)							6. Individual or Joint/Group Filing (Check Applicable Line)					
NASHVILLE TN 37214													Form filed by One Reporting Person					
(City)	(9	State)	(Zip)											Form filed by More than One Reporting Person			rting	
		Ta	ble I - Noi	n-Deriv	ative Se	ecurities Ac	quired	l, Dis	spc	osed of,	or Ber	eficiall	y Owned					
1. Title of Security (Instr. 3) Date (Month/D						2A. Deemed Execution Date if any (Month/Day/Yea	Code	Transaction Code (Instr.		4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4 5)			4 and Securities Beneficially Owned Following		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership	
									1	Amount	(A) or (D)	Price	Transac	Reported Transaction(s) (Instr. 3 and 4)			(Instr. 4)	
						urities Acq Is, warrants	,			,			Owned					
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of			Transaction Code (Instr.	5. Number of Derivative Securities	Expirati	. Date Exercisable and Expiration Date Month/Day/Year)			7. Title and Amount of Securities Underlying Derivative Security		8. Price of Derivative Security (Instr. 5)	9. Numb derivativ Securitie Beneficia	es	10. Ownership Form: Direct (D)	11. Natur of Indire Beneficia Ownersh		

(Instr. 3) Price of Derivative Security			(Month/Day/Year)	8)		Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)				Derivative Security (Instr. 3 and 4)		(Instr. 5)	Owned	Direct (D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Expiration Exercisable Date Titl		Title	Amount or Number of Shares				
Restricted Stock Unit	\$0.00	02/20/2020		A		18,571		03/15/2021 ⁽¹⁾	03/15/2024	Common Stock	18,571	\$0.00	18,571	D	
Restricted Stock Unit	\$0.00	02/20/2020		A		16,811		03/15/2023 ⁽²⁾	03/15/2023	Common Stock	16,811	\$0.00	16,811	D	

Explanation of Responses:

1. Time-based resticted stock units vest ratably over four years beginning on March 15, 2021.

2. Performance-based restricted stock units will vest on March 15, 2023 between 0% and 150% of the "target" performance level (the number of shares listed herein) based on the Company's achievement of total stockholder return relative to the median of two peer groups designated by the Company's compensation committee.

Remarks:

Scott J. Lynn, Attorney-in-Fact 02/2<u>1/2020</u> for Colin V. Reed

** 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.