Common Stock

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT	OF CHANGE	S IN BENEF	FICIAL OW	NERSHIP

03/15/2021

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OMB APPROVAL										
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

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1. Name and Address of Reporting Person* <u>Chaffin Patrick S</u>				2. Issuer Name and Ticker or Trading Symbol Ryman Hospitality Properties, Inc. [RHP]							ationship of Reportin k all applicable) Director	Ssuer			
											Officer (give title		(specify		
(Last) ONE GAYLOR	(First) D DRIVE	(Middle)		3. Date of Earliest Transaction (Month/Day/Year) 03/15/2021							X Officer (give falle Officer (specify below) EVP & COO				
(Street)				4. If Amendment, Date of Original Filed (Month/Day/Year)						6. Indi Line)	6. Individual or Joint/Group Filing (Check Applicable Line)				
NASHVILLE	TN	37214									Form filed by One Reporting Person Form filed by More than One Reporting				
(City)	(State)	(Zip)									Person				
	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned														
1. Title of Security (Instr. 3) 2. Transar Date (Month/Date					2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 5)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership		
					Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)			
Common Stock			03/15/2	2021		М		707	A	\$0.00	17,265	D			
Common Stock			03/15/2	2021		F		279 ⁽¹⁾	D	\$0.00	16,986	D			
Common Stock 03			03/15/2	2021		М		674	A	\$0.00	17,660	D			

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

м

F

M

F

M

F

266⁽²⁾

672

265⁽³⁾

898

354(4)

3,383

1,332(5)

D

A

D

A

D

A

D

\$0.00

\$0.00

\$0.00

\$0.00

\$0.00

\$0.00

\$0.00

17,394

18,066

17,801

18,699

18,345

21,728

20,396

D

D

D D

D

D

D

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code (8)		of		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	\$0.00	03/15/2021		M			707	03/15/2021	03/15/2021	Common Stock	707	\$0.00	0	D	
Restricted Stock Unit	\$0.00	03/15/2021		M			674	03/15/2021	03/15/2022	Common Stock	674	\$0.00	661	D	
Restricted Stock Units	\$0.00	03/15/2021		М			672	03/15/2021	03/15/2023	Common Stock	672	\$0.00	1,333	D	
Restrictd Stock	\$0.00	03/15/2021		M			898	03/15/2021	03/15/2024	Common Stock	898	\$0.00	2,694	D	
Restricted Stock	\$0.00	03/15/2021		M			3,383	03/15/2021	03/15/2021	Common Stock	3,383	\$0.00	0	D	

Explanation of Responses:

- 1. Represents shares withheld to satisfy Mr. Chaffin's tax withholding obligation with respect to the 707 shares of common stock issued upon the vesting of time-based restricted stock units (including accrued dividend equivalent units payable in additional shares of common stock) on 03/15/2021. Mr. Chaffin retained the remaining 428 shares.
- 2. Represents shares withheld to satisfy Mr. Chaffin's tax withholding obligation with respect to the 674 shares of common stock issued upon the vesting of time-based restricted stock units (including accrued dividend equivalent units payable in additional shares of common stock) on 03/15/2021. Mr. Chaffin retained the remaining 408 shares.
- 3. Represents shares withheld to satisfy Mr. Chaffin's tax withholding obligation with respect to the 672 shares of common stock issued upon the vesting of time-based restricted stock units (including accrued dividend equivalent units payable in additional shares of common stock) on 03/15/2021. Mr. Chaffin retained the remaining 407 shares
- 4. Represents shares withheld to satisfy Mr. Chaffin's tax withholding obligation with respect to the 898 shares of common stock issued upon the vesting of time-based restricted stock units (including accrued dividend equivalent units payable in additional shares of common stock) on 03/15/2021. Mr. Chaffin retained the remaining 544 shares.
- 5. Represents shares withheld to satisfy Mr. Chaffin's tax withholding obligation with respect to the 3,383 shares of common stock issued upon the vesting of performance-based restricted stock units on 3/15/21. Mr. Chaffin retained the remaining 2,051 shares.

Remarks:

Scott J. Lynn, Attorney-in-Fact 03/16/2021 for Patrick S. Chaffin

Date

** Signature of Reporting Person

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.