
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): March 9, 2016 (March 7, 2016)

RYMAN HOSPITALITY PROPERTIES, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

1-13079
(Commission
File Number)

73-0664379
(I.R.S. Employer
Identification No.)

One Gaylord Drive
Nashville, Tennessee
(Address of principal executive offices)

37214
(Zip Code)

Registrant's telephone number, including area code: (615) 316-6000

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-
-

ITEM 5.02. DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS.

On March 8, 2016, the members of the Board of Directors (the “Board”) of Ryman Hospitality Properties, Inc., a Delaware corporation (the “Company”), expanded the size of the Board from ten to eleven members and appointed Rachna Bhasin to fill the vacancy created thereby. The Board has determined that Ms. Bhasin qualifies as an independent director within the meaning of the New York Stock Exchange listing standards. Ms. Bhasin has not been named to any committee of the Board at this time. Ms. Bhasin will hold office until the Company’s 2016 annual meeting of stockholders, at which time she will be considered for election for a one year term expiring in 2017.

Ms. Bhasin’s compensation for her services as director will be consistent with that of the Company’s other non-employee directors, as described in Exhibit 10.32 to the Company’s 2015 Annual Report on Form 10-K filed with the Securities and Exchange Commission (the “SEC”) on February 26, 2016. Other than the foregoing standard compensation arrangements, there are no other arrangements or understandings between Ms. Bhasin and any other person pursuant to which she was appointed as a director. Ms. Bhasin is not a party to any transaction with the Company that would require disclosure under Item 404(a) of Regulation S-K.

A copy of the press release announcing Ms. Bhasin’s appointment to the Board is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

ITEM 7.01. REGULATION FD DISCLOSURE.

On March 7, 2016, certain subsidiaries of the Company, entered into a series of agreements with affiliates of RIDA Development Corporation (“RIDA”) and Ares Management, L.P. (“Ares”) with respect to an equity investment in the Gaylord Rockies Resort & Convention Center in Aurora, Colorado (the “Hotel Project”), which is currently being developed by RIDA and Ares. The Hotel Project, which will be managed by an affiliate of Marriott International, Inc. (“Marriott”) pursuant to a long-term management contract, is expected to consist of a 1,500 room resort hotel with over 485,000 square feet of exhibition, meeting, pre-function and outdoor space. The Hotel Project, which is estimated to be completed in late 2018, has a total estimated project cost of approximately \$800 million.

The Company acquired a 35% interest in a limited liability company which will own, through a wholly owned subsidiary, the real property comprising the Hotel Project in exchange for a capital contribution expected to total \$86.1 million. Simultaneously, the Company also acquired a 35% interest in a limited liability company which will, through a wholly owned subsidiary, lease the Hotel Project from the property owner and assume the Marriott management agreement prior to opening of the Hotel Project. The Company funded a portion of its capital contribution at closing, and the Company expects to fund the remainder of its capital contribution during the remainder of 2016 and early 2017. The Company’s capital contributions will be funded from available cash on hand and borrowings under its revolving credit facility.

The terms of the Company’s investment provide that the Company will have the ability to approve certain major decisions affecting the Hotel Project, including but not limited to operating budgets, major capital expenditures, material transactions involving the Hotel Project, and approval of designated hotel senior management. The Company also has a right of first offer to acquire the remainder of the Hotel Project and designated rights to participate in any sales process with respect to the Hotel Project after exercise of its first offer rights.

An affiliate of the Company will provide designated asset management services on behalf of the Hotel Project during the pre-construction period in exchange for a flat fee and after opening of the Hotel Project in exchange for a fee based on the Hotel Project's gross revenues on an annual basis.

In connection with the Hotel Project the Company agreed to provide certain guarantees of the Hotel Project's construction loan and mezzanine debt, including a repayment guarantee of up to \$21 million of the total \$500 million principal amount of the construction loan previously obtained from a consortium of eight banks (with Wells Fargo as lead agent), with such amount reducing to \$14 million and further reducing to \$8.75 million upon the Hotel Project's satisfaction of designated debt service coverage requirements following completion.

On March 9, 2016, the Company issued a press release regarding the Hotel Project described in this Item 7.01 (the "Press Release"). A copy of the Press Release, which is incorporated by reference into this filing in its entirety, is attached to this Current Report on Form 8-K as [Exhibit 99.2](#).

The information furnished under this Item 7.01 of this Current Report on Form 8-K, including [Exhibit 99.2](#), shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section.

Cautionary Note Regarding Forward-Looking Statements

This Current Report on Form 8-K contains "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements are generally identifiable by use of forward-looking terminology such as "will," "expects," "intends" or other similar words or expressions. These statements are based on the Company's current expectations and beliefs and are subject to risks and uncertainties that could cause actual results to differ materially from those described in the forward-looking statements. The Company can give no assurance that its expectations will be attained. Factors that can cause actual results to differ materially from the Company's expectations include, but are not limited to: delays in construction and development of the Hotel Project; financing requirements; risks associated with being a non-managing member of a joint venture; construction cost overruns; volatility in equity or debt markets; rising interest rates; rising insurance premiums; a substantial deterioration in economic conditions; and risks related to natural disasters. Additional information concerning risks and uncertainties that could cause differences between actual results and forward-looking statements are described in the filings made from time to time by the Company with the SEC, including the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2015. All forward-looking statements in this Current Report on Form 8-K are based upon information available to the Company on the date of this Current Report on Form 8-K, and, except as may be required by law, the Company does not undertake any obligation to release publicly any revisions to forward-looking statements made by it to reflect events or circumstances occurring after the date hereof or the occurrence of unanticipated events.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

(d) Exhibits

99.1 Press Release of Ryman Hospitality Properties, Inc., dated March 9, 2016, regarding Rachna Bhasin.

99.2 Press Release of Ryman Hospitality Properties, Inc., dated March 9, 2016, regarding the Hotel Project.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

RYMAN HOSPITALITY PROPERTIES, INC.

Date: March 9, 2016

By: /s/ Scott J. Lynn

Name: Scott Lynn

Title: Senior Vice President, General Counsel and Secretary

INDEX TO EXHIBITS

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release of Ryman Hospitality Properties, Inc., dated March 9, 2016, regarding Rachna Bhasin.
99.2	Press Release of Ryman Hospitality Properties, Inc., dated March 9, 2016, the Hotel Project.



RACHNA BHASIN JOINS RYMAN HOSPITALITY PROPERTIES BOARD OF DIRECTORS

NASHVILLE, Tenn. – (March 9, 2016) – Rachna Bhasin, Chief Business Officer of Magic Leap, Inc., has been elected to the Board of Directors of Ryman Hospitality Properties, Inc. (NYSE:RHP) effective today.

Ms. Bhasin’s election follows a Board vote during a meeting held on March 8, 2016. With this addition, the Ryman Hospitality Properties Board of Directors will expand to eleven members.

“Rachna brings extensive technology, brand building and media industry expertise to our company, and I am very excited to have her perspective on our Board, especially as we continue to develop our media and entertainment business,” said Colin V. Reed, chairman and chief executive officer of Ryman Hospitality Properties. “Rachna’s addition to the Board, along with that of our other new member, Bill Hagerty, ensures that we are well-positioned to continue executing on our Company’s strategic growth initiatives.”

Ms. Bhasin joins the current Ryman Hospitality Properties Board of Directors, which is comprised of:

- Michael J. Bender, COO, Global E-Commerce, Wal-Mart Stores, Inc.
- E. K. Gaylord II, President, Eleven Sands Exploration and Chairman, E.K. Capital
- William F. Hagerty, IV, Co-Founder and Managing Director, Hagerty, Peterson and Company
- D. Ralph Horn, Chairman of the Board (Retired), First Horizon National Corp. and First Tennessee Bank, National Association
- Ellen R. Levine, Editorial Director, Hearst Magazines
- Patrick Q. Moore, Executive Vice President, Chief Strategy and Corporate Development Officer, YP Holdings
- Robert S. Prather, Jr., President and CEO, Heartland Media, LLC
- Colin V. Reed, Chairman and CEO, Ryman Hospitality Properties
- Michael D. Rose, Chairman, Midaro Investments
- Michael I. Roth, Chairman and CEO, The Interpublic Group of Companies, Inc.

Ms. Bhasin has been Chief Business Officer of Magic Leap, Inc., the leading pioneer in digital lightfield technology, since October 2015. Prior to that, she was Senior Vice President of Corporate Strategy and Business Development at SiriusXM Radio, where she led a team focused on the identification, development and execution of new business initiatives. Previously, Ms. Bhasin was General Manager, Strategic Partnerships and Personalization, at Dell, Inc. She was also Vice President of Business Development at EMI Music, North America.

Ms. Bhasin serves on the board of the GRAMMY Foundation, and is also a member of the Strategic Advisory Council for Mouse, a national youth development nonprofit that seeks to empower students with technology.

Ms. Bhasin is a graduate of Victoria University of Wellington, in New Zealand, and holds an MBA from Harvard Business School.

About Ryman Hospitality Properties, Inc.

Ryman Hospitality Properties, Inc. (NYSE: RHP) is a REIT for federal income tax purposes, specializing in group-oriented, destination hotel assets in urban and resort markets. The Company's owned assets include a network of four upscale, meetings-focused resorts totaling 7,795 rooms that are managed by lodging operator Marriott International, Inc. under the Gaylord Hotels brand. Other owned assets managed by Marriott International, Inc. include Gaylord Springs Golf Links, the Wildhorse Saloon, the General Jackson Showboat, The Inn at Opryland, a 303-room overflow hotel adjacent to Gaylord Opryland and AC Hotel Washington, DC at National Harbor, a 192-room hotel near Gaylord National. The Company also owns and operates media and entertainment assets, including the Grand Ole Opry (opry.com), the legendary weekly showcase of country music's finest performers for 90 years; the Ryman Auditorium, the storied former home of the Grand Ole Opry located in downtown Nashville; and 650 AM WSM, the Opry's radio home. For additional information about Ryman Hospitality Properties, visit www.rymanhp.com.

Investor Relations Contacts:

Mark Fioravanti, President and Chief
Financial Officer
Ryman Hospitality Properties, Inc.
(615) 316-6588
mfioravanti@rymanhp.com

~or~

Todd Siefert, Vice President of Corporate
Finance & Treasurer
Ryman Hospitality Properties, Inc.
(615) 316-6344
tsiefert@rymanhp.com

Media Contacts:

Brian Abrahamson, Vice President of
Corporate Communications
Ryman Hospitality Properties, Inc.
(615) 316-6302
babrahamson@rymanhp.com

~or~

Josh Hochberg or Dan Zacchei
Sloane & Company
(212) 446-1892 or (212) 446-1882
jhochberg@sloanepr.com dzacchei@sloanepr.com



RYMAN HOSPITALITY PROPERTIES ANNOUNCES INVESTMENT IN GAYLORD ROCKIES RESORT AND CONVENTION CENTER PROJECT

NASHVILLE, Tenn. – (March 9, 2016) – Ryman Hospitality Properties, Inc. (NYSE:RHP) (“Ryman” or “the Company”) announced today that it has acquired a 35 percent equity ownership stake in the Gaylord Rockies Resort and Convention Center project in Aurora, Colorado, with an expected aggregate investment of approximately \$86 million. RIDA Development Corp. and Ares Management, L.P. are leading the owner and development partnership and Marriott International, Inc. (NASDAQ:MAR) will manage the hotel and convention center. The property is currently under construction and is scheduled to open in late 2018. Under the terms of our agreement, RIDA will continue in its role as managing partner and developer. Today’s announcement represents a minority stake by Ryman Hospitality Properties and has no effect on the project’s previously announced scope, design, budget, timing, development team or hotel management.

RIDA and Ares previously announced the closing of a \$500 million construction loan in December of 2015 to develop the 1,500 room resort hotel with over 485,000 square feet of exhibition, meeting, pre-function and outdoor space, eight food and beverage outlets, a \$25 million waterpark, and other high quality amenities. Located less than ten minutes from the Denver International Airport, one of the most well-traveled and accessible airports in the world, and 25 minutes from downtown Denver, the resort will be ideally situated for both business and leisure travelers.

Colin Reed, chairman and chief executive officer of Ryman Hospitality Properties, said, “We have always been strong believers in the development of a Gaylord Hotels branded property in Colorado, which we consistently hear from meeting planners and customers is one of the most desirable tourist and business travel destinations in the United States. Further, we know the dynamics necessary for this type of hotel to succeed better than anyone – and we are confident that a resort of this caliber, in a highly strategic western location bearing the distinguished Gaylord Hotels brand, will appeal to new customers as well as existing group customers who rotate through the Gaylord network. We are also encouraged by the lack of new competitive supply of hotels with more than 1,000 rooms slated to open in the foreseeable future.”

Reed continued, “This investment provides us with the right vehicle by which to make a strategic, long-term investment in a project that we are confident will bring a strong return for our shareholders, without having the full development cost on our company’s balance sheet. In addition, we are partnering with a best-in-class group of hospitality and development experts: RIDA, Ares and Marriott.”

RIDA Development Corp CEO Ira Mitzner said, “We are pleased to welcome Ryman Hospitality into the project. Their synergistic expertise as owners of the four existing Gaylord Hotels will greatly inure to the benefit of the Gaylord Rockies.”

Mike Stengel, senior vice-president of Gaylord Hotels, added, “We are pleased for Ryman Hospitality Properties to join the owner partnership for Gaylord Rockies. They have been supportive partners since the Gaylord Hotels brand joined the Marriott portfolio in October of 2012, and this new collaboration will strengthen both the Rockies project as well as our partnership going forward.”

Lee Neibart, chairman of the Ares Real Estate Group, said, “We are pleased to welcome Ryman to this project, especially since it has significant expertise in owning and operating Gaylord properties. We are excited about the knowledge and resources that it will bring to the Gaylord Rockies Resort & Convention Center.”

About Ryman Hospitality Properties, Inc.

Ryman Hospitality Properties, Inc. (NYSE: RHP) is a REIT for federal income tax purposes, specializing in group-oriented, destination hotel assets in urban and resort markets. The Company’s owned assets include a network of four upscale, meetings-focused resorts totaling 7,795 rooms that are managed by lodging operator Marriott International, Inc. under the Gaylord Hotels brand. Other owned assets managed by Marriott International, Inc. include Gaylord Springs Golf Links, the Wildhorse Saloon, the General Jackson Showboat, The Inn at Opryland, a 303-room overflow hotel adjacent to Gaylord Opryland and AC Hotel Washington, DC at National Harbor, a 192-room hotel near Gaylord National. The Company also owns and operates media and entertainment assets, including the Grand Ole Opry (opry.com), the legendary weekly showcase of country music’s finest performers for 90 years; the Ryman Auditorium, the storied former home of the Grand Ole Opry located in downtown Nashville; and 650 AM WSM, the Opry’s radio home. For additional information about Ryman Hospitality Properties, visit www.rymanhp.com.

About Marriott International, Inc.

Marriott International, Inc. (NASDAQ: MAR) is a global leading lodging company based in Bethesda, Maryland, USA, with more than 4,400 properties in 87 countries and territories. Marriott International reported revenues of more than \$14 billion in fiscal year 2015. The company operates and franchises hotels and licenses vacation ownership resorts under 19 brands. For more information or reservations, please visit our website at www.marriott.com, and for the latest company news, visit www.marriottnewscenter.com.

About Gaylord Hotels

Gaylord Hotels®, part of the Marriott portfolio of brands, offers extraordinary environments with “everything in one place”—diverse dining options, a full-service spa, pools, top-notch entertainment, shopping and more. Current locations include Gaylord Opryland in Nashville,

Tennessee; Gaylord Palms in Kissimmee, Florida; Gaylord Texan in Grapevine, Texas; Gaylord National on the Potomac in National Harbor, Maryland; and The Inn at Opryland in Nashville. For more information, visit www.GaylordHotels.com.

About RIDA Development

RIDA Development Corporation has achieved an international reputation for creating innovative, high quality, and successful real estate ventures. Headquartered in Houston, Texas and founded in 1972 by David Mitzner, RIDA operates major divisions in Texas, Florida, and Europe. RIDA is among one of Poland's largest and most well - known private investment groups, and its Polish portfolio alone is valued at more than \$2 Billion. In the United States RIDA has become one of the South's most active development groups and is currently managing and developing projects worldwide of retail, office, distribution, residential, hotel and mixed- use land developments with a value in excess of \$5 billion. As one of the most active conference hotel developers in the last decade, RIDA's major hotel development projects have earned it a reputation as one of the industry's most creative development teams.

About Ares Management, L.P.

Ares Management, L.P. is a publicly traded, leading global alternative asset manager with approximately \$94 billion of assets under management as of December 31, 2015 and more than 15 offices in the United States, Europe and Asia. Since its inception in 1997, Ares has adhered to a disciplined investment philosophy that focuses on delivering strong risk-adjusted investment returns throughout market cycles. Ares believes each of its distinct but complementary investment groups in Credit, Private Equity and Real Estate is a market leader based on assets under management and investment performance. Ares was built upon the fundamental principle that each group benefits from being part of the greater whole.

Cautionary Note Regarding Forward-Looking Statements

This press release contains "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements are generally identifiable by use of forward-looking terminology such as "will," "expects," "intends" or other similar words or expressions. These statements are based on the Company's current expectations and beliefs and are subject to risks and uncertainties that could cause actual results to differ materially from those described in the forward-looking statements. The Company can give no assurance that its expectations will be attained. Factors that can cause actual results to differ materially from the Company's expectations include, but are not limited to: delays in construction and development of the Gaylord Rockies Resort and Convention Center; financing requirements; risks associated with being a non-managing member of a joint venture; construction cost overruns; volatility in equity or debt markets; rising interest rates; rising insurance premiums; a substantial deterioration in economic conditions; and risks related to natural disasters. Additional information concerning risks and uncertainties that could cause differences between actual results and forward-looking statements are described in the filings made from time to time by the Company with the SEC, including the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2015. All forward-looking statements in this press release are based upon information available to the Company on the date of this press release, and, except as may be required by law, the Company does not undertake any obligation

to release publicly any revisions to forward-looking statements made by it to reflect events or circumstances occurring after the date hereof or the occurrence of unanticipated events.

Investor Relations Contacts:

Mark Fioravanti, President and Chief
Financial Officer
Ryman Hospitality Properties, Inc.
(615) 316-6588
mfioravanti@rymanhp.com

~or~

Todd Siefert, Vice President of Corporate
Finance & Treasurer
Ryman Hospitality Properties, Inc.
(615) 316-6344
tsiefert@rymanhp.com

Media Contacts:

Brian Abrahamson, Vice President of
Corporate Communications
Ryman Hospitality Properties, Inc.
(615) 316-6302
babrahamson@rymanhp.com

~or~

Josh Hochberg or Dan Zacchei

Sloane & Company
(212) 446-1892 or (212) 446-1882
jhochberg@sloanepr.com
dzacchei@sloanepr.com