SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person[*] FIORAVANTI MARK (Last) (First) (Middle) ONE GAYLORD DRIVE (Street) NASHVILLE TN 37214 (City) (State) (Zip)	**2. Issuer Name and Ticker or Trading Symbol** Ryman Hospitality Properties, Inc. [RHP] **3. Date of Earliest Transaction (Month/Day/Year)** 03/15/2020 **4. If Amendment, Date of Original Filed (Month/Day/Year)**	**5. Relationship of Reporting Person(s) to Issuer** (Check all applicable) Director ____ 10% Owner ____ X Officer (give title below) ____ Other (specify below) ____ President & CFO **6. Individual or Joint/Group Filing (Check Applicable Line)** X Form filed by One Reporting Person ____ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/15/2020		M		2,314	A	$0.00	180,651	D	
Common Stock	03/15/2020		F		911[(1)]	D	$0.00	179,740	D	
Common Stock	03/15/2020		M		1,653	A	$0.00	181,393	D	
Common Stock	03/15/2020		F		651[(2)]	D	$0.00	180,742	D	
Common Stock	03/15/2020		M		8,720	A	$0.00	189,462	D	
Common Stock	03/15/2020		F		3,432[(3)]	D	$0.00	186,030	D	
Common Stock	03/15/2020		M		1,559	A	$0.00	187,589	D	
Common Stock	03/15/2020		F		614[(4)]	D	$0.00	186,975	D	
Common Stock	03/15/2020		M		1,308	A	$0.00	188,283	D	
Common Stock	03/15/2020		F		515[(5)]	D	$0.00	187,768	D	

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

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. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		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	03/15/2020		M			2,314	03/15/2020	03/15/2020	Common Stock	2,314	$0.00	0	D	
Restricted Stock Units	$0.00	03/15/2020		M			1,653	03/15/2020	03/15/2021	Common Stock	1,653	$0.00	1,660	D	
Restricted Stock Units	$0.00	03/15/2020		M			8,720	03/15/2020	03/15/2020	Common Stock	8,720	$0.00	0	D	
Restricted Stock Units	$0.00	03/15/2020		M			1,559	03/15/2020	03/15/2022	Common Stock	1,559	$0.00	3,108	D	
Restricted Stock Units	$0.00	03/15/2020		M			1,308	03/15/2020	03/15/2023	Common Stock	1,308	$0.00	3,911	D	

Explanation of Responses:

1. Represents shares withheld to satisfy Mr. Fioravanti's tax withholding obligation with respect to the 2,314 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 3/15/20. Mr. Fioravanti retained the remaining 1,403 shares.

2. Represents shares withheld to satisfy Mr. Fioravanti's tax withholding obligation with respect to the 1,653 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 3/15/20. Mr. Fioravanti retained the remaining 1,002 shares.

3. Represents shares withheld to satisfy Mr. Fioravanti's tax withholding obligation with respect to the 8,720 shares of common stock issued upon the vesting of performance-based restricted stock units on 3/15/20. Mr. Fioravanti retained the remaining 5,288 shares.

4. Represents shares withheld to satisfy Mr. Fioravanti's tax withholding obligation with respect to the 1,559 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 3/15/20. Mr. Fioravanti retained the remaining 945 shares.

5. Represents shares withheld to satisfy Mr. Fioravanti's tax withholding obligation with respect to the 1,308 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 3/15/20. Mr. Fioravanti retained the remaining 793 shares.

Remarks:

<u>Scott J. Lynn, Attorney-in-Fact for Mark Fioravanti</u>   <u>03/16/2020</u>

** 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.