

**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): December 20, 2012 (December 20, 2012)

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 8.01. OTHER EVENTS.

In connection with the payment of the previously announced special dividend in the amount of \$6.84 per share of common stock of Ryman Hospitality Properties, Inc. (the "Company"), the Company is filing the opinion of its counsel, Bass, Berry & Sims PLC, as Exhibit 5.1 hereto, which is incorporated by reference in its entirety into the Company's registration statement on Form S-3 (File No. 333-183105) (the "Registration Statement") which became effective upon filing with the Securities and Exchange Commission on November 2, 2012. The special dividend is payable on December 21, 2012 to stockholders of record as of the close of business on November 13, 2012, and stockholders of record had the option to elect to receive the special dividend in cash or shares of the Company's common stock, with the total amount of cash payable to stockholders limited to a maximum of 20 percent, or approximately \$62.0 million, of the special dividend. Shares of the Company's common stock issued in payment of the special dividend will be issued pursuant to the Registration Statement and the prospectus supplement dated November 14, 2012.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.**(d) Exhibits**

- 5.1 Opinion Letter of Bass, Berry & Sims PLC.
- 24.1 Consent of Bass, Berry & Sims PLC (included in Exhibit 5.1).

SIGNATURES

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

RYMAN HOSPITALITY PROPERTIES, INC.

Date: December 20, 2012

By: /s/ Carter R. Todd

Name: Carter R. Todd

Title: Executive Vice President, General Counsel and Secretary

INDEX TO EXHIBITS

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- 24.1 Consent of Bass, Berry & Sims PLC (included in Exhibit 5.1).



150 Third Avenue South, Suite 2800
Nashville, TN 37201
(615) 742-6200

December 20, 2012

Ryman Hospitality Properties, Inc.
One Gaylord Drive
Nashville, Tennessee 37214

Re: Issuance of Shares of Ryman Hospitality Properties, Inc.

Ladies and Gentlemen:

We have acted as counsel to Ryman Hospitality Properties, Inc., a Delaware corporation (the "Company"), in connection with the issuance of up to \$309,848,950 worth of shares of the Company's common stock, \$.01 par value (the "Shares"), as part of the special dividend in the amount of \$6.84 per share of common stock payable to the holders of record as of November 13, 2012 (the "Special Dividend").

In rendering the opinion set forth herein, we have examined and relied on originals or copies of (i) the automatic shelf registration statement on Form S-3, as amended (File No. 333-183105) (the "Registration Statement"), of the Company filed with the Securities and Exchange Commission (the "Commission") on November 2, 2012; (ii) the prospectus dated November 2, 2012, which forms a part of and is included in the Registration Statement; (iii) the final prospectus supplement dated November 14, 2012 relating to the offering of the Shares to be issued in the Special Dividend, in the form filed by the Company pursuant to Rule 424(b) promulgated under the Securities Act of 1933, as amended (the "Securities Act"); (iv) the resolutions adopted by the Company's board of directors on November 2, 2012 declaring the Special Dividend (the "Dividend Resolutions"); and (v) such other records, documents, certificates and other instruments as we have deemed necessary or appropriate for purposes of this opinion.

In such examination, we have assumed the legal capacity of all natural persons, the authenticity of original documents, the genuineness of all signatures, the conformity to the originals of all documents submitted to us as copies, and the truth, accuracy and completeness of the information, representations and warranties contained in the records, documents, instruments and certificates we have reviewed.

Our opinion set forth herein is limited to the General Corporation Law of the State of Delaware. Without limiting the generality of the foregoing, we express no opinion with respect to state securities or "blue sky" laws.

December 20, 2012

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Based on the foregoing, and subject to the assumptions, limitations and qualifications set forth herein, we are of the opinion that the Shares have been duly authorized by the Company and, when issued as part of the Company's payment of the Special Dividend in accordance with the Dividend Resolutions, will be validly issued, fully paid and non-assessable.

This opinion is given as of the date hereof, and we assume no obligation to advise you after the date hereof of factors or circumstances that come to our attention or changes in law that occur which could affect the opinions contained herein.

We hereby consent to (i) the filing of this opinion with the Commission as an exhibit to the Company's Current Report on Form 8-K being filed on the date hereof, and incorporated by reference into the Registration Statement and (ii) to the use of our name therein and the related prospectus which forms a part of the Registration Statement under the caption "Legal Matters." In giving this consent, we do not thereby admit that we are included in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission promulgated thereunder.

Very truly yours,

/s/ Bass, Berry & Sims PLC

Bass, Berry & Sims PLC