SEC Form 4

FORM 4

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

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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[*]	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Lynn Scott J (Last) (First) (Middle) ONE GAYLORD DRIVE (Street) NASHVILLE TN 37214 (City) (State) (Zip)	Ryman Hospitality Properties, Inc. [RHP] 3. Date of Earliest Transaction (Month/Day/Year) 03/15/2021 4. If Amendment, Date of Original Filed (Month/Day/Year)	Director	10% Owner X	Officer (give title below)	Other (specify below) **EVP, Secretary and GC**

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	03/15/2021		M		707	A	$0.00	13,177	D	
Common Stock	03/15/2021		F		279[(1)]	D	$0.00	12,898	D	
Common Stock	03/15/2021		M		694	A	$0.00	13,592	D	
Common Stock	03/15/2021		F		274[(2)]	D	$0.00	13,318	D	
Common Stock	03/15/2021		M		672	A	$0.00	13,990	D	
Common Stock	03/15/2021		F		265[(3)]	D	$0.00	13,725	D	
Common Stock	03/15/2021		M		898	A	$0.00	14,623	D	
Common Stock	03/15/2021		F		354[(4)]	D	$0.00	14,269	D	
Common Stock	03/15/2021		M		3,480	A	$0.00	17,749	D	
Common Stock	03/15/2021		F		1,370[(5)]	D	$0.00	16,379	D	
Common Stock	03/15/2021		S		2,500	D	$83.98	13,879	D	
Common Stock								2,287	I	By 401(k)

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	03/15/2021		M			707	03/15/2021	03/15/2021	Common Stock	707	$0.00	0	D	
Restricted Stock Unit	$0.00	03/15/2021		M			694	03/15/2021	03/15/2022	Common Stock	694	$0.00	680	D	
Restricted Stock Units	$0.00	03/15/2021		M			672	03/15/2021	03/15/2023	Common Stock	672	$0.00	1,333	D	
Restricted Stock Units	$0.00	03/15/2021		M			898	03/15/2021	03/15/2024	Common Stock	898	$0.00	2,694	D	
Restricted Stock Units	$0.00	03/15/2021		M			3,480	03/15/2021	03/15/2021	Common Stock	3,480	$0.00	0	D	

Explanation of Responses:

1. Represents shares withheld to satisfy Mr. Lynn'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 3/15/21. Mr. Lynn's retained the remaining 428 shares.

2. Represents shares withheld to satisfy Mr. Lynn's tax withholding obligation with respect to the 694 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 3/15/21. Mr. Lynn's retained the remaining 420 shares.

3. Represents shares withheld to satisfy Mr. Lynn'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 3/15/21. Mr. Lynn's retained the remaining 407 shares.

4. Represents shares withheld to satisfy Mr. Lynn'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 3/15/21. Mr. Lynn's retained the remaining 544 shares.

5. Represents shares withheld to satisfy Mr. Lynn's tax withholding obligation with respect to the 3,480 shares of common stock issued upon the vesting of performance-based restricted stock units on 3/15/21. Mr. Lynn retained the remaining 2,110 shares.

Remarks:

Scott J. Lynn	03/16/2021
** 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.

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