

**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 13, 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.

On December 13, 2012, Ryman Hospitality Properties, Inc. issued a press release announcing the results of stockholder elections and valuation related to the special dividend in the amount of \$6.84 per share of common stock to be paid in the form of cash or common stock on December 21, 2012 to stockholders of record as of the close of business on November 13, 2012. A copy of the press release is filed herewith as Exhibit 99.1 and incorporated herein by reference.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

(d) Exhibits

99.1 Press Release of Ryman Hospitality Properties, Inc. dated December 13, 2012

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 13, 2012

By: /s/ Carter R. Todd

Name: Carter R. Todd

Title: Executive Vice President, General Counsel and
Secretary

INDEX TO EXHIBITS

99.1 Press Release of Ryman Hospitality Properties, Inc. dated December 13, 2012

**RYMAN HOSPITALITY PROPERTIES ANNOUNCES DETAILS OF SPECIAL DIVIDEND ELECTIONS
AND VALUATION**

NASHVILLE, Tenn. (December 13, 2012) – Ryman Hospitality Properties, Inc. (NYSE: RHP) today announced the results of stockholder elections related to the special dividend in the amount of \$6.84 per share of common stock, or an aggregate of approximately \$309.8 million, declared in connection with Ryman Hospitality Properties’ plan to qualify as a real estate investment trust (REIT) for federal income tax purposes effective as of January 1, 2013. The special dividend is payable on December 21, 2012 to stockholders of record as of the close of business on November 13, 2012. Stockholders of record had the option to elect to receive the special dividend in cash or shares of 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.

Holders of approximately 31.5 million shares, or 69.6% of Ryman Hospitality Properties’ outstanding common stock on the record date, elected to receive the special dividend in cash. Holders of the approximately 13.8 million shares remaining, or 30.4%, will receive their special dividend entirely in shares of common stock. Stockholders who elected to receive the special dividend in cash will receive approximately \$1.9662 per share in cash and approximately 0.1317 shares of common stock for every share held on the record date. Stockholders receiving the special dividend in stock will receive approximately 0.1848 shares of common stock for every share held on the record date. The number of shares of common stock to be distributed is based on \$37.0067 per share, which is the average of the closing prices per share of common stock on the New York Stock Exchange for the three trading days following December 7, 2012, the date that election forms were due. All stockholders will receive cash in lieu of any fractional shares. Ryman Hospitality Properties will issue approximately 6.7 million new shares of common stock in connection with the payment of the special dividend.

About Ryman Hospitality Properties, Inc.

Ryman Hospitality Properties, Inc. (NYSE: RHP), formerly known as Gaylord Entertainment Company, a leading hospitality and entertainment company based in Nashville Tennessee, is in the process of restructuring its assets and operations in order to elect to be taxed as a real estate investment trust (REIT) for federal income tax purposes effective as of January 1, 2013, at which time, Ryman Hospitality Properties intends to specialize in group-oriented, destination hotel assets in urban and resort markets. Ryman Hospitality Properties’ owned assets include a network of four upscale, meetings-focused resorts totaling 7,795 rooms that are managed by world-class lodging operator Marriott International under the Gaylord Hotels brand. Other owned assets managed by Marriott International include Gaylord Springs Golf Links, the Wildhorse Saloon, the General Jackson Showboat and the Inn at Opryland, a 303-room overflow hotel adjacent to Gaylord Opryland. Ryman Hospitality Properties also owns and operates a number of media and entertainment assets including the Grand Ole Opry (opry.com), the legendary weekly showcase of country music’s finest performers for nearly 90 years; the Ryman Auditorium, the storied former home of the Grand Ole Opry located in downtown Nashville; and WSM-AM, the Opry’s radio home. For additional information about Ryman Hospitality Properties, visit www.rymanhp.com.

This press release contains “forward-looking statements” concerning the Company’s goals, beliefs, expectations, strategies, objectives, plans, future operating results and underlying assumptions, and other statements that are not necessarily based on historical facts. Examples of these statements include, but are not limited to, statements regarding the expected timing of the payment of the special dividend and the Company’s expectation to elect REIT status and the timing and effect of that election. Actual results may differ materially from those indicated in forward-looking statements as a result of various important factors, including: the Company’s ability to execute its strategic goals as a REIT, the expected timing of the payment of the special dividend and the Company’s ability to qualify as a REIT effective as of January 1, 2013 or at all, and, to maintain that qualification.

Investor Relations Contacts:

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