

Ryman Hospitality Properties, Inc.  
Form 8-K  
May 13, 2014

**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): May 13, 2014 (May 8, 2014)**

**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 5.07. Submission of Matters to a Vote of Security Holders.**

On May 8, 2014, Ryman Hospitality Properties, Inc. (the Company) held its annual meeting of stockholders (the Annual Meeting). As of the record date for the Annual Meeting, there were 50,754,063 shares of the Company's common stock outstanding and entitled to vote on all matters presented to the Company's stockholders at the Annual Meeting. Holders of 45,815,797 shares of the Company's common stock were present in person or represented by proxy at the Annual Meeting. The following proposals were voted on and approved by the Company's stockholders at the Annual Meeting:

**MANAGEMENT PROPOSALS:**

1. Election to the Company's Board of Directors of the following eight director nominees:

|                        | For        | Against   | Abstain | Broker Non-Votes |
|------------------------|------------|-----------|---------|------------------|
| Michael J. Bender      | 41,519,745 | 503,786   | 115,481 | 3,676,785        |
| E.K. Gaylord II        | 40,956,885 | 1,074,964 | 107,163 | 3,676,785        |
| Ralph Horn             | 41,949,332 | 82,059    | 107,621 | 3,676,785        |
| Ellen Levine           | 41,966,075 | 66,773    | 106,164 | 3,676,785        |
| Robert S. Prather, Jr. | 41,508,334 | 517,523   | 113,155 | 3,676,785        |
| Colin V. Reed          | 41,917,925 | 113,591   | 107,496 | 3,676,785        |
| Michael D. Rose        | 41,513,120 | 514,368   | 111,524 | 3,676,785        |
| Michael I. Roth        | 41,500,995 | 526,458   | 111,559 | 3,676,785        |

2. Approval, on an advisory basis, of the compensation of the Company's named executive officers as disclosed in the Company's 2014 proxy statement (i.e., say-on-pay):

| For        | Against   | Abstentions | Broker Non-Votes |
|------------|-----------|-------------|------------------|
| 36,998,091 | 1,279,600 | 3,861,321   | 3,676,785        |

3. Ratification of the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the 2014 fiscal year:

| For        | Against | Abstentions |
|------------|---------|-------------|
| 44,852,588 | 848,190 | 115,019     |

**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: May 13, 2014

By: /s/ Scott J. Lynn

Name: Scott J. Lynn

Title: Senior Vice President, General Counsel and  
Secretary