

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): September 24, 2012 (September 24, 2012)**

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**GAYLORD ENTERTAINMENT COMPANY**

**(Exact name of registrant as specified in its charter)**

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**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)

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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))

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**ITEM 8.01. OTHER EVENTS.**

As previously disclosed in its proxy statement/prospectus for the special meeting of stockholders of Gaylord Entertainment Company (the "Company") to be held on September 25, 2012, the Company has caused its wholly owned subsidiary Granite Hotel Properties, Inc. (the "Subsidiary") to change its name. The new name is Ryman Hospitality Properties, Inc. effective as of September 24, 2012. As a result of the name change and in accordance with the terms of the Agreement and Plan of Merger dated as of July 27, 2012 by and between the Company and the Subsidiary, pursuant to which the Company will merge with and into the Subsidiary (the "Merger"), the name of the surviving entity will be Ryman Hospitality Properties, Inc. Attached hereto is the form of Ryman Hospitality Properties, Inc. common stock certificate that will be used following the Merger.

**Cautionary Statement Concerning Forward-Looking Statements**

This Form 8-K may contain "forward-looking statements" concerning the Company's goals, beliefs, expectations, strategies, objectives, plans and underlying assumptions, and other statements that are not necessarily based on historical facts. Examples of these statements include, but are not limited to, our expectation that the Merger will be completed. Actual results may differ materially from those indicated in our forward-looking statements as a result of various important factors including that the conditions to closing the Merger may not be satisfied or waived.

**Additional Information and Where to Find It**

This communication does not constitute an offer to sell or the solicitation of an offer to buy securities or a solicitation of any vote or approval. The Subsidiary and the Company have filed with the SEC a registration statement on Form S-4 containing a proxy statement/prospectus which describes the Company's plans to qualify as a real estate investment trust (REIT) for federal income tax purposes following the consummation of the sale of the Gaylord Hotels brand and rights to manage the Company's four Gaylord Hotels to Marriott International, Inc. and the contemplated merger of the Company with and into the Subsidiary to facilitate the REIT election. Notice of a special meeting and a definitive proxy statement/prospectus were mailed to the Company's stockholders who held shares of the Company's common stock as of August 8, 2012 on August 22, 2012. **INVESTORS ARE URGED TO READ THE FORM S-4 AND PROXY STATEMENT (INCLUDING ALL AMENDMENTS AND SUPPLEMENTS THERETO) AND ANY OTHER RELEVANT DOCUMENTS THAT ARE FILED WITH THE SEC BECAUSE THEY CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED MERGER AND REIT CONVERSION.** You may obtain copies of all documents filed with the SEC concerning the proposed transaction, free of charge, at the SEC's website at [www.sec.gov](http://www.sec.gov) or the Company's website at [www.gaylordentertainment.com](http://www.gaylordentertainment.com). In addition, stockholders may obtain free copies of the documents by sending a written request to the Company's Secretary at Gaylord Entertainment Company, One Gaylord Drive, Nashville, Tennessee 37214, or by calling the Secretary at (615) 316-6000.

**Interests of Participants**

The Company and its directors and executive officers may be deemed to be participants in the solicitation of proxies from the Company's stockholders in connection with the proposed merger and REIT conversion. Information regarding the Company's directors and executive officers is set forth in the Company's proxy statement for its 2012 annual meeting of stockholders and its Annual Report on Form 10-K for the fiscal year ended December 31, 2011, which were filed with the SEC on April 3, 2012 and February 24, 2012, respectively. Additional information regarding persons who may be deemed to be participants in the solicitation of proxies in respect of the proposed merger and REIT conversion is contained in the proxy statement/prospectus filed with the SEC.

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**ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.**

(d) Exhibits

4.1 Form of Ryman Hospitality Properties, Inc. Common Stock Certificate.

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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.

GAYLORD ENTERTAINMENT COMPANY

Date: September 24, 2012

By: /s/ Carter R. Todd

Name: Carter R. Todd

Title: Executive Vice President, General Counsel and Secretary

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INDEX TO EXHIBITS

4.1 Form of Ryman Hospitality Properties, Inc. Common Stock Certificate.

016570| 003590|127C|RESTRICTED|4|057-423



<p><b>COMMON STOCK</b> PAR VALUE \$0.01 PER SHARE</p> <div style="border: 1px solid black; padding: 5px; width: fit-content;"> <p>Certificate Number <b>ZQ 000000</b></p> </div>	<p><b>RYMAN HOSPITALITY PROPERTIES, INC.</b> INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE</p> <p>THIS CERTIFIES THAT</p> <p><b>MR. SAMPLE &amp; MRS. SAMPLE &amp; MRS. SAMPLE &amp; MRS. SAMPLE</b></p> <p>is the owner of</p> <p><b>ZERO HUNDRED THOUSAND ZERO HUNDRED AND ZERO</b></p> <p>FULLY-PAID AND NON-ASSESSABLE SHARES OF THE COMMON STOCK OF</p> <p><b>Ryman Hospitality Properties, Inc. (hereinafter called the "Company")</b>, transferable on the books of the Company in person or by duly authorized attorney, upon surrender of this Certificate properly endorsed. This Certificate and the shares represented hereby, are issued and shall be held subject to all of the provisions of the Certificate of Incorporation, as amended, and the By-Laws, as amended, of the Company (copies of which are on file with the Company and with the Transfer Agent), to all of which each holder, by acceptance hereof, assents. This Certificate is not valid unless countersigned and registered by the Transfer Agent and Registrar.</p> <p><b>Witness</b> the facsimile seal of the Company and the facsimile signatures of its duly authorized officers.</p> <p><b>FACSIMILE SIGNATURE TO COME</b> _____ President</p> <p><b>FACSIMILE SIGNATURE TO COME</b> _____ Secretary</p>	<p><b>COMMON STOCK</b> THIS CERTIFICATE IS TRANSFERABLE IN CANTON, MA AND NEW YORK, NY</p> <div style="border: 1px solid black; padding: 5px; width: fit-content;"> <p>Shares *****000000***** *****000000***** *****000000***** *****000000***** *****000000*****</p> </div> <div style="border: 1px solid black; padding: 5px; width: fit-content;"> <p>CUSIP 78377T 10 7</p> </div> <p>SEE REVERSE FOR CERTAIN DEFINITIONS</p>
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1234567

Ryman Hospitality Properties, Inc.  
PO BOX 43004, Providence, RI 02940-3004  
MR. A. SAMPLE  
DISTRIBUTION (P# ANV)  
ADD 1  
ADD 2  
ADD 3  
ADD 4

CUSIP	XXXXXXXXXX
Holder ID	XXXXXXXXXX
Insurance Value	1,000,000.00
Number of Shares	123456
DTC	12345678 123456789012345
Certificate Numbers	Num/No. Denom. Total
12345678901234567890	1 1
12345678901234567890	2 2
12345678901234567890	3 3
12345678901234567890	4 4
12345678901234567890	5 5
12345678901234567890	6 6
<b>Total Transaction</b>	<b>7 7</b>

RYMAN HOSPITALITY PROPERTIES, INC.

THE COMPANY WILL FURNISH WITHOUT CHARGE TO EACH STOCKHOLDER WHO SO REQUESTS, A SUMMARY OF THE POWERS, DESIGNATIONS, PREFERENCES AND RELATIVE, PARTICIPATING, OPTIONAL OR OTHER SPECIAL RIGHTS OF EACH CLASS OF STOCK OF THE COMPANY AND THE QUALIFICATIONS, LIMITATIONS OR RESTRICTIONS OF SUCH PREFERENCES AND RIGHTS, AND THE VARIATIONS IN RIGHTS, PREFERENCES AND LIMITATIONS DETERMINED FOR EACH SERIES, WHICH ARE DETERMINED BY THE CERTIFICATE OF INCORPORATION OF THE COMPANY, AS AMENDED, AND THE RESOLUTIONS OF THE BOARD OF DIRECTORS OF THE COMPANY, AND THE AUTHORITY OF THE BOARD OF DIRECTORS TO DETERMINE VARIATIONS FOR FUTURE SERIES. SUCH REQUEST MAY BE MADE TO THE OFFICE OF THE SECRETARY OF THE COMPANY OR TO THE TRANSFER AGENT. THE COMPANY MAY REQUIRE THE OWNER OF A LOST OR DESTROYED STOCK CERTIFICATE, OR HIS LEGAL REPRESENTATIVES, TO GIVE THE COMPANY A BOND TO INDEMNIFY IT AND ITS TRANSFER AGENTS AND REGISTRARS AGAINST ANY CLAIM THAT MAY BE MADE AGAINST THEM ON ACCOUNT OF THE ALLEGED LOSS OR DESTRUCTION OF ANY SUCH CERTIFICATE.

PURSUANT TO SECTION 4.4 AND ARTICLE V OF THE AMENDED AND RESTATED CERTIFICATION OF INCORPORATION OF RYMAN HOSPITALITY PROPERTIES, INC. THE SHARES REPRESENTED BY THIS CERTIFICATE ARE SUBJECT TO RESTRICTIONS ON TRANSFER AND OWNERSHIP, AND THE HOLDERS OF SUCH SHARES MAY BE REQUIRED TO PROVIDE CERTAIN INFORMATION TO THE COMPANY. THE COMPANY WILL FURNISH A STATEMENT ABOUT RESTRICTIONS ON TRANSFERABILITY AND OWNERSHIP AND THE REQUIREMENTS TO PROVIDE SUCH INFORMATION TO ANY STOCKHOLDER ON REQUEST TO THE COMPANY OR THE TRANSFER AGENT AND WITHOUT CHARGE.

The following abbreviations, when used in the inscription on the face of this certificate, shall be construed as though they were written out in full according to applicable laws or regulations:

TEN COM	- as tenants in common	UNIF GIFT MIN ACT -	_____ Custodian _____ (Cust) (Minor)
TEN ENT	- as tenants by the entireties		under Uniform Gifts to Minors Act _____ (State)
JT TEN	- as joint tenants with right of survivorship and not as tenants in common	UNIF TRF MIN ACT -	_____ Custodian (until age _____) (Cust)
			_____ under Uniform Transfers to Minors Act _____ (Minor) (State)

Additional abbreviations may also be used though not in the above list.

For value received, \_\_\_\_\_ hereby sell, assign and transfer unto

PLEASE INSERT SOCIAL SECURITY OR OTHER IDENTIFYING NUMBER OF ASSIGNEE

(PLEASE PRINT OR TYPEWRITE NAME AND ADDRESS, INCLUDING POSTAL ZIP CODE, OF ASSIGNEE)

\_\_\_\_\_  
of the common stock represented by the within Certificate, and do hereby irrevocably constitute and appoint \_\_\_\_\_ Attorney  
to transfer the said stock on the books of the within-named Company with full power of substitution in the premises.

Dated: \_\_\_\_\_ 20 \_\_\_\_\_

Signature: \_\_\_\_\_

Signature: \_\_\_\_\_

Notice: The signature to this assignment must correspond with the name as written upon the face of the certificate, in every particular, without alteration or enlargement, or any change whatever.

Signature(s) Guaranteed: Medallion Guarantee Stamp  
THE SIGNATURE(S) SHOULD BE GUARANTEED BY AN ELIGIBLE GUARANTOR INSTITUTION (Banks, Stockbrokers, Savings and Loan Associations and Credit Unions) WITH MEMBERSHIP IN AN APPROVED SIGNATURE GUARANTEE MEDALLION PROGRAM, PURSUANT TO S.E.C. RULE 17Ad-15.

**SECURITY INSTRUCTIONS**

THIS IS WATERMARKED PAPER, DO NOT ACCEPT WITHOUT NOTING WATERMARK. HOLD TO LIGHT TO VERIFY WATERMARK.



The IRS requires that we report the cost basis of certain shares acquired after January 1, 2011. If your shares were covered by the legislation and you have sold or transferred the shares and requested a specific cost basis calculation method, we have processed as requested. If you did not specify a cost basis calculation method, we have defaulted to the first in, first out (FIFO) method. Please visit our website or consult your tax advisor if you need additional information about cost basis.

If you do not keep in contact with us or do not have any activity in your account for the time periods specified by state law, your property could become subject to state unclaimed property laws and transferred to the appropriate state.

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