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).

# 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[*] <br><br> REED COLIN V <br><br> (Last) (First) (Middle) <br><br> ONE GAYLORD DRIVE <br><br> (Street) <br><br> NASHVILLE   TN   37214 <br><br> (City) (State) (Zip) | 2. Issuer Name **and** Ticker or Trading Symbol <br> Ryman Hospitality Properties, Inc. [ RHP ] <br><br> 3. Date of Earliest Transaction (Month/Day/Year) <br> 03/15/2018 <br><br> 4. If Amendment, Date of Original Filed (Month/Day/Year) | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <br><br> X Director      10% Owner <br> X Officer (give title below)      Other (specify below) <br> Chairman & CEO <br><br> 6. Individual or Joint/Group Filing (Check Applicable Line) <br> X Form filed by One Reporting Person <br>    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 | 03/15/2018 | | M | | 5,349 | A | $0.00 | 649,876[(1)] | D | |
| Common Stock | 03/15/2018 | | F | | 2,105[(2)] | D | $0.00 | 647,771[(1)] | D | |
| Common Stock | 03/15/2018 | | M | | 25,589 | A | $0.00 | 673,360[(1)] | D | |
| Common Stock | 03/15/2018 | | F | | 10,070[(3)] | D | $0.00 | 663,290[(1)] | D | |
| Common Stock | 03/15/2018 | | M | | 6,243 | A | $0.00 | 669,533[(1)] | D | |
| Common Stock | 03/15/2018 | | F | | 2,457[(4)] | D | $0.00 | 667,076[(1)] | D | |
| Common Stock | 03/15/2018 | | M | | 4,959 | A | $0.00 | 672,035[(1)] | D | |
| Common Stock | 03/15/2018 | | F | | 1,952[(5)] | D | $0.00 | 670,083[(1)] | D | |
| Common Stock | | | | | | | | 793 | I | By Trusts |
| Common Stock | | | | | | | | 370,115 | I | By Family LLC |
| Common Stock | | | | | | | | 185,000 | I | By Family LLC |
| Common Stock | | | | | | | | 40,000 | I | By Family LLC |

## 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 | $0.00 | 03/15/2018 | | M | | | 5,349 | 03/15/2018 | 03/15/2019 | Common Stock | 5,349 | $0.00 | 5,118 | D | |
| Restricted Stock Unit | $0.00 | 03/15/2018 | | M | | | 25,589 | 03/15/2018 | 03/15/2020 | Common Stock | 25,589 | $0.00 | 0 | D | |
| Restricted Stock Units | $0.00 | 03/15/2018 | | M | | | 6,243 | 03/15/2018 | 03/15/2021 | Common Stock | 6,243 | $0.00 | 12,044 | D | |
| Restricted Stock Units | $0.00 | 03/15/2018 | | M | | | 4,959 | 03/15/2018 | 03/15/2018 | Common Stock | 4,959 | $0.00 | 14,868 | D | |

**Explanation of Responses:**

1. Includes 573,303 shares credited to Mr. Reed's SERP account, each of which is the economic equivalent of one share of common stock and payable solely in shares of common stock following termination of employment.

2. Represents shares withheld to satisfy Mr. Reed's tax withholding obligation with respect to the 5,349 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 3/15/18. Mr. Reed retained the remaining 3,244 shares.

3. Represents shares withheld to satisfy Mr. Reed's tax withholding obligation with respect to the 25,589 shares of common stock issued upon the vesting of performance-based restricted stock units on 3/15/18. Mr. Reed retained the remaining 15,519 shares.

4. Represents shares withheld to satisfy Mr. Reed's tax withholding obligation with respect to the 6,243 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 3/15/18. Mr. Reed retained the remaining 3,786 shares.

5. Represents shares withheld to satisfy Mr. Reed's tax withholding obligation with respect to the 4,959 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 3/15/18. Mr. Reed retained the remaining 3,007 shares.

**Remarks:**

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| Scott J. Lynn, Attorney-in-Fact for Colin V. Reed | 03/19/2018 |
| ** Signature of Reporting Person | Date |