

**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): July 2, 2013 (July 2, 2013)**

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**RYMAN HOSPITALITY PROPERTIES, INC.**

**(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 7.01. REGULATION FD DISCLOSURE.**

Ryman Hospitality Properties, Inc. (the "Company") may make available from time to time information concerning the dilution resulting from the Company's outstanding 3.75% convertible senior notes due 2014 by posting this information on the Company's website, [www.rymanhp.com](http://www.rymanhp.com), under the "Investor Toolkit" section of the Investor Relations page.

**ITEM 8.01. OTHER EVENTS.**

On July 2, 2013, the Company issued a press release announcing that it has recently repurchased in private transactions \$54,742,000 principal amount of its 3.75% convertible senior notes due 2014 and is processing the settlement of \$1,200,000 principal amount of the convertible notes that were converted by a holder. 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)

99.1 Press Release of Ryman Hospitality Properties, Inc. dated July 2, 2013

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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.

RYMAN HOSPITALITY PROPERTIES, INC.

Date: July 2, 2013

By: /s/ Mark Fioravanti

Name: Mark Fioravanti

Title: Executive Vice President, Chief Financial Officer

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**INDEX TO EXHIBITS**

99.1 Press Release of Ryman Hospitality Properties, Inc. dated July 2, 2013

**RYMAN HOSPITALITY PROPERTIES, INC. REPURCHASES \$54,742,000 IN PRINCIPAL AMOUNT OF 3.75% CONVERTIBLE SENIOR NOTES**

NASHVILLE, Tenn. (July 2, 2013) – Ryman Hospitality Properties, Inc. (NYSE: RHP) (the “Company”) announced today that it has recently repurchased in private transactions \$54,742,000 principal amount of its 3.75% convertible senior notes due 2014, which will be cancelled, and is processing the settlement of \$1,200,000 principal amount of the convertible notes that were converted by a holder. After these transactions, \$304,058,000 in principal amount of the notes will remain outstanding.

The repurchases were made for aggregate consideration of \$98,558,163, funded by draws under the Company’s revolving credit facility and cash on hand.

In connection with the repurchase of notes, the Company proportionately adjusted the number of options underlying the bond hedge transaction related to the convertible notes. In addition, the number of warrants outstanding will be reduced to approximately 13.9 million. In consideration for these adjustments, the counterparties to the call spread transactions will pay the Company 157,886 shares of the Company’s common stock.

Information concerning the dilution resulting from the convertible notes may be made available from time to time on the Company’s website, [www.rymanhp.com](http://www.rymanhp.com), under the “Investor Toolkit” section of the Investor Relations page.

**About Ryman Hospitality Properties, Inc.**

Ryman Hospitality Properties, Inc. (NYSE: RHP), is a real estate investment trust for federal income tax purposes, specializing in group-oriented, destination hotel assets in urban and resort markets. The Company’s 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, Inc. under the Gaylord Hotels brand. Other owned assets managed by Marriott International, Inc. 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. The Company also owns and operates a number of media and entertainment assets, including the Grand Ole Opry ([opry.com](http://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](http://www.rymanhp.com).

**Cautionary Note Regarding Forward-Looking Statements**

This press release contains “forward-looking statements” concerning the Company’s expectations, future 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, the form and timing of payments of the Company in connection with notes surrendered. Forward-looking statements are subject to risks and uncertainties that could cause actual results to differ materially from the statements made. These include the risks and uncertainties described in the filings made from time to time by the Company with the U.S. Securities and Exchange Commission, including the risk factors described in the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2012 and its Quarterly Reports on Form 10-Q. The Company does not undertake any obligation to release publicly any revisions to forward-looking statements made by it to reflect events or circumstances occurring after the date hereof or the occurrence of unanticipated events.

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***Investor Relations Contacts:***

Mark Fioravanti, Executive Vice President and Chief Financial Officer  
Ryman Hospitality Properties, Inc.  
615-316-6588  
[mfioravanti@rymanhp.com](mailto:mfioravanti@rymanhp.com)

*~or~*

Todd Siefert, Vice President of Corporate Finance & Treasurer  
Ryman Hospitality Properties, Inc.  
615-316-6344  
[tsiefert@rymanhp.com](mailto:tsiefert@rymanhp.com)

***Media Contacts:***

Brian Abrahamson, Vice President of Corporate Communications  
Ryman Hospitality Properties, Inc.  
(615) 316-6302  
[babrahamson@rymanhp.com](mailto:babrahamson@rymanhp.com)

*~or~*

Josh Hochberg or Dan Zacchei  
Sloane & Company  
(212) 446-1892 or (212) 446-1882  
[jhochberg@sloanepr.com](mailto:jhochberg@sloanepr.com) [dzacchei@sloanepr.com](mailto:dzacchei@sloanepr.com)