

Ryman Hospitality Properties, Inc.  
Form 8-K  
April 24, 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): April 24, 2014 (April 23, 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 8.01. OTHER EVENTS.**

Ryman Hospitality Properties, Inc. (the Company) has repurchased in private transactions \$56,340,000 principal amount of its 3.75% convertible senior notes due 2014, which will be cancelled, and is processing the settlement of \$15,300,000 in aggregate principal amount of the convertible notes that were converted by holders. After these transactions, \$232,423,000 in principal amount of the notes will remain outstanding. The repurchases were made for aggregate consideration of \$120,201,013, 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 11.8 million. In consideration for these adjustments, the counterparties to the call spread transactions paid the Company \$9,228,513.

**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.

Date: April 24, 2014

RYMAN HOSPITALITY PROPERTIES, INC.

By: /s/ Mark Fioravanti

Name: Mark Fioravanti

Title: Executive Vice President, Chief Financial  
Officer