

Ryman Hospitality Properties, Inc.
Form 8-K
February 22, 2019

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): February 22, 2019 (February 22, 2019)

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.)

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One Gaylord Drive

Nashville, Tennessee

(Address of principal executive offices)

Registrant's telephone number, including area code: (615) 316-6000

37214

(Zip Code)

(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

ITEM 5.02. DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS.

On February 22, 2019, the members of the Board of Directors (the Board) of Ryman Hospitality Properties, Inc., a Delaware corporation (the Company), expanded the number of directors of the Company from nine to ten members and appointed Christine Pantoya to fill the vacancy created by such expansion. The Board has determined that Ms. Pantoya qualifies as an independent director within the meaning of the New York Stock Exchange listing standards. Ms. Pantoya has not been named to any committee of the Board at this time. Ms. Pantoya will hold office until the Company's 2019 annual meeting of stockholders, at which time she will be considered for election for a one year term expiring in 2020.

Ms. Pantoya's compensation for her services as director will be consistent with that of the Company's other non-employee directors, as described in Exhibit 10.25 to the Company's 2017 Annual Report on Form 10-K filed with the Securities and Exchange Commission on February 27, 2018. Other than the foregoing standard compensation arrangements, there are no other arrangements or understandings between Ms. Pantoya and any other person pursuant to which she was appointed as a director. Ms. Pantoya is not a party to any transaction with the Company that would require disclosure under Item 404(a) of Regulation S-K.

A copy of the press release announcing Ms. Pantoya's appointment to the Board is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

(d) Exhibits

99.1 Press Release of Ryman Hospitality Properties, Inc. dated February 22, 2019.

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: February 22, 2019

By: /s/ Scott Lynn

Name: Scott Lynn

Title: Executive Vice President, General Counsel and
Secretary