

FIORAVANTI MARK
Form 4
March 19, 2018

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
FIORAVANTI MARK

2. Issuer Name and Ticker or Trading Symbol
Ryman Hospitality Properties, Inc.
[RHP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

ONE GAYLORD DRIVE

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/15/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
President & CFO

NASHVILLE, TN 37214

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock | 03/15/2018 | | M | | 1,904 A \$ 0 153,072 | D | |
| Common Stock | 03/15/2018 | | F | | 750 ⁽¹⁾ D \$ 0 152,322 | D | |
| Common Stock | 03/15/2018 | | M | | 9,116 A \$ 0 161,438 | D | |
| Common Stock | 03/15/2018 | | F | | 3,588 ⁽²⁾ D \$ 0 157,850 | D | |
| Common Stock | 03/15/2018 | | M | | 4,999 A \$ 0 162,849 | D | |

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| | | | | | | | |
|--------------|------------|---|--------------|---|------|---------|---|
| Common Stock | 03/15/2018 | F | 1,968 (3) | D | \$ 0 | 160,861 | D |
| Common Stock | 03/15/2018 | M | 2,203 | A | \$ 0 | 163,084 | D |
| Common Stock | 03/15/2018 | F | 867 (4) | D | \$ 0 | 162,217 | D |
| Common Stock | 03/15/2018 | M | 1,534 | A | \$ 0 | 163,751 | D |
| Common Stock | 03/15/2018 | F | 604 (5) | D | \$ 0 | 163,147 | D |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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 Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Units | \$ 0 | 03/15/2018 | | M | 1,904 | 03/15/2018 03/15/2019 | Common Stock | 1,904 | |
| Restricted Stock Unit | \$ 0 | 03/15/2018 | | M | 9,116 | 03/15/2018 03/15/2018 | Common Stock | 9,116 | |
| Restricted Stock Units | \$ 0 | 03/15/2018 | | M | 4,999 | 03/15/2018 03/15/2019 | Common Stock | 4,999 | |
| Restricted Stock Units | \$ 0 | 03/15/2018 | | M | 2,203 | 03/15/2018 03/15/2020 | Common Stock | 2,203 | |
| Restricted Stock Units | \$ 0 | 03/15/2018 | | M | 1,534 | 03/15/2018 03/15/2021 | Common Stock | 1,534 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| FIORAVANTI MARK ONE GAYLORD DRIVE NASHVILLE, TN 37214 | | | President & CFO | |

Signatures

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

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
 - (1) Represents shares withheld to satisfy Mr. Fioravanti's tax withholding obligation with respect to the 1,904 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. Fioravanti retained the remaining 1,154 shares.
 - (2) Represents shares withheld to satisfy Mr. Fioravanti's tax withholding obligation with respect to the 9116 shares of common stock issued upon the vesting of performance-based restricted stock units on 3/15/18. Mr. Fioravanti retained the remaining 5,528 shares.
 - (3) Represents shares withheld to satisfy Mr. Fioravanti's tax withholding obligation with respect to the 4,999 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. Fioravanti retained the remaining 3,031 shares.
 - (4) Represents shares withheld to satisfy Mr. Fioravanti's tax withholding obligation with respect to the 2,203 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. Fioravanti retained the remaining 1,336 shares.
 - (5) Represents shares withheld to satisfy Mr. Fioravanti's tax withholding obligation with respect to the 1,534 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. Fioravanti retained the remaining 930 shares.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.