

FIORAVANTI MARK

Form 4

March 19, 2018

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

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(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
____X____ Officer (give title ____ Other (specify
below) below)
President & CFO

NASHVILLE, TN 37214

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(City) (State) (Zip)

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)
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)	
				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.

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