

REED COLIN V  
Form 4  
March 15, 2019

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
REED COLIN V

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)  
03/15/2019

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chairman & CEO

NASHVILLE, TN 37214

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

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |
| Common Stock                    | 03/15/2019                           |  | M                              |   | 5,344   | A  | \$ 0                              |
|                                 |                                      |  |                                |   | 700,706 <sup>(1)</sup>  | D  |                                   |
| Common Stock                    | 03/15/2019                           |  | F                              |   | 1,302 <sup>(2)</sup>  | D  | \$ 0                              |
|                                 |                                      |  |                                |   | 699,404 <sup>(1)</sup>  | D  |                                   |
| Common Stock                    | 03/15/2019                           |  | M                              |   | 6,286   | A  | \$ 0                              |
|                                 |                                      |  |                                |   | 705,690 <sup>(1)</sup>  | D  |                                   |
| Common Stock                    | 03/15/2019                           |  | F                              |   | 1,531 <sup>(3)</sup>  | D  | \$ 0                              |
|                                 |                                      |  |                                |   | 704,159 <sup>(1)</sup>  | D  |                                   |
| Common Stock                    | 03/15/2019                           |  | M                              |   | 35,775  | A  | \$ 0                              |
|                                 |                                      |  |                                |   | 739,934   | D  |                                   |

Edgar Filing: REED COLIN V - Form 4

|              |            |   |                     |   |      |         |     |   |               |
|--------------|------------|---|---------------------|---|------|---------|-----|---|---------------|
| Common Stock | 03/15/2019 | F | <u>8,712</u><br>(4) | D | \$ 0 | 731,222 | D   |   |               |
| Common Stock | 03/15/2019 | M | 5,233               | A | \$ 0 | 736,455 | (1) | D |               |
| Common Stock | 03/15/2019 | F | <u>1,275</u><br>(5) | D | \$ 0 | 735,180 | (1) | D |               |
| Common Stock | 03/15/2019 | M | 4,686               | A | \$ 0 | 739,866 | (1) | D |               |
| Common Stock | 03/15/2019 | F | <u>1,142</u><br>(6) | D | \$ 0 | 738,724 | (1) | D |               |
| Common Stock |            |   |                     |   |      | 793     |     | I | By Trusts     |
| Common Stock |            |   |                     |   |      | 185,000 |     | I | By Family LLC |
| Common Stock |            |   |                     |   |      | 40,000  |     | I | By Family LLC |
| Common Stock |            |   |                     |   |      | 371,810 |     | I | By Family LLC |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(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                                 | \$ 0   | 03/15/2019                           |  | M                              | 5,344   | 03/15/2019   | 03/15/2019  | Common Stock | 5,344                      |
| Restricted Stock Unit                      | \$ 0   | 03/15/2019                           |  | M                              | 6,286   | 03/15/2019   | 03/15/2020  | Common Stock | 6,286                      |
| Restricted Stock                           | \$ 0   | 03/15/2019                           |  | M                              | 35,775  | 03/15/2019   | 03/15/2019  | Common Stock | 35,775                     |

Units

Restricted

|       |      |            |   |       |            |            |                 |       |
|-------|------|------------|---|-------|------------|------------|-----------------|-------|
| Stock | \$ 0 | 03/15/2019 | M | 5,233 | 03/15/2019 | 03/15/2021 | Common<br>Stock | 5,233 |
|-------|------|------------|---|-------|------------|------------|-----------------|-------|

Units

Restricted

|       |      |            |   |       |            |            |                 |       |
|-------|------|------------|---|-------|------------|------------|-----------------|-------|
| Stock | \$ 0 | 03/15/2019 | M | 4,686 | 03/15/2019 | 03/15/2022 | Common<br>Stock | 4,686 |
|-------|------|------------|---|-------|------------|------------|-----------------|-------|

Units

## Reporting Owners

| Reporting Owner Name / Address                           | Relationships |           |                |       |
|--|---------------|-----------|----------------|-------|
|  | Director      | 10% Owner | Officer        | Other |
| REED COLIN V<br>ONE GAYLORD DRIVE<br>NASHVILLE, TN 37214 | X             |           | Chairman & CEO |       |

## Signatures

|  |            |
|--|------------|
| Scott J. Lynn, Attorney-in-Fact for Colin V.<br>Reed | 03/15/2019 |
|--|------------|

\*\*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) Includes 598,562 shares credited to Mr. Reed's SERP account, each of which is the economic equivalent of one share of common stock and payable solely in shares of common stock following termination of employment.

(2) Represents shares withheld to satisfy Mr. Reed's tax withholding obligation with respect to the 5,344 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 3/15/19. Mr. Reed retained the remaining 4,042 shares.

(3) Represents shares withheld to satisfy Mr. Reed's tax withholding obligation with respect to the 6,286 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 3/15/19. Mr. Reed retained the remaining 4,755 shares.

(4) Represents shares withheld to satisfy Mr. Reed's tax withholding obligation with respect to the 35,775 shares of common stock issued upon the vesting of performance-based restricted stock units on 3/15/19. Mr. Reed retained the remaining 27,063 shares.

(5) Represents shares withheld to satisfy Mr. Reed's tax withholding obligation with respect to the 5,233 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 3/15/19. Mr. Reed retained the remaining 3,958 shares.

(6) Represents shares withheld to satisfy Mr. Reed's tax withholding obligation with respect to the 4,686 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 3/15/19. Mr. Reed retained the remaining 3,544 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.