

Lynn Scott J  
Form 4  
March 15, 2019

**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 \*  
Lynn Scott J

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  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
EVP, Secretary and GC

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                          | Amount<br>(A)<br>or<br>(D)                                                                                         | Price                                                                |                                                                   |
| Common<br>Stock                       | 03/15/2019                              |                                                             | M                                    |                                                                            | 1,253                                                                                                              | A \$ 0 6,799                                                         | D                                                                 |
| Common<br>Stock                       | 03/15/2019                              |                                                             | F                                    |                                                                            | 494 <sup>(1)</sup>                                                                                                 | D \$ 0 6,305                                                         | D                                                                 |
| Common<br>Stock                       | 03/15/2019                              |                                                             | M                                    |                                                                            | 886                                                                                                                | A \$ 0 7,191                                                         | D                                                                 |
| Common<br>Stock                       | 03/15/2019                              |                                                             | F                                    |                                                                            | 349 <sup>(2)</sup>                                                                                                 | D \$ 0 6,842                                                         | D                                                                 |
| Common<br>Stock                       | 03/15/2019                              |                                                             | M                                    |                                                                            | 5,051                                                                                                              | A \$ 0 11,893                                                        | D                                                                 |

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|              |            |   |              |   |      |        |   |           |
|--------------|------------|---|--------------|---|------|--------|---|-----------|
| Common Stock | 03/15/2019 | F | 1,988<br>(3) | D | \$ 0 | 9,905  | D |           |
| Common Stock | 03/15/2019 | M | 681          | A | \$ 0 | 10,586 | D |           |
| Common Stock | 03/15/2019 | F | 268 (4)      | D | \$ 0 | 10,318 | D |           |
| Common Stock | 03/15/2019 | M | 649          | A | \$ 0 | 10,967 | D |           |
| Common Stock | 03/15/2019 | F | 256 (5)      | D | \$ 0 | 10,711 | D |           |
| Common Stock |            |   |              |   |      | 2,168  | I | By 401(k) |

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

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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 Stock Units                     | \$ 0                                                   | 03/15/2019                           |                                                    | M                              |                                                                                         | 1,253                                                    |     | 03/15/2019                                                    | 03/15/2019      | Common Stock | 1,253                      |
| Restricted Stock Unit                      | \$ 0                                                   | 03/15/2019                           |                                                    | M                              |                                                                                         | 886                                                      |     | 03/15/2019                                                    | 03/15/2020      | Common Stock | 886                        |
| Restricted Stock Units                     | \$ 0                                                   | 03/15/2019                           |                                                    | M                              |                                                                                         | 5,051                                                    |     | 03/15/2019                                                    | 03/15/2019      | Common Stock | 5,051                      |
| Restricted Stock Units                     | \$ 0                                                   | 03/15/2019                           |                                                    | M                              |                                                                                         | 681                                                      |     | 03/15/2019                                                    | 03/15/2021      | Common Stock | 681                        |

|                              |      |            |   |     |            |            |                 |     |
|------------------------------|------|------------|---|-----|------------|------------|-----------------|-----|
| Restricted<br>Stock<br>Units | \$ 0 | 03/15/2019 | M | 649 | 03/15/2019 | 03/15/2022 | Common<br>Stock | 649 |
|------------------------------|------|------------|---|-----|------------|------------|-----------------|-----|

## Reporting Owners

| Reporting Owner Name / Address                           | Relationships                             |
|----------------------------------------------------------|-------------------------------------------|
|                                                          | Director    10% Owner    Officer    Other |
| Lynn Scott J<br>ONE GAYLORD DRIVE<br>NASHVILLE, TN 37214 | EVP, Secretary and GC                     |

## Signatures

Scott J. Lynn                      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).

Represents shares withheld to satisfy Mr. Lynn's tax withholding obligation with respect to the 1,253 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. Lynn's retained the remaining 759 shares.

Represents shares withheld to satisfy Mr. Lynn's tax withholding obligation with respect to the 886 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. Lynn's retained the remaining 537 shares.

Represents shares withheld to satisfy Mr. Lynn's tax withholding obligation with respect to the 5,051 shares of common stock issued upon the vesting of performance-based restricted stock units on 3/15/19. Mr. Lynn retained the remaining 3,063 shares.

Represents shares withheld to satisfy Mr. Lynn's tax withholding obligation with respect to the 681 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. Lynn's retained the remaining 413 shares.

Represents shares withheld to satisfy Mr. Lynn's tax withholding obligation with respect to the 649 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. Lynn's retained the remaining 393 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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