

MADISON DEARBORN SPECIAL EQUITY III LP

Form 4

February 03, 2010

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

OMB APPROVAL

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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 *
MADISON DEARBORN
PARTNERS III LP

(Last) (First) (Middle)

C/O MADISON DEARBORN
PARTNERS, LLC, THREE FIRST
NATIONAL PLAZA, SUITE 4600

(Street)

CHICAGO, IL 60602

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
Ruths Hospitality Group, Inc.
[RUTH]

3. Date of Earliest Transaction
(Month/Day/Year)
02/01/2010

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
__X__ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price

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

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information contained in this form are not
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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)**

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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 Underlying Security (Instr. 3 and 4)
				Code V (A) (D)		Date Exercisable Expiration Date	Title Amount Underlying Security
Subscription Rights (right to buy)	\$ 2.5	02/01/2010		S	4,119,132 (1)	01/21/2010 02/09/2010	Common Stock 2

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MADISON DEARBORN PARTNERS III LP C/O MADISON DEARBORN PARTNERS, LLC THREE FIRST NATIONAL PLAZA, SUITE 4600 CHICAGO, IL 60602		X		
SELATI ROBIN P C/O MADISON DEARBORN PARTNERS, LLC THREE FIRST NATIONAL PLAZA, SUITE 4600 CHICAGO, IL 60602	X	X		
MADISON DEARBORN CAPITAL PARTNERS III LP C/O MADISON DEARBORN PARTNERS, LLC THREE FIRST NATIONAL PLAZA, SUITE 4600 CHICAGO, IL 60602		X		
MADISON DEARBORN SPECIAL EQUITY III LP C/O MADISON DEARBORN PARTNERS, LLC THREE FIRST NATIONAL PLAZA, SUITE 4600 CHICAGO, IL 60602		X		
SPECIAL ADVISORS FUND I LLC C/O MADISON DEARBORN PARTNERS, LLC THREE FIRST NATIONAL PLAZA, SUITE 4600 CHICAGO, IL 60602		X		

Signatures

/s/ Robin P. Selati, on behalf of himself

02/03/2010

__Signature of Reporting Person

Date

/s/ Mark Tresnowski, as Managing Director of Madison Dearborn Partners, LLC, the general partner of Madison Dearborn Partners III, L.P.

02/03/2010

__Signature of Reporting Person

Date

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/s/ Mark Tresnowski, as Managing Director of Madison Dearborn Partners, LLC, the general partner of Madison Dearborn Partners III, L.P., the general partner of Madison Dearborn Capital Partners III, L.P.

02/03/2010

__Signature of Reporting Person

Date

/s/ Mark Tresnowski, as Managing Director of Madison Dearborn Partners, LLC, the general partner of Madison Dearborn Partners III, L.P., the general partner of Madison Dearborn Special Equity III, L.P.

02/03/2010

__Signature of Reporting Person

Date

/s/ Mark Tresnowski, as Managing Director of Madison Dearborn Partners, LLC, the general partner of Madison Dearborn Partners III, L.P., the manager of Special Advisors Fund I, LLC

02/03/2010

__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).

- The securities reported herein were transferred to MFP Partners, L.P. pursuant to a privately-negotiated agreement. MFP Partners, L.P. is an investment partnership managed by Michael F. Price. MFP Partners, L.P. has agreed to exercise the subscription rights if the shares of common stock of the Issuer close at a trading price above \$2.50 per share on the day prior to the expiration date of the subscription period for the rights offering and currently intends to exercise its oversubscription right. MFP Partners, L.P. has the right to rescind the purchase of the subscription rights if the rights offering does not close.
- (1)

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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