

Restoration Hardware Holdings Inc  
Form 8-K  
June 27, 2014

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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)**  
**of the Securities Exchange Act of 1934**

**Date of report (Date of earliest event reported): June 25, 2014**

**RESTORATION HARDWARE HOLDINGS, INC.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**

**of incorporation)**

**15 Koch Road, Suite J, Corte Madera, California**

**001-35720**  
**(Commission**

**File Number)**

**45-3052669**  
**(I.R.S. Employer**

**Identification No.)**

**94925**

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(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: (415) 924-1005

N/A

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

At the 2014 annual meeting of stockholders (the Annual Meeting ) of Restoration Hardware Holdings, Inc. (the Company ) held on June 25, 2014, the Company s stockholders voted on three proposals and cast their votes as described below. The proposals are set forth in the Company s definitive proxy statement for the Annual Meeting, filed with the Securities and Exchange Commission on May 15, 2014.

Proposal 1:

The Company s stockholders elected three (3) nominees to the Board of Directors, as Class II directors, each to hold office for a three-year term and until the 2017 annual meeting or until his or her successor is duly elected and qualified.

| Name             | Votes For  | Votes Withheld | Broker Non-Votes |
|------------------|------------|----------------|------------------|
| Katie Mitic      | 31,314,532 | 204,678        | 2,879,052        |
| Thomas Mottola   | 17,650,901 | 13,868,309     | 2,879,052        |
| Barry Sternlicht | 11,529,789 | 19,989,421     | 2,879,052        |

Proposal 2:

The Company s stockholders cast their advisory, non-binding votes on frequency of vote on executive compensation, as set forth below.

| 1 Year     | 2 Years | 3 Years   | Abstentions | Broker Non-Votes |
|------------|---------|-----------|-------------|------------------|
| 24,556,755 | 313,680 | 5,544,564 | 1,104,211   | 2,879,052        |

Proposal 3:

The Company s stockholders ratified the appointment of PricewaterhouseCoopers LLP as the Company s independent registered public accounting firm for the 2014 fiscal year, as set forth below.

| Votes For  | Votes Against | Abstentions |
|------------|---------------|-------------|
| 34,260,570 | 133,887       | 3,805       |

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**RESTORATION HARDWARE HOLDINGS, INC.**

Dated: June 27, 2014

By: /s/ Karen Boone  
Karen Boone  
Chief Financial and Administrative Officer