

Restoration Hardware Holdings Inc  
Form 4  
August 26, 2015

**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

OMB  
Number: 3235-0287  
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2005  
Estimated average  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Boone Karen

(Last) (First) (Middle)

C/O RESTORATION HARDWARE  
HOLDINGS, INC., 15 KOCH  
ROAD, SUITE K

(Street)

CORTE MADERA, CA 94925

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
Symbol  
Restoration Hardware Holdings Inc  
[RH]

3. Date of Earliest Transaction  
(Month/Day/Year)  
08/25/2015

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
Chief Fin./Adm. Officer

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ Form filed by One Reporting Person  
\_\_\_\_ 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 Ownership (Instr. 4)
Common Stock	08/25/2015		M	(A) or (D) Amount 5,000 (1)	Price \$ 24	5,000	D
Common Stock	08/25/2015		S	(A) or (D) Amount 1,842 (1)	\$ 94.02 (2)	3,158	D
Common Stock	08/25/2015		S	(A) or (D) Amount 2,858 (1)	\$ 94.69 (3)	300	D
Common	08/25/2015		S	(A) or (D) Amount 300 (1)	\$ 95.6	0	D

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Stock

(4)

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)	8. I Der Sec (In
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 24	08/25/2015		M	5,000 (1)	(5)	10/31/2022	Common Stock	5,000

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

Boone Karen  
C/O RESTORATION HARDWARE HOLDINGS, INC.  
15 KOCH ROAD, SUITE K  
CORTE MADERA, CA 94925

Chief Fin./Adm. Officer

## Signatures

/s/ Edward T. Lee as  
Attorney-In-Fact

08/26/2015

\*\*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) All of the transactions reported on this form were executed pursuant to a Rule 10b5-1 plan under the Securities Exchange Act of 1934, as amended.

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- This transaction was executed in multiple trades ranging from \$93.39 to \$94.36. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (2) through (4) to this Form 4.
- (2) This transaction was executed in multiple trades ranging from \$94.40 to \$95.17. The price reported above reflects the weighted average sale price.
- (3) This transaction was executed in multiple trades ranging from \$95.49 to \$95.81. The price reported above reflects the weighted average sale price.
- (4) The option is fully vested and is subject to time-based selling restrictions which lapse over time subject to continuous service.

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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