

Restoration Hardware Holdings Inc
 Form 4
 August 26, 2015

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 *
 Boone Karen

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 Chief Fin./Adm. Officer

(Last) (First) (Middle)
 C/O RESTORATION HARDWARE HOLDINGS, INC., 15 KOCH ROAD, SUITE K
 (Street)

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

CORTE MADERA, CA 94925
 (City) (State) (Zip)

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

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) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|
| | | | | (A) or (D) | Price | | | |
| Common Stock | 08/25/2015 | | M | V | 5,000 (1) | A | \$ 24 5,000 | D |
| Common Stock | 08/25/2015 | | S | | 1,842 (1) | D | \$ 94.02 3,158 (2) | D |
| Common Stock | 08/25/2015 | | S | | 2,858 (1) | D | \$ 94.69 300 (3) | D |
| Common | 08/25/2015 | | S | | 300 (1) | D | \$ 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.

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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. Title and Amount of Underlying Securities (Instr. 3 and 4) | 9. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|-------------------------------|
| | | | | | | | | | |
| Stock Option (Right to Buy) | \$ 24 | 08/25/2015 | | M | 5,000 <u>(1)</u> | <u>(5)</u> 10/31/2022 | Common Stock | 5,000 | |

Reporting Owners

Reporting Owner Name / Address

Relationships

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

Director 10% Owner Officer Other

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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