

| OMB APPROVAL                                |                   |
|---|-------------------|
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| Expires:                                    | December 31, 2014 |
| Estimated average burden hours per response | 0.5               |

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

|   |   |   |
|---|---|---|
| <b>1. Name and Address of Reporting Person *</b><br><b>FORREST WILLIAM D</b><br><br>(Last) (First) (Middle)<br><b>C/O TOWER THREE PARTNERS FUND I GP LLC, TWO SOUND VIEW DRIVE</b><br><br>(Street)<br><b>GREENWICH CT 06830</b><br><br>(City) (State) (Zip) | <b>2. Issuer Name and Ticker or Trading Symbol</b><br><b>Restoration Hardware Holdings Inc [RH]</b> | <b>5. Relationship of Reporting Person(s) to Issuer</b><br>(Check all applicable)<br><input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner<br><br>Officer (give title below) Other (specify below) |
|   | <b>3. Date of Earliest Transaction</b><br>(Month/Day/Year)<br><b>05/20/2013</b>                     |   |
|   | <b>4. If Amendment, Date of Original Filed</b><br>(Month/Day/Year)                                  |   |

**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  | (A) or (D) | Price     |   |  |   |
| Common Stock                    | 05/20/2013                           |  | S <sup>(1)</sup>               |   | 3,742,084   | D          | \$ 47.875 | 7,369,900   | I <sup>(1)</sup>   | See Footnote <sup>(1)</sup>                           |

**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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|---|-----|--|-----------------|---|----------------------------|--|--|--|--|
|  |  |                                      |  | Code                           | V | (A)   | (D) | Date Exercisable   | Expiration Date | Title   | Amount or Number of Shares |  |  |  |  |

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

FORREST WILLIAM D

(Last) (First) (Middle)

C/O TOWER THREE PARTNERS FUND I GP LLC, TWO SOUND VIEW DRIVE

(Street)

GREENWICH CT 06830

(City) (State) (Zip)

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

Tower Three Home LLC

(Last) (First) (Middle)

TWO SOUND VIEW DRIVE

(Street)

GREENWICH CT 06830

(City) (State) (Zip)

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

TOWER THREE PARTNERS FUND I LP

(Last) (First) (Middle)

TWO SOUND VIEW DRIVE

(Street)

GREENWICH CT 06830

(City) (State) (Zip)

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

Tower Three Partners Fund I GP LP

(Last) (First) (Middle)

TWO SOUND VIEW DRIVE

(Street)

GREENWICH CT 06830

(City) (State) (Zip)

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

Tower Three Partners Fund I GP LLC

(Last) (First) (Middle)  
TWO SOUND VIEW DRIVE

(Street)  
GREENWICH CT 06830

(City) (State) (Zip)

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

Forrest Tower Three CI, LLC

(Last) (First) (Middle)  
TWO SOUND VIEW DRIVE

(Street)  
GREENWICH CT 06830

(City) (State) (Zip)

**Explanation of Responses:**

1. Sale of shares by Home Holdings, LLC ("HH LLC"). Represents shares of the Issuer owned indirectly, through HH LLC, by Tower Three Home LLC ("Tower Home"). Tower Three Partners Fund I LP ("TTP Fund I LP") is the managing member of Tower Home. Tower Three Partners Fund I GP LP ("TTP Fund I GP LP") is the general partner of TTP Fund I LP. Tower Three Partners Fund I GP LLC ("TTP Fund I GP LLC") is the general partner of TTP Fund I GP LP. Forrest Tower Three CI, LLC ("FT Three LLC") is the managing member of TTP Fund I GP LLC. William D. Forrest is the managing member of FT Three LLC. Each Reporting Person disclaims beneficial ownership of such securities, except to the extent of its or his pecuniary interest therein. None of the Reporting Persons directly own shares of Common Stock.

/s/ William D. Forrest,  
Reporting Person 05/21/2013

\*\* Signature of Reporting Person Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**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 Number.**

Joint Filer Information

Name of Joint Filer: Tower Three Home LLC  
Address of Joint Filer: Two Sound View Drive  
Greenwich, CT 06830  
Relationship of Joint Filer to Issuer: 10% Owner  
Issuer Name and Ticker or Trading Symbol: Restoration Hardware Holdings, Inc. [RH]  
Date of Earliest Transaction Required to  
be Reported (Month/Day/Year): 5/20/2013  
If Amendment, Date of  
Original (Month/Day/Year):  
Designated Filer: William D. Forrest

May 21, 2013  
Date

**Signature:**

TOWER THREE HOME LLC

By: Tower Three Partners Fund I LP, its managing member  
Tower Three Partners Fund I GP LP, its general partner  
Tower Three Partners Fund I GP LLC, its general partner  
Forrest Tower Three CI, LLC, its managing member

By: /s/ William D. Forrest  
Name: William D. Forrest  
Title: Managing Member

Name of Joint Filer: Tower Three Partners Fund I LP  
Address of Joint Filer: Two Sound View Drive  
Greenwich, CT 06830  
Relationship of Joint Filer to Issuer: 10% Owner  
Issuer Name and Ticker or Trading Symbol: Restoration Hardware Holdings, Inc. [RH]  
Date of Earliest Transaction Required to  
be Reported (Month/Day/Year): 5/20/2013  
If Amendment, Date of  
Original (Month/Day/Year):  
Designated Filer: William D. Forrest

May 21, 2013  
Date

**Signature:**

TOWER THREE PARTNERS FUND I LP

By: Tower Three Partners Fund I GP LP, its general partner  
Tower Three Partners Fund I GP LLC, its general partner  
Forrest Tower Three CI, LLC, its managing member

By: /s/ William D. Forrest  
Name: William D. Forrest  
Title: Managing Member

Name of Joint Filer: Tower Three Partners Fund I GP LP  
Address of Joint Filer: Two Sound View Drive  
Greenwich, CT 06830  
Relationship of Joint Filer to Issuer: 10% Owner  
Issuer Name and Ticker or Trading Symbol: Restoration Hardware Holdings, Inc. [RH]  
Date of Earliest Transaction Required to  
be Reported (Month/Day/Year): 5/20/2013  
If Amendment, Date of  
Original (Month/Day/Year):  
Designated Filer: William D. Forrest

May 21, 2013  
Date

**Signature:**

TOWER THREE PARTNERS FUND I GP LP

By: Tower Three Partners Fund I GP LLC, its general partner  
Forrest Tower Three CI, LLC, its managing member

By: /s/ William D. Forrest

\_\_\_\_\_  
Name: William D. Forrest  
Title: Managing Member

Name of Joint Filer: Tower Three Partners Fund I GP LLC  
Address of Joint Filer: Two Sound View Drive  
Greenwich, CT 06830  
Relationship of Joint Filer to Issuer: 10% Owner  
Issuer Name and Ticker or Trading Symbol: Restoration Hardware Holdings, Inc. [RH]  
Date of Earliest Transaction Required to  
be Reported (Month/Day/Year): 5/20/2013  
If Amendment, Date of  
Original (Month/Day/Year):  
Designated Filer: William D. Forrest

May 21, 2013  
Date

**Signature:**

TOWER THREE PARTNERS FUND I GP LLC

By: Forrest Tower Three CI, LLC, its managing member

By: /s/ William D. Forrest  
Name: William D. Forrest  
Title: Managing Member

Name of Joint Filer: Forrest Tower Three CI, LLC  
Address of Joint Filer: Two Sound View Drive  
Greenwich, CT 06830  
Relationship of Joint Filer to Issuer: 10% Owner  
Issuer Name and Ticker or Trading Symbol: Restoration Hardware Holdings, Inc. [RH]  
Date of Earliest Transaction Required to  
be Reported (Month/Day/Year): 5/20/2013  
If Amendment, Date of  
Original (Month/Day/Year):  
Designated Filer: William D. Forrest

May 21, 2013  
Date

**Signature:**

FORREST TOWER THREE CI, LLC

By: /s/ William D. Forrest  
Name: William D. Forrest  
Title: Managing Member