

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934  
(Amendment No. )

**RESTORATION HARDWARE HOLDINGS, INC.**

(Name of Issuer)

**Common Stock**

(Title of Class of Securities)

**761283100**

(CUSIP Number)

**December 31, 2012**

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 761283100

13G

1	Names of Reporting Persons J. Michael Chu	
2	Check the Appropriate Box if a Member of a Group	
	(a) <input type="checkbox"/>	
	(b) <input checked="" type="checkbox"/>	
3	SEC Use Only	
4	Citizen or Place of Organization United States	
	5	Sole Voting Power 0
Number of Shares Beneficially Owned by Each Reporting Person With	6	Shared Voting Power 11,781,079
	7	Sole Dispositive Power 0
	8	Shared Dispositive Power 11,781,079
9	Aggregate Amount Beneficially Owned by Each Reporting Person 11,781,079	
10	Check if the Aggregate Amount in Row (9) Excludes Certain Shares <input type="checkbox"/> Not Applicable	

11 Percent of Class Represented by Amount in Row 9  
31.1%

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12 Type of Reporting Person  
IN

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1

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CUSIP No. 761283100

13G

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1 Names of Reporting Persons  
Scott A. Dahnke

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2 Check the Appropriate Box if a Member of a Group

(a)

(b)

---

3 SEC Use Only

---

4 Citizen or Place of Organization  
United States

---

5 Sole Voting Power  
0

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Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

6 Shared Voting Power  
11,781,079

---

7 Sole Dispositive Power  
0

---

8 Shared Dispositive Power  
11,781,079

---

9 Aggregate Amount Beneficially Owned by Each Reporting Person  
11,781,079

---

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares   
Not Applicable

---

11 Percent of Class Represented by Amount in Row 9  
31.1%

---

12 Type of Reporting Person  
IN

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2

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CUSIP No. 761283100

13G

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1 Names of Reporting Persons  
CP6 Management, L.L.C.

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2 Check the Appropriate Box if a Member of a Group

(a)

(b)

---

3 SEC Use Only

---

4 Citizen or Place of Organization  
Delaware

---

5 Sole Voting Power  
0

---

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

6 Shared Voting Power  
11,781,079

---

7 Sole Dispositive Power  
0

---

8 Shared Dispositive Power  
11,781,079

---

9 Aggregate Amount Beneficially Owned by Each Reporting Person  
11,781,079

---

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares   
Not Applicable

---

11 Percent of Class Represented by Amount in Row 9  
31.1%

---

12 Type of Reporting Person  
OO (Delaware Limited Liability Company)

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CUSIP No. 761283100

13G

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1 Names of Reporting Persons  
Catterton Managing Partner VI, L.L.C.

---

2 Check the Appropriate Box if a Member of a Group  
(a)   
(b)

---

3 SEC Use Only

---

4 Citizen or Place of Organization  
Delaware

---

5 Sole Voting Power  
0

---

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

6 Shared Voting Power  
11,781,079

---

7 Sole Dispositive Power  
0

---

8 Shared Dispositive Power  
11,781,079

---

9 Aggregate Amount Beneficially Owned by Each Reporting Person  
11,781,079

---

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares   
Not Applicable

11 Percent of Class Represented by Amount in Row 9  
31.1%

12 Type of Reporting Person  
OO (Delaware Limited Liability Company)

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CUSIP No. 761283100

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1 Names of Reporting Persons  
CP Home Holdings, LLC

2 Check the Appropriate Box if a Member of a Group

(a)

(b)

3 SEC Use Only

4 Citizen or Place of Organization  
Delaware

5 Sole Voting Power  
0

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

6 Shared Voting Power  
11,781,079

7 Sole Dispositive Power  
0

8 Shared Dispositive Power  
11,781,079

9 Aggregate Amount Beneficially Owned by Each Reporting Person  
11,781,079

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares   
Not Applicable

11 Percent of Class Represented by Amount in Row 9  
31.1%

12 Type of Reporting Person  
OO (Delaware Limited Liability Company)

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**Item 1.**

(a) Name of Issuer:  
Restoration Hardware Holdings, Inc. (the "Issuer")

(b) Address of Issuer's Principal Executive Offices:  
15 Koch Road, Suite J  
Corte Madera, CA 94925

**Item 2.**

- (a) Name of Person Filing:  
Each of the following is hereinafter individually referred to as a "Reporting Person" and collectively as the "Reporting Persons." This statement is filed on behalf of:
- J. Michael Chu  
Scott A. Dahnke  
CP6 Management, L.L.C.  
Catterton Managing Partner VI, L.L.C.  
CP Home Holdings, LLC
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- (b) Address or Principal Business Office:  
The address for each of the Reporting Persons is c/o Catterton Management Company, L.L.C., 599 West Putnam Avenue, Greenwich, CT 06830.
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- (c) Citizenship of each Reporting Person is:  
Each of the Reporting Persons is organized in the state of Delaware, except for Messrs. Chu and Dahnke, who are a natural persons and citizens of the United States.
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- (d) Title of Class of Securities:  
Common stock, par value \$0.0001 per share ("Common Stock")
- 
- (e) CUSIP Number:  
761283100
- 

**Item 3.**

Not applicable.

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**Item 4. Ownership.****Ownership (a-c)**

The ownership information presented below represents beneficial ownership of Common Stock as of December 31, 2012, based upon 37,927,012 shares of Common Stock outstanding as of December 14, 2012.

Reporting Person	Amount beneficially owned	Percent of class:	Sole power to vote or direct the vote:	Shared power to vote or to direct the vote:	Sole power to dispose or to direct the disposition of:	Shared power to dispose or to direct the disposition of:
J. Michael Chu	11,781,079	31.1%	0	11,781,079	0	11,781,079
Scott A. Dahnke	11,781,079	31.1%	0	11,781,079	0	11,781,079
CP6 Management, L.L.C.	11,781,079	31.1%	0	11,781,079	0	11,781,079
Catterton Managing Partner VI, L.L.C.	11,781,079	31.1%	0	11,781,079	0	11,781,079
CP Home Holdings, LLC	11,781,079	31.1%	0	11,781,079	0	11,781,079

CP Home Holdings, LLC ("CP Home Holdings") holds 11,781,079 shares of Common Stock indirectly through Home Holdings, LLC, a Delaware limited liability company. Catterton Managing Partner VI, L.L.C. ("Catterton Managing Partner VI") is the manager of CP Home Holdings. CP6 Management, L.L.C. ("CP6 Management," and together with CP Home Holdings and Catterton Managing Partner VI collectively, the "Catterton Funds") is the managing member of Catterton Managing Partner VI. The management of CP6 Management is controlled by a managing board consisting of J. Michael Chu and Scott A. Dahnke. Accordingly, each of the Catterton Funds, Mr. Chu and Mr. Dahnke may be deemed to share beneficial ownership of the shares of Common Stock owned indirectly by CP Home Holdings. Each of them disclaims any such beneficial ownership.

Home Holdings, LLC holds 25,931,257 shares of Common Stock. Home Holdings, LLC is owned by a private investor group, including (i) CP Home Holdings, (ii) Tower Three Home LLC, an investment fund managed by Tower Three Partners, LLC, and (iii) funds affiliated with Glenhill Capital Management LLC. Each of the Catterton Funds, Mr. Chu and Mr. Dahnke may be deemed to be a member of a group exercising voting and investment control over the shares of Common Stock held by Home Holdings, LLC. However, each of them disclaims membership in any such group and disclaims beneficial ownership of the securities held by Home Holdings, LLC.

**Item 5. Ownership of Five Percent or Less of a Class.**

Not applicable.

**Item 6. Ownership of More than Five Percent on Behalf of Another Person.**

Not applicable.

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.**

Not applicable.

**Item 8. Identification and Classification of Members of the Group.**

See Item 4.

**Item 9. Notice of Dissolution of Group.**

Not applicable.

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**Item 10. Certification.**

Not applicable.

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

**Date:** February 14, 2013

**J. MICHAEL CHU**

By: /s/ J. Michael Chu

**SCOTT A. DAHNKE**

By: /s/ Scott A. Dahnke

**CP6 MANAGEMENT, L.L.C.**

By: /s/ Scott A. Dahnke

Name: Scott A. Dahnke

Title: Authorized Person

**CATTERTON MANAGING PARTNER VI, L.L.C.**

By: CP6 Management, L.L.C., its managing member

By: /s/ Scott A. Dahnke

Name: Scott A. Dahnke

Title: Authorized Person

**CP HOME HOLDINGS, LLC**

By: Catterton Managing Partner VI, L.L.C., its manager

By: CP6 Management, L.L.C., its managing member

By: /s/ Scott A. Dahnke

Name: Scott A. Dahnke

Title: Authorized Person

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**LIST OF EXHIBITS**

<b>Exhibit No.</b>	<b>Description</b>
24	Power of Attorney
99	Joint Filing Agreement

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**POWER OF ATTORNEY**

The undersigned understands that, from time to time, the Catterton Persons (defined below) are required to prepare, execute and file certain federal and state securities laws filings.

Know all by these presents, that the undersigned hereby constitutes and appoints each of David M. McPherson, John R. Scerbo or David Heidecorn, or any of them signing singly, and with full power of substitution, the undersigned's true and lawful attorney-in-fact to:

- (1) prepare, execute in the name of each Catterton Person and on behalf of each Catterton Person, and submit to the U.S. Securities and Exchange Commission (the "SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the SEC of Forms D ("Form D") required to be filed in accordance with Rule 503 ("Rule 503") promulgated with respect to Sections 4(2), 4(6) and 3(b) of the Securities Act of 1933 (the "1933 Act") and reports required by Sections 13(d) and 16(a) of the Securities Exchange Act of 1934 (the "1934 Act") or any rule or regulation of the SEC;
- (2) prepare and execute for and on behalf of each Catterton Person, in the undersigned's capacity as a Managing Director, authorized person, officer and/or director of each Catterton Person, federal and state securities laws filings including without limitation Forms D pursuant to Rule 503 and Schedules 13D and 13G and Forms 3, 4, and 5 in accordance with Sections 13(d) and 16(a) of the 1934 Act and the rules thereunder;
- (3) do and perform any and all acts for and on behalf of each Catterton Person which may be necessary or desirable to complete and execute any such federal and state securities laws filings including without limitation Forms D, Schedules 13D and 13G and Forms 3, 4, and 5, complete and execute any amendment or amendments thereto, and timely file such form with the SEC and the securities administrators of any state, the District of Columbia, the Commonwealth of Puerto Rico, Guam and the United States Virgin Islands or their designees and any stock exchange or similar authority; and
- (4) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes

as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted, whether the same needs to be executed, taken or done by him in his capacity as a current or former member, partner, shareholder, director or officer of any company, partnership, corporation, organization, firm, branch or other entity connected with, related to or affiliated with any of the entities constituting the Catterton Persons or entities that directly or indirectly hold interests in the Catterton Persons.

The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming any of the undersigned's responsibilities to comply with federal and state securities laws, including without limitation Rule 503 of the 1933 Act or Section 13 and Section 16 of the 1934 Act.

This Power of Attorney and all authority conferred hereby shall not be terminated by operation of law, whether by the death or incapacity of the undersigned or by occurrence of any other event. Actions taken by an attorney-in-fact pursuant to this Power of Attorney shall be as valid as if any event described in the preceding sentence had not occurred, whether or not the attorney-in-fact shall have received notice of such event. Notwithstanding the foregoing, (i) in the event that an attorney-in-fact is no longer employed by Catterton Management Company, L.L.C. or its affiliates, this Power of Attorney and all authority conferred hereby shall be immediately terminated with respect to such Attorney, and (ii) the undersigned may terminate or revoke this Power of Attorney at any time.

For purposes hereof, the "Catterton Persons" shall consist of: (i) Catterton Managing Partner VI, L.L.C., a Delaware limited liability company, CP Home Holdings, LLC, a Delaware limited liability company, and CP6 Management, L.L.C., a Delaware limited liability company; (ii) their respective owners; (iii) the subsidiaries and affiliates of the foregoing in clauses (i) and (ii) and (iv) Messrs. Scott A. Dahnke and J. Michael Chu, including without limitation investment funds sponsored directly or indirectly by one or more of the Catterton Persons.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 14<sup>th</sup> day of February, 2013.

/s/ J. Michael Chu  
Name: J. Michael Chu

/s/ Scott A. Dahnke  
Name: Scott A. Dahnke

**JOINT FILING AGREEMENT**

In accordance with Rule 13d-1(k)(1) promulgated under the Securities Exchange Act of 1934, as amended, the undersigned hereby agree to the joint filing with each other on behalf of each of them of such a statement on Schedule 13G with respect to the Common Stock beneficially owned by each of them of Restoration Hardware Holdings, Inc. This Joint Filing Agreement shall be included as an Exhibit to such Schedule 13G.

IN WITNESS WHEREOF, the undersigned hereby execute this Joint Filing Agreement as of the 14<sup>th</sup> day of February, 2013.

**J. MICHAEL CHU**

By: /s/ J. Michael Chu

**SCOTT A. DAHNKE**

By: /s/ Scott A. Dahnke

**CP6 MANAGEMENT, L.L.C.**

By: /s/ Scott A. Dahnke

Name: Scott A. Dahnke

Title: Authorized Person

**CATTERTON MANAGING PARTNER VI, L.L.C.**

By: CP6 Management, L.L.C., its managing member

By: /s/ Scott A. Dahnke

Name: Scott A. Dahnke

Title: Authorized Person

**CP HOME HOLDINGS, LLC**

By: Catterton Managing Partner VI, L.L.C., its manager

By: CP6 Management, L.L.C., its managing member

By: /s/ Scott A. Dahnke

Name: Scott A. Dahnke

Title: Authorized Person

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