

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * <u>Chu James Michael</u>  (Last) (First) (Middle) C/O CATTERTON MANAGING PARTNER VI, L.L.C 599 WEST PUTNAM AVENUE  (Street) GREENWICH CT 06830  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 11/01/2012	3. Issuer Name and Ticker or Trading Symbol <u>Restoration Hardware Holdings Inc [ RH ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	11,781,079	I	See footnote <sup>(1)</sup>

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
			Title			

**Explanation of Responses:**

1. Represents shares of the Issuer held indirectly, through Home Holdings, LLC, by CP Home Holdings, LLC. Catterton Managing Partner VI, L.L.C. ("Catterton Managing Partner") is the general partner of CP Home Holdings, LLC. Mr. Chu is a member of the Managing Board of CP6 Management, L.L.C., which is the managing partner of Catterton Managing Partner. By virtue of these relationships, Mr. Chu may be deemed to share voting and dispositive power with respect to the shares of Common Stock held by CP Home Holdings, LLC. Mr. Chu expressly disclaims beneficial ownership of such securities, except to the extent of his pecuniary interest therein.

**Remarks:**

Exhibit List: Exhibit 24 - Power of Attorney

/s/ J. Michael Chu 11/01/2012  
 \*\* 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 5 (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.

Know all by these presents, that the undersigned hereby constitutes and appoints each of Scott Dahnke, Marc Magliacano and Dave McPherson signing singly, the undersigned's true and lawful attorney- in-fact to:

1. execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Restoration Hardware Holdings, Inc., a Form ID and Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules; and
2. do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form ID and Form 3, 4 or 5, complete and execute any amendment or amendments thereto, and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority.

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. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is of Restoration Hardware Holdings, Inc. assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by Restoration Hardware Holdings, Inc., a Delaware corporation, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys- in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of November 1, 2012.

/s/ J. Michael Chu

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J. Michael Chu