

OMB APPROVAL	
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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

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>FORREST WILLIAM D</u> <hr/> (Last) (First) (Middle) C/O TOWER THREE PARTNERS FUND I GP LLC TWO SOUND VIEW DRIVE <hr/> (Street) GREENWICH CT 06830 <hr/> (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) 11/01/2012 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	11,111,984	I <sup>(1)</sup>	See Footnote <sup>(1)</sup>
Common Stock	0	D <sup>(2)</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			

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

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(Street)

GREENWICH CT 06830

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(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

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(Last) (First) (Middle)

TWO SOUND VIEW DRIVE

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(Street)

GREENWICH CT 06830

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(City) (State) (Zip)

**Explanation of Responses:**

1. Represents shares of the Issuer owned indirectly, through Home Holdings, 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.

2. None of the Reporting Persons directly own shares of Common Stock.

**Remarks:**

This amendment restates the original Form 3 and is made solely to add an additional Reporting Person. Exhibit 99 - Joint Filer Information, filed herewith and incorporated by reference herein.

/s/ William D. Forrest 11/05/2012

\*\* 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.

## 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 Event Requiring  
Statement (Month/Day/Year): 11/1/2012

If Amendment, Date of  
Original (Month/Day/Year): 11/1/2012

Designated Filer: William D. Forrest

November 5, 2012

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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

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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 Event Requiring  
Statement (Month/Day/Year): 11/1/2012

If Amendment, Date of  
Original (Month/Day/Year): 11/1/2012

Designated Filer: William D. Forrest

November 5, 2012

-----  
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

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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 Event Requiring  
Statement (Month/Day/Year): 11/1/2012

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Original (Month/Day/Year): 11/1/2012

Designated Filer: William D. Forrest

November 5, 2012

-----  
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 Event Requiring  
Statement (Month/Day/Year): 11/1/2012

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Original (Month/Day/Year): 11/1/2012

Designated Filer: William D. Forrest

November 5, 2012

-----  
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]

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Original (Month/Day/Year): 11/1/2012

Designated Filer: William D. Forrest

November 5, 2012

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Date

Signature:

FORREST TOWER THREE CI, LLC

By: /s/ William D. Forrest

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Name: William D. Forrest  
Title: Managing Member