

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934**

Date of report (Date of earliest event reported): May 10, 2013

RESTORATION HARDWARE HOLDINGS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-35720
(Commission
File Number)

45-3052669
(I.R.S. Employer
Identification No.)

15 Koch Road, Suite J, Corte Madera, California
(Address of principal executive offices)

94925
(Zip Code)

Registrant's telephone number, including area code: (415) 924-1005

N/A
(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.08. Shareholder Director Nominations

The board of directors of Restoration Hardware Holdings, Inc. (the “Company”) has set June 27, 2013, as the date of the Company’s 2013 annual meeting of stockholders (the “2013 Annual Meeting”). Qualified stockholder proposals to be presented at the 2013 Annual Meeting and in the Company’s proxy statement relating to the 2013 Annual Meeting must be received by the Company at its principal executive offices located at 15 Koch Road, Suite J, Bldg. D, Corte Madera, CA 94925, addressed to the Company’s Corporate Secretary, no later than the close of business on May 24, 2013. All stockholder proposals must be from a stockholder of record of the Company as of May 10, 2013 and comply with applicable Delaware law, the rules and regulations promulgated by the Securities and Exchange Commission, and the procedures set forth in the Company’s bylaws.

Item 7.01. Regulation FD Disclosure

On May 13, 2013, the Company issued a press release announcing the launch of a follow-on offering of its common stock. The full text of the press release is furnished hereto as Exhibit 99.1.

The information furnished with this report, including Exhibit 99.1, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference into any other filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such a filing.

Item 9.01.

(d) Exhibits.

99.1 Press release issued on May 13, 2013 by Restoration Hardware Holdings, Inc.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

RESTORATION HARDWARE HOLDINGS, INC.

Dated: May 13, 2013

By: /s/ Karen Boone
Karen Boone
Chief Financial Officer

Exhibit Index

**Exhibit
No.**

Description

99.1 Press release issued on May 13, 2013 by Restoration Hardware Holdings, Inc.



**RESTORATION HARDWARE HOLDINGS, INC. ANNOUNCES LAUNCH OF
FOLLOW-ON OFFERING**

Corte Madera, CA – May 13, 2013 – Restoration Hardware Holdings, Inc. (NYSE: RH) today announced the launch of a follow-on offering of 7,500,000 shares of its common stock. All of the shares to be sold in the offering will be sold by existing stockholders of the Company. No shares are being sold by the Company in the offering and the Company will not receive any proceeds from the sale of shares. In addition, the selling shareholders will grant the underwriters of the offering an option to purchase up to an additional 1,125,000 shares from the selling shareholders.

BofA Merrill Lynch and Goldman, Sachs & Co. are acting as joint book-running managers of the proposed offering, with Baird, William Blair, Piper Jaffray and Stifel acting as co-managers.

The proposed offering will be made only by means of a prospectus. Copies of the preliminary prospectus related to the offering may be obtained from the offices of: BofA Merrill Lynch, Attention: Prospectus Department, 222 Broadway, New York, NY 10038 or by emailing dg.prospectus_requests@baml.com; Goldman, Sachs & Co., Attention: Prospectus Department, 200 West Street, New York, NY 10282, telephone at (866) 471-2526, facsimile at (212) 902-9316 or by emailing prospectus-ny@ny.email.gs.com; Baird, Attention: Syndicate Department, 777 E. Wisconsin Ave., Milwaukee, WI 53202, telephone at (800) 792-2473 or by emailing syndicate@rwbaird.com; William Blair, Attention: Prospectus Department, 222 West Adams Street, Chicago, IL 60606, telephone at (800) 621-0687 or by emailing prospectus@williamblair.com; Piper Jaffray, 800 Nicollet Mall, J12S03, Minneapolis, Minnesota 55402, telephone at (800) 747-3924 or by emailing prospectus@pj.com; or Stifel, One South Street, 15th Floor, Baltimore, MD 21202, telephone at (855) 300-7136 or by emailing syndprospectus@stifel.com.

A registration statement relating to these securities has been filed with the SEC but has not yet become effective. The securities may not be sold nor may offers to buy be accepted prior to the time that the registration statement becomes effective. The registration statement may be accessed through the SEC's website at www.sec.gov.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation, or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

About Restoration Hardware

RH (Restoration Hardware Holdings, Inc. - NYSE:RH) is a curator of design, taste and style in the luxury lifestyle market. The Company offers collections through its retail galleries, source books, and online at RH.com.

Investor Relations:

Cammeron McLaughlin, 415-945-4998
cmclaughlin@restorationhardware.com