

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

**FORM S-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

RESTORATION HARDWARE HOLDINGS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

5712
(Primary Standard Industrial
Classification Code Number)

45-3052669
(I.R.S. Employer
Identification Number)

**15 Koch Road, Suite J
Corte Madera, CA 94925
(415) 924-1005**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Carlos E. Alberini
Chief Executive Officer
15 Koch Road, Suite J
Corte Madera, CA 94925
(415) 924-1005**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

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Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this registration statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933 check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. **333-188185**

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definition of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer
Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price per Share(2)	Proposed Maximum Aggregate Offering Price(2)	Amount of Registration Fee(3)
Common stock, \$0.0001 par value	1,349,985	\$50.00	\$67,499,250	\$9,206.90

(1) Represents only the additional number of shares being registered and includes 176,085 additional shares of common stock that the underwriters have the option to purchase. Does not include the securities that the registrant previously registered on the registration statement on Form S-1 (File No. 333-188185).

(2) Calculated in accordance with Rule 457(a) under the Securities Act of 1933, as amended. Based on the public offering price per share.

(3) The registrant previously paid filing fees of \$46,034.49 in connection with previous filings of its registration statement on Form S-1 (File No. 333-188185).

This Registration Statement shall become effective upon filing in accordance with Rule 462(b) under the Securities Act of 1933, as amended.

EXPLANATORY NOTE

This Registration Statement is being filed pursuant to Rule 462(b) as promulgated under the Securities Act of 1933, as amended, and includes the registration statement facing page, this page, the signature page, an exhibit index and the required opinion and consents solely to register an additional 1,349,985 shares of the registrant's common stock, par value \$0.0001 per share. The contents of the Registration Statement on Form S-1 (Registration No. 333-188185), including the exhibits and power of attorney thereto, which was declared effective by the Securities and Exchange Commission on May 14, 2013, are incorporated by reference in this Registration Statement.

CERTIFICATION

The registrant hereby certifies to the Securities and Exchange Commission that (1) it has instructed its bank to pay the filing fee set forth on the cover page of this Registration Statement by a wire transfer of such amount to the Commission's account at Mellon Bank as soon as practicable (but no later than the close of business as of May 15, 2013), (2) it will not revoke such instructions, (3) it has sufficient funds in the relevant account to cover the amount of such filing fee and (4) it will confirm receipt of such instructions by its bank during regular business hours no later than May 15, 2013.

Signatures

Pursuant to the requirements of the Securities Act of 1933, we have duly caused this Registration Statement on Form S-1 to be signed on its behalf by the undersigned, thereunto duly authorized, in the Town of Corte Madera, State of California, on the 14th day of May, 2013.

RESTORATION HARDWARE HOLDINGS, INC.

By: /s/ Carlos Alberini
Carlos Alberini
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement on Form S-1 has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u> /s/ Carlos Alberini</u> Carlos Alberini	Chief Executive Officer and Director (Principal Executive Officer)	May 14, 2013
<u> /s/ Karen Boone</u> Karen Boone	Chief Financial Officer and Principal Accounting Officer (Principal Financial and Principal Accounting Officer)	May 14, 2013
<u> *</u> Eri Chaya	Director	May 14, 2013
<u> *</u> J. Michael Chu	Director	May 14, 2013
<u> *</u> Mark Demilio	Director	May 14, 2013
<u> *</u> William Forrest	Director	May 14, 2013
<u> *</u> Thomas Mottola	Director	May 14, 2013
<u> *</u> Barry Sternlicht	Director	May 14, 2013

* By: /s/ Carlos Alberini
Carlos Alberini
Attorney-in-Fact

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
5.1	Opinion of Morrison & Foerster LLP
23.1	Consent of PricewaterhouseCoopers LLP
23.2	Consent of Morrison & Foerster LLP (included in Exhibit 5.1)
24.1*	Power of Attorney (included as part of the signature page)

* Incorporated by reference to the registrant's Registration Statement on Form S-1 (File No. 333-188185).

MORRISON | FOERSTER

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WASHINGTON, D.C.
TOKYO, LONDON, BRUSSELS,
BEIJING, SHANGHAI, HONG KONG

May 14, 2013

Restoration Hardware Holdings, Inc.
15 Koch Road, Suite J
Corte Madera, California 94925

Re: Registration Statement on Form S-1

Ladies and Gentlemen:

This opinion is furnished to Restoration Hardware Holdings, Inc., a Delaware corporation (the "Company"), in connection with the filing with the Securities and Exchange Commission (the "Commission") of a Registration Statement on Form S-1 (the "Additional Registration Statement") pursuant to Rule 462(b) promulgated under the Securities Act of 1933, as amended (the "Act"), relating to the registration and sale of up to 1,349,985 shares (the "Additional Shares") of the Company's common stock, par value \$0.0001 per share ("Common Stock"), including the sale by the selling stockholders identified in the Original Registration Statement (as defined below) of shares of Common Stock issuable upon the exercise of stock options (the "Additional Stock Option Shares"). The Additional Registration Statement incorporates by reference the Registration Statement on Form S-1 (File No. 333-188185) (the "Original Registration Statement") originally filed with the Commission on April 29, 2013 and the related prospectus included therein (the "Prospectus"). All of the Additional Shares are to be sold by the Company as described in the Original Registration Statement and the Prospectus.

As counsel for the Company, we have examined originals or copies, certified or otherwise identified to our satisfaction, of such documents, corporate records, certificates of public officials and other instruments as we have deemed necessary for the purposes of rendering this opinion and we are familiar with the proceedings taken and proposed to be taken by the Company in connection with the authorization, issuance and sale of the Shares. In our examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals and the conformity with the originals of all documents submitted to us as copies.

Based upon the foregoing, we are of the opinion that:

1. The Additional Shares, excluding the Additional Stock Option Shares, are duly authorized, validly issued, fully paid and nonassessable.
2. The Additional Stock Option Shares have been duly and validly authorized, and when issued and sold in accordance with the terms set forth in the applicable option agreement pursuant to which such Additional Stock Option Shares are to be issued, will be validly issued, fully paid and nonassessable.

This opinion letter is limited to the General Corporation Law of the State of Delaware. We express no opinion as to matters relating to securities or blue sky laws of any jurisdiction or any rules or regulations thereunder.

We consent to the use of this opinion as an exhibit to the 462(b) Registration Statement, and to all references to our firm included in or made a part of the 462(b) Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act.

Very truly yours,

/s/ Morrison & Foerster LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-1 of our report dated April 25, 2013 relating to the financial statements of Restoration Hardware Holdings, Inc., which appears in Amendment No. 1 to the Registration Statement on Form S-1 (No. 333-188185). We also consent to the reference to us under the heading "Experts" in Amendment No. 1 to the Registration Statement on Form S-1 incorporated by reference in this Registration Statement.

/s/ PricewaterhouseCoopers LLP
San Francisco, CA
May 14, 2013