
**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): April 22, 2014

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))
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Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

On April 22, 2014, the board of directors of Restoration Hardware Holdings, Inc. (the "Company") appointed Leonard A. Schlesinger, 61, as a Class I director, with a term expiring at the Company's 2016 annual meeting of stockholders. Mr. Schlesinger will also serve as a member and chairman of the compensation committee of the board of directors of the Company, effective immediately.

Dr. Schlesinger has served as the Baker Foundation Professor of Business Administration at Harvard Business School, a role he returned to in July 2013, after having served as the President of Babson College from July 2008 until July 2013. From 1999 to 2007, Dr. Schlesinger held various executive positions at Limited Brands, including Vice Chairman of the board of directors and Chief Operating Officer. While at Limited Brands, he was responsible for the operational and financial functions across the enterprise including Express, Limited Stores, Victoria's Secret Beauty, Bath and Body Works, C.O. Bigelow, Henri Bendel and the White Barn Candle Company. Dr. Schlesinger also previously served as Executive Vice President and Chief Operating Officer at Au Bon Pain Co., Inc. and as a director of numerous public and private retail, consumer products and technology companies. He has served as a member of the board of directors of Demandware, Inc. since September 2013. Dr. Schlesinger has also held leadership roles at leading MBA and executive education programs and other academic institutions, including twenty years at Harvard Business School where he served as the George Fisher Baker Jr. Professor of Business Administration. Dr. Schlesinger holds a Doctor of Business Administration from Harvard Business School, an MBA from Columbia University and a Bachelor of Arts in American Civilization from Brown University.

Dr. Schlesinger is eligible to receive the standard compensation paid to non-employee directors, as described in the Company's Proxy Statement filed on Schedule 14/A on June 3, 2013. He is also expected to enter into the Company's standard indemnification agreement.

A copy of the Company's press release announcing the appointment of Dr. Schlesinger is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 8.01 Other Events

As previously disclosed, effective May 20, 2013, we ceased to be a "controlled company" within the meaning of the New York Stock Exchange ("NYSE") rules. In accordance with NYSE requirements, before we ceased to be a "controlled company," we appointed at least one independent member to each of the compensation and nominating committees. NYSE rules also require that we appoint at least a majority of independent members to such committees within 90 days of the date we ceased to be a "controlled company," or August 18, 2013. We complied with this requirement within the period prescribed by the rules and our audit committee is fully independent.

NYSE rules also require that a majority of the directors on our board consists of independent directors and that our committees be composed entirely of independent directors within one year of such date, or May 20, 2014. In connection with the appointment of Dr. Schlesinger to our board of directors and the compensation committee of the board, Michael Chu has resigned from the compensation committee. Mr. Chu also resigned from his position on the nominating committee but remains a member of our board of directors. As a result of this change to the board and its committees, our board of directors consists of a majority of independent directors and all of our committees are composed entirely of independent directors.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release dated April 24, 2014 – Restoration Hardware Holdings, Inc. Appoints Dr. Leonard Schlesinger to Board of Directors.

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: April 24, 2014

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

EXHIBIT INDEX

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RESTORATION HARDWARE HOLDINGS, INC. APPOINTS DR. LEONARD SCHLESINGER TO BOARD OF DIRECTORS

Corte Madera, CA – April 24, 2014 – Restoration Hardware Holdings, Inc. (NYSE:RH) today announced the appointment of Dr. Leonard Schlesinger to its Board of Directors. He will also serve as the Chairman of the Board’s Compensation Committee. Dr. Schlesinger has held executive leadership positions at various retail and consumer brands, including Vice Chairman and Chief Operating Officer of Limited Brands from 1999 to 2007, and is an esteemed leader in academia having served for over 20 years as a Professor of Business Administration at Harvard Business School, and as the President of Babson College, which has been ranked #1 for entrepreneurship for 20 consecutive years.

Gary Friedman, Chairman and Chief Executive Officer, commented, “We are thrilled to have Len join the RH Board. He is a true thought leader and we will benefit greatly from his wisdom and experience as we continue our pursuit of becoming one of the most innovative and admired brands in the world.”

“I am honored to join the RH Board and have the opportunity to work with this exceptional team,” said Dr. Leonard Schlesinger. “I look forward to contributing to the continued momentum and long-term success of one of the most innovative brands in retail.”

Dr. Schlesinger currently serves as a Baker Foundation Professor of Business Administration at Harvard Business School, leading courses in general management, organizational behavior, human resource management, and service management, a role he returned to in July 2013 after concluding a five-year term as the President of Babson College. Prior to his term at Babson College, he served in various senior executive positions at Limited Brands, most recently as Vice Chairman and Chief Operating Officer. While at Limited Brands, his areas of responsibility included operational and financial leadership of Express, Limited Stores, Victoria’s Secret Beauty, Bath and Body Works, C.O. Bigelow, Henri Bendel and the White Barn Candle Company. Previously, Dr. Schlesinger served as Executive Vice President, Chief Operating Officer and Director at Au Bon Pain Co., Inc.

Dr. Schlesinger is the author or co-author of eleven books and has written numerous articles for academic audiences as well as for The New York Times, Fast Company, and Harvard Business Review. Dr. Schlesinger currently serves as a Director of Demandware, Inc., a Director of Viewpost, LLC, a member of the Corporation of the Winsor School, and is a member of the President’s Council of the Franklin W. Olin College of Engineering.

About Restoration Hardware Holdings, Inc.

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.

Forward-Looking Statements

This release contains forward-looking statements within the meaning of the federal securities laws, including statements related to Dr. Schlesinger’s service as the Chairman of the Compensation Committee and the expected benefits to the Company as a result of his appointment. You can identify forward-looking statements by the fact that they do not relate strictly to historical or current facts.

These statements may include words such as “anticipate,” “estimate,” “expect,” “project,” “plan,” “intend,” “believe,” “may,” “will,” “should,” “likely” and other words and terms of similar meaning in connection with any discussion of the timing or nature of future events. We cannot assure you that future developments affecting us will be those that we have anticipated. Important risks and uncertainties that could cause actual results to differ materially from our expectations include, among others, our ability to retain key personnel; successful implementation of our growth strategy; general economic conditions and the impact on consumer confidence and spending; changes in customer demand for our products; our ability to anticipate consumer preferences and buying trends; changes in consumer spending based on weather and other conditions beyond our control; risks related to the number of new business initiatives we are undertaking; our ability to employ reasonable and appropriate security measures to protect personal information that we collect; risks related to “conflict minerals” compliance and its impact on sourcing, if any, as well as those risks and uncertainties disclosed under the sections entitled “Risk Factors” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in Restoration Hardware Holdings’ Form 10-K filed with the Securities and Exchange Commission on March 31, 2014, and similar disclosures in reports filed with the SEC, which are available on our investor relations website at ir.restorationhardware.com and on the SEC website at www.sec.gov. Any forward-looking statement made by us in this press release speaks only as of the date on which we make it. We undertake no obligation to publicly update any forward-looking statement, whether as a result of new information, future developments or otherwise, except as may be required by any applicable securities laws.

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