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

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**FORM 8-K**

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

**Date of report (Date of earliest event reported): June 18, 2014**

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**RESTORATION HARDWARE HOLDINGS, INC.**

(Exact name of registrant as specified in its charter)

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**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.)

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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 7.01. Regulation FD Disclosure**

On June 18, 2014, Restoration Hardware Holdings, Inc. (the “Company”) issued a press release announcing the pricing of \$300 million aggregate principal amount of convertible senior notes due 2019. The full text of the press release is furnished hereto as Exhibit 99.1.

As discussed in the attached press release, in connection with the offering of the notes, the Company entered into convertible note hedge and warrant transactions with several financial institutions (the “hedge counterparties”).

The Company has been advised that, in connection with establishing their initial hedge positions with respect to the convertible note hedge and warrant transactions, the hedge counterparties and/or their affiliates may purchase shares of the Company’s common stock or enter into various derivative transactions with respect to the Company’s common stock concurrently with, or shortly after, the pricing of the notes, including with certain investors in the notes. These hedging activities could increase (or reduce the size of any decrease in) the market price of the Company’s common stock or the notes.

In addition, the hedge counterparties and/or their affiliates may modify any hedge positions (and are likely to do so during the conversion period related to any conversion of notes or following any repurchase of notes by the Company on any fundamental repurchase date or otherwise) by entering into or unwinding various derivatives with respect to the Company’s common stock or purchasing or selling common stock or other securities of the Company in secondary market transactions following the pricing of the notes and prior to the maturity of the notes. These activities could also cause or avoid an increase or a decrease in the market price of the Company’s common stock or the notes, which could affect a noteholder’s ability to convert the notes and, to the extent the activity occurs during any observation period related to a conversion of the notes, it could affect the amount and value of the consideration that a noteholder will receive upon conversion of the notes.

Taken together, the convertible note hedge and warrant transactions are expected, but not guaranteed, to reduce the potential dilution that could occur upon delivery of shares of common stock to satisfy to the Company’s conversion obligation under the notes, with the intent that the Company’s stockholders would not experience dilution until the notes reach a conversion price of approximately \$171.98 per share, the strike price of the warrant transactions, which represents a 100% premium over the closing price of the Company’s common stock at the time the Company entered into the warrant transactions. However, these transactions are complex, and there can be no assurance that they will operate as planned. For example, if the price of the Company’s common stock, as measured under the terms of the warrant transactions, exceeds the strike price of the warrant transactions, the warrant transactions will have a dilutive effect on the Company’s earnings per share to the extent that the price of the Company’s common stock as measured under the warrant transactions exceeds the strike price of the warrant transactions. In addition, the Company in the future may undertake other transactions that could have the effect of causing the convertible note hedge and warrant transactions to operate differently than as originally intended, and other factors outside the Company’s control may also reduce the Company’s ability to realize the anticipated benefits of the transactions.

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. Financial Statements and Exhibits.**

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release issued on June 18, 2014 by Restoration Hardware Holdings, Inc.

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**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: June 19, 2014

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

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**EXHIBIT INDEX**

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
99.1	Press release issued on June 18, 2014 by Restoration Hardware Holdings, Inc.



**RESTORATION HARDWARE HOLDINGS, INC. ANNOUNCES PRICING OF  
\$300 MILLION CONVERTIBLE NOTES OFFERING**

**Corte Madera, CA** – June 18, 2014 – Restoration Hardware Holdings, Inc. (NYSE: RH) today announced the pricing of \$300 million of 0% convertible senior notes due 2019 at a 35% conversion premium to today’s closing stock price of \$85.99. Restoration Hardware also granted the initial purchasers of the notes a 13-day option to purchase up to an additional \$50 million of the notes on the same terms and conditions, for a total potential offering size of up to \$350 million. Additionally, the Company entered into convertible note hedge and warrant transactions in order to prevent dilution up to a 100% premium to today’s closing stock price. Under the terms of these transactions, the Company’s shareholders are not expected to experience dilution until the Company’s stock price is above approximately \$172, which corresponds to a market capitalization in excess of \$7 billion based on the current diluted shares outstanding.

The Company intends to use this additional capital to fund its business initiatives including the continuing transformation of its real estate platform, paying down higher interest borrowings from the Company’s current credit line, and strengthening the Company’s balance sheet over the next five years.

The notes will not bear interest and will be due on June 15, 2019. The initial conversion rate is 8.6143 shares of common stock per \$1,000 principal amount of notes, which is equivalent to an initial conversion price of approximately \$116.09 per share representing a premium of 35% over today’s closing stock price. The notes will be convertible into cash, shares of Restoration Hardware’s common stock, or a combination thereof, at Restoration Hardware’s election.

The immediate use of proceeds from the offering will be to pay the net cost of the convertible note hedge transactions and general corporate purposes, including repayment of all of the outstanding indebtedness under the Company’s credit facility. The sale of the notes to the initial purchasers is expected to settle on June 24, 2014, subject to customary closing conditions.

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. The notes and the shares of common stock issuable upon conversion of the notes, if any, will not be registered under the Securities Act of 1933, as amended (the “Act”) or any state securities laws, and unless so registered, may not be offered or sold in the United States except pursuant to an exemption from the registration requirements of the Act and applicable state laws.

**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.

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**Forward-Looking Statements**

Some of the statements in this press release are “forward-looking” and are made pursuant to the safe harbor provision of the Private Securities Litigation Reform Act of 1995. These “forward-looking” statements include statements relating to, among other things, any dilution impact to holders of the common stock due to the notes and the convertible note hedge and warrant transactions, the future market capitalization of the Company and its future stock price and the expected use of proceeds from these transactions. These statements involve risks and uncertainties that may cause results to differ materially from the statements set forth in this press release. The forward-looking statements in this press release speak only as of the date of this press release and are subject to uncertainty and changes. Given these circumstances, you should not place undue reliance on these forward-looking statements. Restoration Hardware expressly disclaims any obligation or undertaking to release publicly any updates or revisions to such statements to reflect any change in its expectations with regard thereto or any changes in the events, conditions or circumstances on which any such statement is based.

**Contact**

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