
**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): January 22, 2015

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 94925
(Address of principal executive offices) (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 January 22, 2015, the board of directors of Restoration Hardware Holdings, Inc. (the “Company”) appointed Ali Rowghani, 42, as a Class II director, with a term expiring at the Company’s 2017 annual meeting of stockholders. Mr. Rowghani will also serve as a member of the nominating and corporate governance committee of the board of directors of the Company, effective immediately.

Mr. Rowghani served as the Chief Operating Officer of Twitter, Inc. an online social networking service, from December 2012 to June 2014, and served as Twitter’s Chief Financial Officer from March 2010 to December 2012. From June 2002 to February 2010, Mr. Rowghani served in several roles at Pixar Animation Studios, Inc., a computer animation film studio, including as Chief Financial Officer and Senior Vice President of Strategic Planning. Mr. Rowghani holds a B.A. in International Relations and an M.B.A. from Stanford University.

Mr. Rowghani is eligible to receive the standard compensation paid to non-employee directors, as described in the Company’s Proxy Statement filed on Schedule 14A on May 15, 2014. 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 Mr. Rowghani is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 8.01. Other Events.

As a result of Mr. Rowghani’s appointment to fill the vacancy on the Company’s board of directors, the Company has regained compliance with Section 303A.01 of the NYSE Listed Company Manual, which requires that the board of directors of a listed company be comprised of a majority of independent directors.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit

<u>No.</u>	<u>Description</u>
99.1	Press release dated January 22, 2015 – RH Appoints Ali Rowghani 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: January 22, 2015

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

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release dated January 22, 2015 – RH Appoints Ali Rowghani to Board of Directors.



RH APPOINTS ALI ROWGHANI TO BOARD OF DIRECTORS

Corte Madera, CA – January 22, 2015 – RH (Restoration Hardware Holdings, Inc - NYSE: RH) today announced the appointment of Ali Rowghani to its Board of Directors. He will also serve on the Board’s Nominating and Corporate Governance Committee. Mr. Rowghani has served in executive leadership positions at innovative growth companies, including Twitter, Inc. and Pixar Animation Studios, Inc. At Twitter, Mr. Rowghani was hired as the Company’s first Chief Financial Officer in March 2010, and later served as Chief Operating Officer, with responsibility for business development, platform, media, product, and business analytics, from December 2012 to June 2014. Prior to Twitter, from June 2002 to February 2010, Mr. Rowghani served in various leadership roles at Pixar, including Chief Financial Officer and Senior Vice President, Strategic Planning, reporting to Pixar founder and President, Ed Catmull.

Gary Friedman, Chairman and Chief Executive Officer, commented, “We are delighted to have Ali join the RH Board. Ali’s operational and financial leadership, coupled with his expertise in scaling innovative, high-growth companies, will be extremely valuable to RH as we continue our pursuit of becoming one of the most innovative and admired brands in the world.”

“RH is clearly one of the most disruptive and innovative companies in retail today. I am honored to join this dynamic team and look forward to contributing to the Company’s tremendous momentum and continued success,” said Ali Rowghani.

Mr. Rowghani is currently a part time partner at YCombinator, providing consultation to early-stage growth companies, and currently serves on the Board of Directors of The San Francisco Symphony.

About RH

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 Mr. Rowghani’s service on the Nominating and Corporate Governance 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; factors affecting our outstanding convertible senior notes; our ability to anticipate consumer preferences and buying trends, and maintaining our brand promise to customers; 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 obtain our products in a timely fashion or in the quantities required; our ability to employ reasonable and appropriate security measures to protect personal information that we collect; our ability to support our growth with appropriate information technology systems; 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 subsequent 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.

Contact

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