
**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): June 18, 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 K, 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 7.01. Regulation FD Disclosure

On June 18, 2015, Restoration Hardware Holdings, Inc. (the “Company”) issued a press release announcing the pricing of \$250 million aggregate principal amount of 0.00% convertible senior notes due 2020. The Company has 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 \$300 million. 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.

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, 2015 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: June 23, 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 issued on June 18, 2015 by Restoration Hardware Holdings, Inc.



**RESTORATION HARDWARE HOLDINGS, INC. ANNOUNCES PRICING OF
\$250 MILLION CONVERTIBLE NOTES OFFERING**

Corte Madera, CA – June 18, 2015 – Restoration Hardware Holdings, Inc. (NYSE: RH) today announced the pricing of \$250 million of 0% convertible senior notes due 2020 at a 25% conversion premium to yesterday’s closing stock price of \$94.50. 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 \$300 million.

The Company has entered into convertible note hedge and warrant transactions on terms that have the effect of limiting earnings dilution as a result of the convertible notes issuance 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 earnings dilution until the Company’s stock price is above approximately \$189, which corresponds to a market capitalization in excess of \$7.9 billion based on the current diluted shares outstanding.

The Company intends to use this additional capital to fund its business initiatives including the expansion of its business and the pursuit of additional growth opportunities. The immediate use of a portion of the proceeds from the offering will be to pay the net cost for the convertible note hedge transactions.

The sale of the notes to the initial purchasers is expected to settle on June 23, 2015, subject to customary closing conditions.

The notes will not bear interest and will mature on July 15, 2020, unless earlier purchased by us or converted. The initial conversion rate is 8.4656 shares of common stock per \$1,000 principal amount of notes, which is equivalent to an initial conversion price of approximately \$118.13 per share representing a premium of 25% over yesterday’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.

This press release does 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.

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, the anticipated earnings 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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