
**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 30, 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))
-
-

Item 1.01. Entry into a Material Definitive Agreement.**Issuance of Additional Notes**

On July 2, 2015, the Company issued an additional \$50 million of 0% convertible senior notes due 2020 (the “Notes”) to Merrill Lynch, Pierce, Fenner & Smith Incorporated and Goldman, Sachs & Co. (the “Initial Purchasers”) for resale in a private placement to qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended (the “Securities Act”). The issuance was pursuant to the Initial Purchasers’ exercise of their entire over-allotment option granted in the original offering of \$250 million of Notes. The newly issued Notes have the identical terms as the original \$250 million of Notes and are governed by the same Indenture and guarantee as described in the Company’s Current Report on Form 8-K filed with the Securities and Exchange Commission (the “SEC”) on June 24, 2015.

Additional Convertible Note Hedge and Warrant Transactions

On June 30, 2015, in connection with the exercise of the over-allotment option described above, the Company entered into additional convertible note hedge transactions with respect to its common stock (the “Purchased Options”), as well as additional warrant transactions (the “Warrants”), each on the same terms and with the same counterparties as the transactions previously entered into in connection with the original offering of the Notes. The form of the confirmations relating to the Purchased Options and Warrants were attached as Exhibits 10.1 and 10.2, respectively, to the Company’s previous Current Report on Form 8-K filed with the SEC on June 24, 2015 and are each incorporated herein by reference.

The Company paid an aggregate amount of approximately \$11.4 million for the Purchased Options. The Purchased Options cover, subject to anti-dilution adjustments that are intended to be substantially identical to those in the Notes, 846,560 shares of the Company’s common stock at a strike price that corresponds to the initial conversion price of the Notes, also subject to adjustment, and are exercisable upon conversion of the Notes. The Purchased Options are intended to reduce the potential dilution impact resulting upon conversion of the Notes in the event that the market value per share of the Company’s common stock, as measured under the Notes, at the time of exercise is greater than the conversion price of the Notes.

The Purchased Options are separate transactions, entered into by the Company with the counterparties, and are not part of the terms of the Notes. Holders of the Notes will not have any rights with respect to the Purchased Options.

The Warrants are initially exercisable for 846,560 shares of the Company’s common stock at a strike price of \$189.00 per share, also subject to adjustment. The Company received aggregate proceeds of approximately \$5.1 million from the sale of the Warrants. If the market value per share of the Company’s common stock, as measured under the Warrants, exceeds the strike price of the Warrants, the Warrants will have a dilutive effect on the Company’s earnings per share.

The Warrants were sold in private placements to the counterparties pursuant to the exemptions from the registration requirements of the Securities Act afforded by Section 4(a)(2) of the Securities Act. The Warrants are separate transactions, entered into by the Company with the counterparties, and are not part of the terms of the Notes. Holders of the Notes will not have any rights with respect to the Warrants.

Item 2.03. Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.

The information set forth in Item 1.01 above is incorporated by reference into this Item 2.03.

Item 3.02. Unregistered Sales of Equity Securities.

The information set forth in Item 1.01 above is incorporated by reference into this Item 3.02. This Current Report on Form 8-K does not constitute an offer to sell, or a solicitation of an offer to buy, any security and shall not constitute an offer, solicitation or sale in any jurisdiction in which such offering would be unlawful.

Item 7.01. Regulation FD Disclosure.

On July 2, 2015, the Company issued a press release regarding the closing of the additional Notes issuance pursuant to the exercise of the over-allotment option. The full text of the press release is furnished hereto as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release issued on July 2, 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: July 2, 2015

By: /s/ Karen Boone

Karen Boone
Chief Financial and Administrative Officer

EXHIBIT INDEX

**Exhibit
No.**

Description

99.1	Press release issued on July 2, 2015 by Restoration Hardware Holdings, Inc.
------	---



**RESTORATION HARDWARE HOLDINGS, INC. ANNOUNCES CLOSING OF
SALE OF ADDITIONAL \$50 MILLION CONVERTIBLE SENIOR NOTES**

Corte Madera, CA – July 2, 2015 – Restoration Hardware Holdings, Inc. (NYSE: RH) today announced the closing of the sale of an additional \$50 million of 0% convertible senior notes due 2020 pursuant to the exercise of the entire over-allotment option granted in the original offering of \$250 million of notes. The terms of the newly issued notes are identical to those previously issued and have an initial conversion price of approximately \$118.13 per share representing a 25% conversion premium to the closing stock price of \$94.50 on the trading day immediately preceding the time of the pricing of the notes offering.

The Company has entered into additional convertible note hedge and warrant transactions on terms that have the effect of limiting earnings dilution as a result of the additional notes issuance up to a 100% premium to the \$94.50 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 per share, 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 additional convertible note hedge transactions.

The notes will not bear interest and will mature on July 15, 2020, unless earlier purchased by the Company or converted. 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

Cammeron McLaughlin
VP, Investor Relations
(415) 945-4998
cmclaughlin@rh.com