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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): August 13, 2018**

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**RH**

(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 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.)

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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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter)

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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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 August 13, 2018, RH (“RH” or the “Company”) announced (i) the resignation of Karen Boone as President, Chief Financial Officer and Administrative Officer and (ii) the appointment of Ryno Blignaut as President, Chief Financial Officer and Administrative Officer, in each case effective August 14, 2018.

On August 13, 2018, Ms. Boone resigned from all of her officer and director positions with RH effective August 14, 2018 other than her position as principal accounting officer (“PAO”) of RH.

In order to assist with an orderly handover of her responsibilities to Mr. Blignaut, Ms. Boone has indicated that (i) she will remain in the role of PAO through the filing of RH’s Form 10-Q for the second fiscal quarter of 2018 at which time her resignation as PAO will become effective, and (ii) following the filing of the Form 10-Q, she will remain as an employee for a transition period through November 1, 2018 without an officer or director title.

Ms. Boone has indicated to RH that her resignation (i) is not the result of any dispute or disagreement with RH’s accounting principles or practices or financial statements and disclosures, and (ii) is motivated by personal reasons related to her wish to spend time for the next several years not working on a full time basis in order that she can have more time with her family while her children still reside at home.

In connection with his appointment, Mr. Blignaut will receive an annual base salary of \$750,000 and will receive a grant of options to purchase 100,000 shares of the Company’s common stock, which will vest ratably on each of the first five anniversaries of the grant date. Mr. Blignaut also will participate in the Company’s Leadership Incentive Program, with a target payout of 50% of his base salary and a guaranteed payout of at least \$250,000 for fiscal year 2018, subject to certain conditions. Mr. Blignaut will be eligible to participate in the Company’s employee benefit programs and 401(k) plan.

RH also entered into a Compensation Protection Agreement with Mr. Blignaut, which is in substantially the same form as those entered into with the other executive officers of RH with the title of President, the form of which was filed as Exhibit 10.11 to RH’s Annual Report on Form 10-K for the fiscal year ended February 3, 2018.

The Compensation Protection Agreement provides generally that, in the event of termination of Mr. Blignaut’s employment by the Company without “Cause” or in the event of termination of employment by Mr. Blignaut for “Good Reason” (as such terms are defined in the Compensation Protection Agreement), the Company would pay severance in an amount equal to base salary compensation for a compensation protection period of 12 months after employment termination so long as Mr. Blignaut does not engage in certain restricted activities during such time period. The Compensation Protection Agreement also provides for the payment of certain costs related to COBRA benefits during such compensation protection period and the payment of a prior year bonus or a pro rata amount of current year bonus based on the date of employment termination and the Company achieving the performance metrics in any such bonus arrangement. The foregoing is only a summary of the material terms of the Compensation Protection Agreement and does not purport to be complete, and is qualified in its entirety by reference to the form of Compensation Protection Agreement, a copy of which is filed as Exhibit 10.11 to RH’s Annual Report on Form 10-K for the fiscal year ended February 3, 2018 and is incorporated by reference herein.

No family relationship exists between Mr. Blignaut and any of RH’s directors or executive officers.

There are no related-party transactions in which Mr. Blignaut or any of his immediate members has an interest that would require disclosure under Item 404(a) of Regulation S-K.

A copy of the press release announcing the appointment of Mr. Blignaut and the resignation of Ms. Boone is attached hereto as Exhibit 99.1.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	<a href="#">Press release dated August 13, 2018—RH Announces CFO Transition.</a>

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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.

Dated: August 13, 2018

**RH**

By: /s/ Gary Friedman  
Gary Friedman  
Chairman of the Board of Directors and Chief  
Executive Officer



## **RH ANNOUNCES CFO TRANSITION**

### **Ryno Blignaut Appointed as President, Chief Financial and Administrative Officer**

### **Karen Boone to Step Down for Family Reasons**

**Corte Madera, CA** – August 13, 2018 – RH (NYSE: RH) today announced the appointment of Ryno Blignaut as President, Chief Financial and Administrative Officer, effective August 14, 2018. Mr. Blignaut will lead all financial and administrative functions at RH, including strategic and financial planning, accounting, treasury, tax, internal audit, investor relations, legal, and compliance, across the Company’s multiple businesses and brands. Mr. Blignaut previously served as Chief Financial and Risk Officer at Xoom through its initial public offering and at the time of its acquisition by PayPal, Inc. Karen Boone has decided to step down from her current role to spend more time with her family, and has graciously agreed to work through a transitional period to ensure a smooth handoff of her responsibilities.

Gary Friedman, RH Chairman and Chief Executive Officer commented, “We are extremely pleased to have Ryno join the RH leadership team. Ryno’s financial leadership and experience in working with innovative, high growth businesses makes him an excellent fit for RH during the next phase of our growth as we continue our pursuit of becoming one of the most innovative and admired brands in the world.”

“I am thrilled to be joining Gary and the leadership team at RH,” said Mr. Blignaut. “It is rare to find brands and businesses with such a strong culture and compelling vision for the future. I have been an admirer and customer of the brand for some time, and look forward to contributing to our bright future.”

Mr. Friedman continued, “All of us at RH are deeply grateful for Karen’s partnership and leadership these past six years, and I have the utmost respect for her decision to prioritize spending more time with her family right now. Her contributions to RH since joining us as Chief Financial Officer in advance of our initial public offering in 2012, through the evolution of RH into the leading luxury home brand, and the recent transformation of our business model, have been invaluable. She has been a true partner to me personally, and I appreciate her willingness to work with us to ensure a smooth transition.”

Karen Boone commented, “The last six years at RH have been an extraordinary experience for me. We have accomplished a great deal since our initial public offering and I feel confident that the Company is well-positioned for the next phase of its growth and innovation. My decision to

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leave RH is based on my desire to spend more time with my family while my children still reside at home. My plan is to serve on some Boards of Directors but not to seek another full-time position for the next few years. I want to thank Gary for his leadership and mentorship these past six years. I will miss being a part of this innovative team of leaders, look forward to helping with the transition, and wish everyone on Team RH the very best in the years to come.”

Mr. Blignaut most recently served as the Chief Business Officer of Wheels Up, a private aviation company. Prior to that, Mr. Blignaut served in various roles at Xoom Corporation, an online and mobile money transfer company, from May 2005 until December 2015. Mr. Blignaut’s roles at Xoom included Chief Financial Officer and Chief Risk Officer through its initial public offering and at the time of its sale to PayPal. Mr. Blignaut holds a B.Comm (Hons) degree in Accounting from the University of Stellenbosch, South Africa, and is a member of the South African Institute of Chartered Accountants.

#### **About RH**

RH (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, RHModern.com, RHBabyandChild.com, RHTeen.com and Waterworks.com.

#### **Forward-Looking Statements**

This press release contains forward-looking statements within the meaning of the federal securities laws, including statements regarding our next phase of growth, our business model and becoming one of the most innovative and admired brands in the world, the expected benefits to RH of the appointment of Mr. Blignaut as President, Chief Financial Officer and Administrative Officer, our plans and efforts to assure a smooth and orderly transition of responsibilities from Ms. Boone to Mr. Blignaut and any statements or assumptions underlying any of the foregoing. 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; risks related to the number of new business initiatives we are undertaking; successful implementation of our growth strategy; our ability to anticipate consumer preferences and buying trends, and maintaining our brand promise to customers; 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 RH’s most recent Form 10-K filed with the Securities and Exchange Commission, and similar disclosures in subsequent reports filed with the SEC, which are available on our investor relations website at [ir.rh.com](http://ir.rh.com) and on the SEC website at [www.sec.gov](http://www.sec.gov). You should not place undue reliance on these forward-looking statements. 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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**Contact**

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