
**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): February 27, 2019

RH

(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))

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.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On March 5, 2019, RH (“RH” or the “Company”) announced (i) the resignation of Ryno Blignaut as President, Chief Financial and Administrative Officer and (ii) the appointment of Jack Preston as Chief Financial Officer.

In order to assist with an orderly handover of his responsibilities to Mr. Preston, Mr. Blignaut has indicated to the Board of Directors his willingness to remain in the roles of Chief Financial Officer including his role of Principal Financial Officer and Principal Accounting Officer through the filing of RH’s Annual Report on Form 10-K for the fiscal year 2018 and that his resignation will take effect on April 3, 2019 or such earlier date that the Company elects to file its Form 10-K. On February 27, 2019, the Board approved the transition from Mr. Blignaut to Mr. Preston.

Mr. Blignaut has indicated to RH that his 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 health considerations.

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

There are no related-party transactions in which Mr. Preston or any of his immediate family 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. Preston and the resignation of Mr. Blignaut 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	<u>Press release dated March 5, 2019—RH Announces CFO Transition.</u>

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: March 5, 2019

RH

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

**RH ANNOUNCES CFO TRANSITION*****Jack Preston Appointed as Chief Financial Officer******Ryno Blignaut to Step Down***

Corte Madera, CA – March 5, 2019 – RH (NYSE: RH) today announced the appointment of Jack Preston as Chief Financial Officer of RH. Mr. Preston will lead all financial functions including strategic and financial planning, accounting, treasury, tax, internal audit and investor relations across the Company’s multiple businesses and brands. Mr. Preston is currently a member of the RH executive leadership team, serving as Senior Vice President, Finance & Chief Strategy Officer. Mr. Preston joined RH in 2013 and previously worked in investment banking at Bank of America Merrill Lynch for more than twelve years where he executed multiple financings for consumer and retail companies including RH’s initial public offering. Mr. Preston holds a bachelor of commerce degree from the University of British Columbia.

Ryno Blignaut has decided based upon health considerations to step down from his current role at RH. In order to assure a seamless transition of his responsibilities, Mr. Blignaut’s resignation will take effect on April 3, 2019 or such earlier date as RH elects to file its Annual Report on Form 10-K.

Gary Friedman, RH Chairman and Chief Executive Officer, commented, “We are pleased to announce the promotion of Jack Preston to the position of Chief Financial Officer of RH. Jack’s experience working with the RH leadership team in roles of increasing responsibility since 2013 makes him a perfect fit to assume the role of Chief Financial Officer as we continue our pursuit of becoming one of the most innovative and admired brands in the world. During Jack’s six years at RH, he has been a key contributor in the architecture of our new membership and business models, as well as leading multiple financing and capital markets transactions including our three 0% convertible note offerings and share repurchase programs.”

Mr. Friedman continued, “All of us at RH are grateful for Ryno’s contributions and understand that he currently needs to allocate a substantial portion of his time to personal matters. We appreciate Ryno’s willingness to work closely with Jack and the RH leadership team to help ensure a smooth transition and wish Ryno and his family all the best for the future.”

Mr. Blignaut commented, “It has been a privilege working with Gary and the entire RH team. I joined RH looking forward to being a long-term contributor to one of the most innovative companies in retail. Although I am not able to continue in my role, I have a high level of confidence in Jack’s ability to lead the finance organization going forward. Jack has been a key partner to me during my time at the Company and I wish both him and Team RH continued success.”

RH expects to report fourth quarter and fiscal 2018 financial results during the week of March 25, 2019.

About RH

RH (NYSE: RH) is a curator of design, taste and style in the luxury lifestyle market. The Company offers its collections through its retail galleries across North America, the Company's multiple 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 from the appointment of Mr. Preston as Chief Financial Officer, the organizational structure and responsibilities of Mr. Preston, the anticipated timing of our fourth quarter earnings release and the timing for filing of our Annual Report on Form 10-K, our plans and efforts to assure a smooth and orderly transition of responsibilities from Mr. Blignaut to Mr. Preston and any statements or assumptions concerning either of them or 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 and on the SEC website at 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.

Contact

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