

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person * <u>ALBERINI CARLOS</u>  (Last) (First) (Middle) <u>C/O RESTORATION HARDWARE HOLDINGS, INC.</u> <u>15 KOCH ROAD, SUITE J</u>  (Street) <u>CORTE</u> <u>CA</u> <u>94925</u> <u>MADERA</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Restoration Hardware Holdings Inc [ RH ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/10/2014</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/10/2014		D <sup>(1)</sup>		238,290	D	\$65.06 <sup>(2)</sup>	771,059	D	
Common Stock								251,414	I	By Trust <sup>(3)</sup>

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (Right to Buy)	\$46.5	03/11/2014		J <sup>(4)</sup>			1,984,551 <sup>(4)</sup>	11/01/2012	03/11/2014 <sup>(5)</sup>	Common Stock	1,984,551	\$0.00	992,275 <sup>(6)</sup>	D	

**Explanation of Responses:**

- Restoration Hardware Holdings, Inc. (the "Company") repurchased such shares pursuant to its repurchase right under the Company's 2012 Equity Replacement Plan ("Equity Plan") and the applicable award agreement. The repurchased shares were subject to selling restrictions under the Equity Plan. The repurchase price was paid by the Company through the issuance of an unsecured subordinated promissory note to the reporting person. The promissory note has a term of eight years and accrues interest at a rate of 5% per year, with accrued interest payable annually by the Company on the anniversary of the note. The principal amount of the promissory note is payable by the Company at maturity on March 10, 2022.
- Corresponds to the closing price per share of the Company's common stock on the New York Stock Exchange on the date of the repurchase.
- By Carlos E. Alberini, as trustee of the Carlos E. Alberini Family Trust, dated November 1, 2012.
- Disposition exempt under Rule 16b-6(d) of the Securities Exchange Act of 1934, as amended. The shares underlying these options (the "Options") were subject to selling restrictions under the Company's 2012 Stock Option Plan (the "Option Plan"). In connection with the Company's notice electing to repurchase the shares underlying these Options in the event the reporting person exercised these Options, the reporting person elected not to exercise such options and forfeited them on the date indicated herein.
- The forfeited options were canceled as of March 11, 2014, the date of forfeiture. The expiration date of the options that the reporting person continues to beneficially own following the reported transaction is 120 days following the reporting person's resignation as the Company's Co-CEO effective January 31, 2014.
- The shares underlying the options that remain beneficially owned by the reporting person following reported transaction are not subject to selling restrictions under the Company's Option Plan.

**Remarks:**

/s/ Edward Lee as Attorney-In-Fact 03/12/2014

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.