

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>Boone Karen</u>  (Last) (First) (Middle) <u>C/O RESTORATION HARDWARE HOLDINGS, INC.</u> <u>15 KOCH ROAD, SUITE K</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) Director 10% Owner Officer (give title below) Other (specify below) Chief Fin./Adm. Officer
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/25/2015</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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	08/25/2015		M		5,000 <sup>(1)</sup>	A	\$24	5,000	D	
Common Stock	08/25/2015		S		1,842 <sup>(1)</sup>	D	\$94.02 <sup>(2)</sup>	3,158	D	
Common Stock	08/25/2015		S		2,858 <sup>(1)</sup>	D	\$94.69 <sup>(3)</sup>	300	D	
Common Stock	08/25/2015		S		300 <sup>(1)</sup>	D	\$95.6 <sup>(4)</sup>	0	D	

**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
Stock Option (Right to Buy)	\$24	08/25/2015		M			5,000 <sup>(1)</sup>	(5)	10/31/2022	Common Stock	5,000	\$0.00	114,876	D	

**Explanation of Responses:**

- All of the transactions reported on this form were executed pursuant to a Rule 10b5-1 plan under the Securities Exchange Act of 1934, as amended.
- This transaction was executed in multiple trades ranging from \$93.39 to \$94.36. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (2) through (4) to this Form 4.
- This transaction was executed in multiple trades ranging from \$94.40 to \$95.17. The price reported above reflects the weighted average sale price.
- This transaction was executed in multiple trades ranging from \$95.49 to \$95.81. The price reported above reflects the weighted average sale price.
- The option is fully vested and is subject to time-based selling restrictions which lapse over time subject to continuous service.

**Remarks:**

/s/ Edward T. Lee as Attorney-In-Fact 08/26/2015

\*\* 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.