

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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

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

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) <u>Chief Fin./Adm. Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/25/2015</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person

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	09/25/2015		M		20,000 ⁽¹⁾	A	\$24	20,000	D	
Common Stock	09/25/2015		S		682 ⁽¹⁾	D	\$97.28 ⁽²⁾	19,318	D	
Common Stock	09/25/2015		S		800 ⁽¹⁾	D	\$98.45 ⁽³⁾	18,518	D	
Common Stock	09/25/2015		S		13,922 ⁽¹⁾	D	\$99.94 ⁽⁴⁾	4,596	D	
Common Stock	09/25/2015		S		4,596 ⁽¹⁾	D	\$100.34 ⁽⁵⁾	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	Amount or Number of Shares				
Stock Option (Right to Buy)	\$24	09/25/2015		M			20,000 ⁽¹⁾	(6)	10/31/2022	Common Stock	20,000	\$0.00	74,876	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 \$96.98 to \$97.67. 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 (5) to this Form 4.
- This transaction was executed in multiple trades ranging from \$98.12 to \$99.08. The price reported above reflects the weighted average sale price.
- This transaction was executed in multiple trades ranging from \$99.12 to \$100.11. The price reported above reflects the weighted average sale price.
- This transaction was executed in multiple trades ranging from \$100.13 to \$100.59. 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:

Edward T. Lee as Attorney-In-Fact 09/29/2015

** 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.