FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

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

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned											
(City)	(State)	(Zip)									
(Street) CORTE MADERA	СА	94925		X			g Person le Reporting Person				
15 KOCH ROA	AD, SUITE K		4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv	idual or Joint/Group I	iling (Ch	eck Applicable Line)				
C/O RH						an & C	EO				
(Last)	(Last) (First) (Middle)		3. Date of Earliest Transaction (Month/Day/Year) 12/11/2019	x	Officer (give title below)	л	Other (specify below)				
1. Name and Address of Reporting Person [*] FRIEDMAN GARY G			2. Issuer Name and Ticker or Trading Symbol <u>RH</u> [RH]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director X 10% Owner						

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)		Transaction Code (Instr. (D) (Instr. 3, 4 and 5)		A) or Disposed Of	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership			
			Code	v	Amount	(A) or (D)	Price	(Instr. 3 and 4)		(Instr. 4)		
Common Stock ⁽¹⁾	12/11/2019		М		22,864	A	\$46.5	2,032,968	D			
Common Stock	12/11/2019		S		3,586(2)	D	\$230 .8445 ⁽³⁾	2,029,382	D			
Common Stock	12/11/2019		S		16,896(2)	D	\$ 232.0819 ⁽⁴⁾	2,012,486	D			
Common Stock	12/11/2019		S		1,362(2)	D	\$232.6794(5)	2,011,124	D			
Common Stock	12/11/2019		S		320(2)	D	\$231.095(6)	2,010,804	D			
Common Stock	12/11/2019		S		700(2)	D	\$232.4458(7)	2,010,104	D			
Common Stock	12/11/2019		S		13,296(2)	D	\$231.08(8)	1,996,808	D			
Common Stock	12/11/2019		S		13,657(2)	D	\$232.3943(9)	1,983,151	D			
Common Stock	12/11/2019		S		1,100(2)	D	\$233.168(10)	1,982,051	D			
Common Stock	12/11/2019		S		44,234(2)	D	\$230.8712(11)	1,937,817	D			
Common Stock	12/11/2019		S		46,787 ⁽²⁾	D	\$232.0392(12)	1,891,030	D			
Common Stock	12/11/2019		S		30,198(2)	D	\$232.8651(13)	1,860,832	D			
Common Stock	12/11/2019		S		7,500(2)	D	\$233.6744(14)	1,853,332	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	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		Transaction(s) (Instr. 4)		
Stock Option (Right to Buy)	\$46.5	12/11/2019		М			22,864	(15)	10/31/2022	Common Stock	22,864	\$0.00	2,876,826	D	

Explanation of Responses:

1. Due to EDGAR limitations of up to 30 rows per Form 4, this Form 4 is part 2 of 2. Please note the additional Form 4 reflecting additional transactions are part of the same reporting activity.

2. These shares were sold by the reporting person in order to fund (1) a final payment obligation due under a marital dissolution agreement; (2) the acquisition and improvement of real estate for use as a personal residence; and (3) the repayment of outstanding balances under personal line of credit borrowings

3. This transaction was executed in multiple trades ranging from \$230.48 to \$231.47. 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 range set forth herein

4. This transaction was executed in multiple trades ranging from \$231.53 to \$232.50. 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 range set forth herein.

5. This transaction was executed in multiple trades ranging from \$232.53 to \$233.12. 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 range set forth herein.

6. This transaction was executed in multiple trades ranging from \$231.02 to \$231.14. 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 range set forth herein.

7. This transaction was executed in multiple trades ranging from \$232.08 to \$232.77. 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 range set forth herein.

8. This transaction was executed in multiple trades ranging from \$231.00 to \$231.77. 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 range set forth herein

9. This transaction was executed in multiple trades ranging from \$232.00 to \$232.95. 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 range set forth herein.

10. This transaction was executed in multiple trades ranging from \$233.00 to \$233.73. 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 range set forth herein.

11. This transaction was executed in multiple trades ranging from \$230.33 to \$231.32. 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 range set forth herein.

12. This transaction was executed in multiple trades ranging from \$231.33 to \$232.325. 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 range set forth herein.

13. This transaction was executed in multiple trades ranging from \$232.33 to \$233.31. 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 range set forth herein.

14. This transaction was executed in multiple trades ranging from \$233.33 to \$234.16. 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 range set forth herein.

15. Options are fully vested.

Remarks:

/s/ Edward T. Lee as Attorney-In-12/11/2019

Fact
** Signature of Reporting Person

son 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.

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