

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	3235-0287
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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>CP Home Holdings, LLC</u>  (Last) (First) (Middle) <u>599 WEST PUTNAM AVE</u>  (Street) <u>GREENWICH CT 06830</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 <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>07/17/2013</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> 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	07/17/2013		S		3,280,390	D	\$67.8125	4,533,279	I	See footnotes <sup>(1)(2)(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					

1. Name and Address of Reporting Person \*

CP Home Holdings, LLC

(Last) (First) (Middle)

599 WEST PUTNAM AVE

(Street)

GREENWICH CT 06830

(City) (State) (Zip)

1. Name and Address of Reporting Person \*

Catterton Managing Partner VI, L.L.C.

(Last) (First) (Middle)

599 WEST PUTNAM AVENUE

(Street)

GREENWICH CT 06830

(City) (State) (Zip)

1. Name and Address of Reporting Person \*

CP6 Management, L.L.C.

(Last) (First) (Middle)

599 WEST PUTNAM AVENUE

(Street)

GREENWICH CT 06830

(City) (State) (Zip)

1. Name and Address of Reporting Person \*

Dahnke Scott Arnold

(Last) (First) (Middle)

599 WEST PUTNAM AVENUE

(Street)

GREENWICH CT 06830

(City) (State) (Zip)

**Explanation of Responses:**

1. Home Holdings ("Home Holdings") holds 9,978,171 shares of common stock of the Issuer (the "Shares"). Home Holdings is held by a private investor group, including (i) CP Home Holdings, LLC, an investment entity managed by funds affiliated with Catterton Management Company, LLC, (ii) Tower Three Home LLC, an investment fund managed by Tower Three Partners, LLC, and (iii) funds affiliated with Glenhill Capital Management LLC. Each of the Reporting Persons may be deemed to be a member of a group exercising voting and investment control over the shares of common stock held by Home Holdings. However, each Reporting Person disclaims membership in any such group and disclaims beneficial ownership of the Shares, except to the extent of its or his pecuniary interest therein.
2. CP Home Holdings, LLC ("CP Home Holdings") holds 4,533,279 shares of common stock of the Issuer indirectly through Home Holdings. Catterton Managing Partner VI, L.L.C. ("Catterton Managing Partner" and together with CP Home Holdings and CP6 Management, L.L.C., the "Catterton Entities") is the managing member of CP Home Holdings. CP6 Management, L.L.C. is the managing member of Catterton Managing Partner and Scott A. Dahnke is a member of the managing board of CP6 Management, L.L.C. (Continued in Footnote 3).
3. (Continued from Footnote 2) By virtue of these relationships, Catterton Managing Partner and Scott A. Dahnke may be deemed to share voting and dispositive power with respect to the shares of Common Stock held by the Catterton Entities. Catterton Managing Partner, Scott A. Dahnke and each of the Catterton Entities expressly disclaim beneficial ownership of such securities, except to the extent of its or his pecuniary interest therein.

/s/James Michael Chu

07/18/2013

\*\* 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.

Power of Attorney

Know all by these presents, that the undersigned hereby constitute and appoint each of J. Michael Chu, Scott Dahnke, Marc Magliacano and Dave McPherson signing singly, the undersigned's true and lawful attorney-in-fact to:

1. execute for and on behalf of the undersigned a Form ID and Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules; and
2. do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form ID and Form 3, 4 or 5, complete and execute any amendment or amendments thereto, and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934. This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by Restoration Hardware Holdings, Inc., a Delaware corporation, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned have caused this Power of Attorney to be executed as of November 1, 2012.

CATTERTON MANAGING PARTNER VI, L.L.C.

By: CP6 Management, L.L.C.,  
its managing member

By: /s/ Scott A. Dahnke  
Name: Scott A. Dahnke  
Title: Authorized Person

CP HOME HOLDINGS, LLC

By: Catterton Managing Partner VI,  
L.L.C.,  
its general partner

By: CP6 Management, L.L.C.,  
its managing member

By: /s/ Scott A. Dahnke  
Name: Scott A. Dahnke  
Title: Authorized Person

CP6 MANAGEMENT, L.L.C.

By: /s/ Scott A. Dahnke  
Name: Scott A. Dahnke  
Title: Authorized Person

/s/ Scott A. Dahnke  
Scott A. Dahnke

