

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>Chu James Michael</u> (Last) (First) (Middle) <u>C/O CATTERTON MANAGING PARTNER VI L.L.C., 599 WEST PUTNAM AVENUE</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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/30/2013</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	09/30/2013		S		3,978,731	D	\$60.41	0 ⁽¹⁾	I ⁽¹⁾⁽²⁾	See Footnotes. ⁽¹⁾⁽²⁾

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					

Explanation of Responses:

1. On September 30, 2013, Home Holdings, LLC ("Home Holdings") distributed, which distribution did not constitute a purchase or sale of securities, an aggregate of 8,911,636 shares of common stock of the Issuer (the "Shares") to its members, including CP Home Holdings, LLC ("CP Home Holdings"), for no consideration. As a result of the distribution, CP Home Holdings directly owned 3,978,731 Shares. Subsequently, CP Home Holdings executed a block sale of all of its Shares pursuant to Rule 144 (the "Sale"). As a result of the Sale, CP Home Holdings is no longer a direct or indirect owner of any Shares.

2. The management of Home Holdings is controlled by a managing board. J. Michael Chu is a member of the managing board of Home Holdings. Catterton Managing Partner VI, L.L.C. ("Catterton Managing Partner") is the managing member of CP Home Holdings, LLC. Mr. Chu is a member of the managing board of CP6 Management, L.L.C., which is the managing member of Catterton Managing Partner. Prior to the Sale, Mr. Chu may have been deemed to share voting and dispositive power with respect to the Shares, and expressly disclaimed beneficial ownership of such securities, except to the extent of his pecuniary interest therein. However, subsequent to the Sale, Mr. Chu has no beneficial ownership, either directly or indirectly, of any Shares. Mr. Chu continues to be a director of the Issuer.

/s/J. Michael Chu, Authorized Person 09/30/2013
 ** 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.