

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 1) 1

Restoration Hardware Holdings, Inc.  
(Name of Issuer)

Common Stock  
(Title of Class of Securities)

761283100  
(CUSIP Number)

December 31, 2013  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the Rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

1 The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only).

J. Michael Chu

2. Check the Appropriate Box if a Member of a Group (See Instructions)

- (a)
- (b)

3. SEC Use Only

4. Citizenship or Place of Organization

United States

Number of Shares Beneficially Owned by Each Reporting Person With	5. Sole Voting Power	
	6. Shared Voting Power	0
	7. Sole Dispositive Power	
	8. Shared Dispositive Power	0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

0 Shares of Common Stock

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) [ ]

11. Percent of Class Represented by Amount in Row (9)  
0%

12. Type of Reporting Person (See Instructions)  
IN

1. Names of Reporting Persons.I.R.S. Identification Nos. of above persons (entities only).  
Scott A. Dahnke

2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a) [ ]  
(b) [ x]

3. SEC Use Only

4. Citizenship or Place of Organization  
United States

Number of Shares Beneficially Owned by Each Reporting Person With	5. Sole Voting Power	
	6. Shared Voting Power	0
	7. Sole Dispositive Power	
	8. Shared Dispositive Power	0

9. Aggregate Amount Beneficially Owned by Each Reporting Person  
0 Shares of Common Stock

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) [ ]

11. Percent of Class Represented by Amount in Row (9)  
0%

12. Type of Reporting Person (See Instructions)  
IN

1. Names of Reporting Persons.I.R.S. Identification Nos. of above persons (entities only).  
CP6 Management, L.L.C. 86-1170980

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

Number of Shares Beneficially Owned by Each Reporting Person With	5. Sole Voting Power	
	6. Shared Voting Power	0
	7. Sole Dispositive Power	
	8. Shared Dispositive Power	0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

0 Shares of Common Stock

10. Check if the Aggregate Amount in Row (9) Excludes

Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

0%

12. Type of Reporting Person (See Instructions)

OO

1. Names of Reporting Persons.I.R.S. Identification Nos. of above persons (entities only).

Catterton Managing Partner VI, L.L.C. 20-3514375

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

Number of Shares Beneficially Owned by Each Reporting Person With	5. Sole Voting Power	
	6. Shared Voting Power	0
	7. Sole Dispositive Power	
	8. Shared Dispositive Power	0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

0 Shares of Common Stock

10. Check if the Aggregate Amount in Row (9) Excludes

Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

0%

12. Type of Reporting Person (See Instructions)

OO

1. Names of Reporting Persons.I.R.S. Identification Nos. of above persons (entities only).

CP Home Holdings, LLC 26-2763473

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) [ ]

(b) [ x]

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

Number of Shares Beneficially Owned by Each Reporting Person With	5. Sole Voting Power	
	6. Shared Voting Power	0
	7. Sole Dispositive Power	
	8. Shared Dispositive Power	0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

0 Shares of Common Stock

10. Check if the Aggregate Amount in Row (9) Excludes

Certain Shares (See Instructions) [ ]

11. Percent of Class Represented by Amount in Row (9)

0%

12. Type of Reporting Person (See Instructions)

OO

Schedule 13G  
Common Stock  
CUSIP No. 761283100

**Item 1(a) Name of Issuer:**  
Restoration Hardware Holdings, Inc. (the "Issuer")

**Item 1(b) Address of Issuer's Principal Executive Offices:**  
15 Koch Road, Suite J  
Corte Madera, CA 94925

**Item 2(a) Name of Person filing:**

The following "Reporting Persons":

J. Michael Chu  
Scott A. Dahnke  
CP6 Management, L.L.C.  
Catterton Managing Partner VI, L.L.C.  
CP Home Holdings, LLC

**Item 2(b) Address of Principal Business Office or, if None, Residence:**

c/o Catterton Management Company, L.L.C.  
599 West Putnam Avenue  
Greenwich, CT 06830

**Item 2(c) Citizenship:**

Please refer to Item 4 on each cover sheet for each filing person.

**Item 2(d) Title of Class of Securities:**

Common stock, par value \$0.0001 per share ("Common Stock")

**Item 2(e) CUSIP Number:** 761283100

**Item 3.**

Not applicable

**Item 4 Ownership.**

On September 30, 2013 the Reporting Persons sold all shares of Common Stock they beneficially owned. As of the date hereof, none of the Reporting Persons beneficially owns any shares of Common Stock.

**Item 5 Ownership of Five Percent or Less of a Class.**

Check-the-box for 5% or less ownership [x]

**Item 6 Ownership of More than Five Percent on Behalf of Another Person.**

Not applicable

**Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.**

Not applicable

**Item 8 Identification and Classification of Members of the Group.**

Not applicable

**Item 9 Notice of Dissolution of Group.**

Not applicable

**Item 10 Certification.**

Not applicable

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Signature:

Dated: February 14, 2014

**J. Michael Chu**

By: /s/ J. Michael Chu

**Scott A. Dahnke**

By: /s/ Scott A. Dahnke

**CP6 Management, L.L.C.**

By: /s/ Scott A. Dahnke

Name: Scott A. Dahnke

Title: Authorized Person

**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 manager

by CP6 Management, L.L.C., its managing member

By: /s/ Scott A. Dahnke

Name: Scott A. Dahnke

Title: Authorized Person

**INDEX TO EXHIBITS**

EXHIBIT A                      Joint Filing Agreement

EXHIBIT B                      Power of Attorney



EXHIBIT A

**Joint Filing Agreement**

In accordance with Rule 13d-1(k)(1) promulgated under the Securities Exchange Act of 1934, as amended, the undersigned hereby agree to the joint filing with each other on behalf of each of them of such a statement on Schedule 13G with respect to the Common Stock beneficially owned by each of them of Restoration Hardware Holdings, Inc. This Joint Filing Agreement shall be included as an Exhibit to such Schedule 13G.

IN WITNESS WHEREOF, the undersigned hereby execute this Joint Filing Agreement as of the 14<sup>th</sup> day of February, 2014.

**J. Michael Chu**

By: /s/ J. Michael Chu

**Scott A. Dahnke**

By: /s/ Scott A. Dahnke

**CP6 Management, L.L.C.**

By: /s/ Scott A. Dahnke

Name: Scott A. Dahnke

Title: Authorized Person

**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 manager

by CP6 Management, L.L.C., its managing member

By: /s/ Scott A. Dahnke

Name: Scott A. Dahnke

Title: Authorized Person

**EXHIBIT B**

**Power of Attorney**

The undersigned understands that, from time to time, the Catterton Persons (defined below) are required to prepare, execute and file certain federal and state securities laws filings.

Know all by these presents, that the undersigned hereby constitutes and appoints each of Dave McPherson and Kevin Zadourian, or any of them signing singly, and with full power of substitution, the undersigned's true and lawful attorney-in-fact to:

- (1) prepare, execute in the name of each Catterton Person and on behalf of each Catterton Person, and submit to the U.S. Securities and Exchange Commission (the "SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the SEC of Forms D ("Form D") required to be filed in accordance with Rule 503 ("Rule 503") promulgated with respect to Sections 4(2), 4(6) and 3(b) of the Securities Act of 1933 (the "1933 Act") and reports required by Sections 13(d) and 16(a) of the Securities Exchange Act of 1934 (the "1934 Act") or any rule or regulation of the SEC;
- (2) prepare and execute for and on behalf of each Catterton Person, in the undersigned's capacity as a Managing Director, authorized person, officer and/or director of each Catterton Person, federal and state securities laws filings including without limitation Forms D pursuant to Rule 503 and Schedules 13D and 13G and Forms 3, 4, and 5 in accordance with Sections 13(d) and 16(a) of the 1934 Act and the rules thereunder;
- (3) do and perform any and all acts for and on behalf of each Catterton Person which may be necessary or desirable to complete and execute any such federal and state securities laws filings including without limitation Forms D, Schedules 13D and 13G and Forms 3, 4, and 5, complete and execute any amendment or amendments thereto, and timely file such form with the SEC and the securities administrators of any state, the District of Columbia, the Commonwealth of Puerto Rico, Guam and the United States Virgin Islands or their designees and any stock exchange or similar authority; and
- (4) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

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, whether the same needs to be executed, taken or done by him in his capacity as a current or former member, partner, shareholder, director or officer of any company, partnership, corporation, organization, firm, branch or other entity connected with, related to or affiliated with any of the entities constituting the Catterton Persons or entities that directly or indirectly hold interests in the Catterton Persons.

The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming any of the undersigned's responsibilities to comply with federal and state securities laws, including without limitation Rule 503 of the 1933 Act or Section 13 and Section 16 of the 1934 Act.

This Power of Attorney and all authority conferred hereby shall not be terminated by operation of law, whether by the death or incapacity of the undersigned or by occurrence of any other event. Actions taken by an attorney-in-fact pursuant to this Power of Attorney shall be as valid as if any event described in the preceding sentence had not occurred, whether or not the attorney-in-fact shall have received notice of such event. Notwithstanding the foregoing, (i) in the event that an attorney-in-fact is no longer employed by Catterton Management Company, L.L.C. or its affiliates, this Power of Attorney and all authority conferred hereby shall be immediately terminated with respect to such Attorney, and (ii) the undersigned may terminate or revoke this Power of Attorney at any time.

For purposes hereof, the "Catterton Persons" shall consist of: (i) CP6 Management, L.L.C., a Delaware limited liability company, Catterton Managing Partner VI, L.L.C., a Delaware limited liability company, and CP Home Holdings, LLC, a Delaware limited liability company; (ii) their respective owners; (iii) the subsidiaries and affiliates of the foregoing in clauses (i) and (ii) and (iv) Messrs. Scott A. Dahnke and J. Michael Chu, including without limitation investment funds sponsored directly or indirectly by one or more of the Catterton Persons.

IN WITNESS WHEREOF, the undersigned hereby execute this Power of Attorney as of the 14<sup>th</sup> day of February, 2014.

**J. Michael Chu**

By: /s/ J. Michael Chu

**Scott A. Dahnke**

By: /s/ Scott A. Dahnke