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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 10-Q**

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(Mark One)

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended May 2, 2020

or

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number: 001-35720

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RH

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)  
15 Koch Road  
Corte Madera, CA  
(Address of principal executive offices)

45-3052669  
(I.R.S. Employer  
Identification Number)

94925  
(Zip Code)

Registrant's telephone number, including area code: (415) 924-1005

Securities registered pursuant to Section 12(b) of the Act:

Common Stock, \$0.0001 par value  
(Title of each class)

RH  
(Trading symbol)

New York Stock Exchange, Inc.  
(Name of each exchange on which registered)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

|                         |                                     |                           |                          |
|-------------------------|-------------------------------------|---------------------------|--------------------------|
| Large accelerated filer | <input checked="" type="checkbox"/> | Accelerated filer         | <input type="checkbox"/> |
| Non-accelerated filer   | <input type="checkbox"/>            | Smaller reporting company | <input type="checkbox"/> |
|                         |                                     | Emerging growth company   | <input type="checkbox"/> |

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

As of May 29, 2020, 19,290,966 shares of the registrant's common stock were outstanding.

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**RH**  
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PART I

Item 1. Financial Statements

**RH**  
**CONDENSED CONSOLIDATED BALANCE SHEETS**  
**(In thousands, except share amounts)**  
**(Unaudited)**

|                                                                                                                                                                                                                         | May 2,<br>2020 | February 1,<br>2020 |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------|---------------------|
| <b>ASSETS</b>                                                                                                                                                                                                           |                |                     |
| Current assets:                                                                                                                                                                                                         |                |                     |
| Cash and cash equivalents                                                                                                                                                                                               | \$ 17,208      | \$ 47,658           |
| Accounts receivable—net                                                                                                                                                                                                 | 49,099         | 48,979              |
| Merchandise inventories                                                                                                                                                                                                 | 494,260        | 438,696             |
| Prepaid expense and other current assets                                                                                                                                                                                | 65,154         | 61,619              |
| Total current assets                                                                                                                                                                                                    | 625,721        | 596,952             |
| Property and equipment—net                                                                                                                                                                                              | 953,738        | 967,599             |
| Operating lease right-of-use assets                                                                                                                                                                                     | 392,934        | 410,904             |
| Goodwill                                                                                                                                                                                                                | 124,290        | 124,367             |
| Tradenames, trademarks and domain names                                                                                                                                                                                 | 65,563         | 86,022              |
| Deferred tax assets                                                                                                                                                                                                     | 38,875         | 45,005              |
| Other non-current assets                                                                                                                                                                                                | 228,772        | 214,845             |
| Total assets                                                                                                                                                                                                            | \$ 2,429,893   | \$ 2,445,694        |
| <b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>                                                                                                                                                                             |                |                     |
| Current liabilities:                                                                                                                                                                                                    |                |                     |
| Accounts payable and accrued expenses                                                                                                                                                                                   | \$ 284,980     | \$ 330,309          |
| Deferred revenue and customer deposits                                                                                                                                                                                  | 189,048        | 162,433             |
| Convertible senior notes due 2020—net                                                                                                                                                                                   | 295,574        | 290,532             |
| Operating lease liabilities                                                                                                                                                                                             | 61,997         | 58,924              |
| Other current liabilities                                                                                                                                                                                               | 137,336        | 140,714             |
| Total current liabilities                                                                                                                                                                                               | 968,935        | 982,912             |
| Asset based credit facility                                                                                                                                                                                             | 10,000         | —                   |
| Equipment promissory notes—net                                                                                                                                                                                          | 28,475         | 31,053              |
| Convertible senior notes due 2023—net                                                                                                                                                                                   | 271,211        | 266,658             |
| Convertible senior notes due 2024—net                                                                                                                                                                                   | 269,012        | 264,982             |
| Non-current operating lease liabilities                                                                                                                                                                                 | 395,641        | 409,930             |
| Non-current finance lease liabilities                                                                                                                                                                                   | 439,470        | 442,988             |
| Other non-current obligations                                                                                                                                                                                           | 28,017         | 28,520              |
| Total liabilities                                                                                                                                                                                                       | 2,410,761      | 2,427,043           |
| Commitments and contingencies (Note 15)                                                                                                                                                                                 |                |                     |
| Stockholders' equity:                                                                                                                                                                                                   |                |                     |
| Preferred stock—\$0.0001 par value per share, 10,000,000 shares authorized, no shares issued or outstanding as of May 2, 2020 and February 1, 2020                                                                      | —              | —                   |
| Common stock—\$0.0001 par value per share, 180,000,000 shares authorized, 19,264,727 shares issued and 19,264,127 shares outstanding as of May 2, 2020; 19,236,681 shares issued and outstanding as of February 1, 2020 | 2              | 2                   |
| Additional paid-in capital                                                                                                                                                                                              | 436,799        | 430,662             |
| Accumulated other comprehensive loss                                                                                                                                                                                    | (5,132)        | (2,760)             |
| Accumulated deficit                                                                                                                                                                                                     | (412,465)      | (409,253)           |
| Treasury stock—at cost, 600 shares as of May 2, 2020 and no shares as of February 1, 2020                                                                                                                               | (72)           | —                   |
| Total stockholders' equity                                                                                                                                                                                              | 19,132         | 18,651              |
| Total liabilities and stockholders' equity                                                                                                                                                                              | \$ 2,429,893   | \$ 2,445,694        |

*The accompanying notes are an integral part of these unaudited Condensed Consolidated Financial Statements.*

**RH**  
**CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS**  
**(In thousands, except share and per share amounts)**  
**(Unaudited)**

|                                                                                  | Three Months Ended |                |
|----------------------------------------------------------------------------------|--------------------|----------------|
|                                                                                  | May 2,<br>2020     | May 4,<br>2019 |
| Net revenues                                                                     | \$ 482,895         | \$ 598,421     |
| Cost of goods sold                                                               | 283,241            | 365,607        |
| Gross profit                                                                     | 199,654            | 232,814        |
| Selling, general and administrative expenses                                     | 164,201            | 164,181        |
| Income from operations                                                           | 35,453             | 68,633         |
| Other expenses                                                                   |                    |                |
| Interest expense—net                                                             | 19,629             | 21,118         |
| Tradenname impairment                                                            | 20,459             | —              |
| Total other expenses                                                             | 40,088             | 21,118         |
| Income (loss) before income taxes                                                | (4,635)            | 47,515         |
| Income tax expense (benefit)                                                     | (1,423)            | 11,793         |
| Net income (loss)                                                                | \$ (3,212)         | \$ 35,722      |
| Weighted-average shares used in computing<br>basic net income (loss) per share   | 19,242,641         | 19,976,858     |
| Basic net income (loss) per share                                                | \$ (0.17)          | \$ 1.79        |
| Weighted-average shares used in computing<br>diluted net income (loss) per share | 19,242,641         | 24,933,987     |
| Diluted net income (loss) per share                                              | \$ (0.17)          | \$ 1.43        |

*The accompanying notes are an integral part of these unaudited Condensed Consolidated Financial Statements.*

**RH**  
**CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)**  
**(In thousands)**  
**(Unaudited)**

|                                              | <b>Three Months Ended</b> |                        |
|----------------------------------------------|---------------------------|------------------------|
|                                              | <b>May 2,<br/>2020</b>    | <b>May 4,<br/>2019</b> |
| Net income (loss)                            | \$ (3,212)                | \$ 35,722              |
| Net losses from foreign currency translation | (2,372)                   | (937)                  |
| Total comprehensive income (loss)            | <u>\$ (5,584)</u>         | <u>\$ 34,785</u>       |

*The accompanying notes are an integral part of these unaudited Condensed Consolidated Financial Statements.*

**RH**  
**CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY (DEFICIT)**  
(In thousands, except share amounts)  
(Unaudited)

|                                              | Common Stock      |             | Additional<br>Paid-In<br>Capital | Accumulated<br>Other<br>Comprehensive<br>Income (Loss) | Retained<br>Earnings<br>(Accumulated<br>Deficit) | Treasury Stock   |                     | Total<br>Stockholders'<br>Equity<br>(Deficit) |
|----------------------------------------------|-------------------|-------------|----------------------------------|--------------------------------------------------------|--------------------------------------------------|------------------|---------------------|-----------------------------------------------|
|                                              | Shares            | Amount      |                                  |                                                        |                                                  | Shares           | Amount              |                                               |
| <b>Balances—February 2, 2019</b>             | 20,477,813        | \$ 2        | \$ 356,422                       | \$ (2,333)                                             | \$ (392,538)                                     | 2,800            | \$ (243)            | \$ (38,690)                                   |
| Stock-based compensation                     | —                 | —           | 5,588                            | —                                                      | —                                                | —                | —                   | 5,588                                         |
| Vested and delivered restricted stock units  | 21,241            | —           | (250)                            | —                                                      | —                                                | —                | —                   | (250)                                         |
| Exercise of stock options                    | 26,158            | —           | 1,226                            | —                                                      | —                                                | —                | —                   | 1,226                                         |
| Repurchases of common stock                  | (2,167,396)       | —           | —                                | —                                                      | —                                                | 2,167,396        | (250,032)           | (250,032)                                     |
| Net income                                   | —                 | —           | —                                | —                                                      | 35,722                                           | —                | —                   | 35,722                                        |
| Net losses from foreign currency translation | —                 | —           | —                                | (937)                                                  | —                                                | —                | —                   | (937)                                         |
| <b>Balances—May 4, 2019</b>                  | <u>18,357,816</u> | <u>\$ 2</u> | <u>\$ 362,986</u>                | <u>\$ (3,270)</u>                                      | <u>\$ (356,816)</u>                              | <u>2,170,196</u> | <u>\$ (250,275)</u> | <u>\$ (247,373)</u>                           |
| <b>Balances—February 1, 2020</b>             | 19,236,681        | \$ 2        | \$ 430,662                       | \$ (2,760)                                             | \$ (409,253)                                     | —                | \$ —                | \$ 18,651                                     |
| Stock-based compensation                     | —                 | —           | 5,721                            | —                                                      | —                                                | —                | —                   | 5,721                                         |
| Vested and delivered restricted stock units  | 10,286            | —           | (381)                            | —                                                      | —                                                | —                | —                   | (381)                                         |
| Exercise of stock options                    | 17,760            | —           | 797                              | —                                                      | —                                                | —                | —                   | 797                                           |
| Repurchases of common stock                  | (600)             | —           | —                                | —                                                      | —                                                | 600              | (72)                | (72)                                          |
| Net loss                                     | —                 | —           | —                                | —                                                      | (3,212)                                          | —                | —                   | (3,212)                                       |
| Net losses from foreign currency translation | —                 | —           | —                                | (2,372)                                                | —                                                | —                | —                   | (2,372)                                       |
| <b>Balances—May 2, 2020</b>                  | <u>19,264,127</u> | <u>\$ 2</u> | <u>\$ 436,799</u>                | <u>\$ (5,132)</u>                                      | <u>\$ (412,465)</u>                              | <u>600</u>       | <u>\$ (72)</u>      | <u>\$ 19,132</u>                              |

*The accompanying notes are an integral part of these unaudited Condensed Consolidated Financial Statements.*

**RH**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(In thousands)  
(Unaudited)

|                                                                                          | Three Months Ended |                |
|------------------------------------------------------------------------------------------|--------------------|----------------|
|                                                                                          | May 2,<br>2020     | May 4,<br>2019 |
| <b>CASH FLOWS FROM OPERATING ACTIVITIES</b>                                              |                    |                |
| Net income (loss)                                                                        | \$ (3,212)         | \$ 35,722      |
| Adjustments to reconcile net income (loss) to net cash provided by operating activities: |                    |                |
| Depreciation and amortization                                                            | 24,870             | 27,189         |
| Non-cash operating lease cost                                                            | 15,907             | 16,279         |
| Tradename impairment                                                                     | 20,459             | —              |
| Asset impairments                                                                        | 4,783              | —              |
| Amortization of debt discount                                                            | 12,916             | 12,377         |
| Stock-based compensation expense                                                         | 5,828              | 5,695          |
| Non-cash finance lease interest expense                                                  | 5,781              | 5,514          |
| Product recalls                                                                          | —                  | (1,786)        |
| Other non-cash interest expense                                                          | 1,145              | 1,089          |
| Change in assets and liabilities:                                                        |                    |                |
| Accounts receivable                                                                      | 1,554              | (7,218)        |
| Merchandise inventories                                                                  | (55,837)           | 1,653          |
| Prepaid expense and other assets                                                         | (8,324)            | (17,846)       |
| Landlord assets under construction—net of tenant allowances                              | (7,600)            | (4,542)        |
| Accounts payable and accrued expenses                                                    | (52,989)           | (38,595)       |
| Deferred revenue and customer deposits                                                   | 26,679             | 21,641         |
| Other current liabilities                                                                | 4,696              | 15,231         |
| Current and non-current operating lease liabilities                                      | (7,065)            | (27,131)       |
| Other non-current obligations                                                            | (6,459)            | (6,448)        |
| Net cash provided by (used in) operating activities                                      | (16,868)           | 38,824         |
| <b>CASH FLOWS FROM INVESTING ACTIVITIES</b>                                              |                    |                |
| Capital expenditures                                                                     | (16,632)           | (7,916)        |
| Net cash used in investing activities                                                    | (16,632)           | (7,916)        |
| <b>CASH FLOWS FROM FINANCING ACTIVITIES</b>                                              |                    |                |
| Borrowings under asset based credit facility                                             | 71,100             | 94,000         |
| Repayments under asset based credit facility                                             | (61,100)           | (151,500)      |
| Borrowings under term loans                                                              | —                  | 320,000        |
| Borrowings under promissory and equipment security notes                                 | —                  | 60,000         |
| Repayments under promissory and equipment security notes                                 | (5,166)            | (983)          |
| Debt issuance costs                                                                      | —                  | (4,499)        |
| Principal payments under finance leases                                                  | (2,068)            | (2,129)        |
| Repurchases of common stock—including commissions                                        | —                  | (250,032)      |
| Proceeds from exercise of stock options                                                  | 797                | 1,226          |
| Tax withholdings related to issuance of stock-based awards                               | (381)              | (250)          |
| Net cash provided by financing activities                                                | 3,182              | 65,833         |
| Effects of foreign currency exchange rate translation                                    | (132)              | 6              |
| Net increase (decrease) in cash and cash equivalents and restricted cash                 | (30,450)           | 96,747         |
| Cash, cash equivalents and restricted cash                                               |                    |                |
| Beginning of period—cash and cash equivalents                                            | \$ 47,658          | \$ 5,803       |
| End of period—cash and cash equivalents                                                  | 17,208             | 37,550         |
| End of period—restricted cash                                                            | —                  | 65,000         |
| End of period—cash, cash equivalents and restricted cash                                 | \$ 17,208          | \$ 102,550     |
| Non-cash transactions:                                                                   |                    |                |
| Property and equipment additions in accounts payable and accrued expenses at period-end  | \$ 2,935           | \$ 8,529       |
| Landlord asset additions in accounts payable and accrued expenses at period-end          | 23,489             | 19,481         |
| Landlord asset additions from unpaid construction related deposits                       | 195                | 2,056          |
| Issuance of non-current notes payable related to share repurchases from former employees | 72                 | —              |

*The accompanying notes are an integral part of these unaudited Condensed Consolidated Financial Statements.*

**RH**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**(Unaudited)**

**NOTE 1—THE COMPANY**

**Nature of Business**

RH, a Delaware corporation, together with its subsidiaries (collectively, “we,” “us,” “our” or the “Company”), is a luxury home furnishings retailer that offers a growing number of categories, including furniture, lighting, textiles, bathware, décor, outdoor and garden, and child and teen furnishings. These products are sold through our stores, catalogs and websites.

As of May 2, 2020, we operated a total of 69 RH Galleries and 38 RH outlet stores in 31 states, the District of Columbia and Canada, as well as 15 Waterworks showrooms throughout the United States and in the U.K., and had sourcing operations in Shanghai and Hong Kong.

**Basis of Presentation**

The accompanying unaudited interim condensed consolidated financial statements have been prepared from the Company’s records and, in management’s opinion, include all adjustments, consisting of normal recurring adjustments, necessary to fairly state our financial position as of May 2, 2020, and the results of operations for the three months ended May 2, 2020 and May 4, 2019. Our current fiscal year, which consists of 52 weeks, ends on January 30, 2021 (“fiscal 2020”).

Certain information and disclosures normally included in the notes to annual consolidated financial statements prepared in accordance with generally accepted accounting principles in the United States (“GAAP”) have been condensed or omitted for purposes of these interim condensed consolidated financial statements.

The preparation of our condensed consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the condensed consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates and such differences could be material to the condensed consolidated financial statements.

We have assessed various accounting estimates and other matters, including those that require consideration of forecasted financial information, in context of the unknown future impacts of COVID-19 using information that is reasonably available to us at this time. The accounting estimates and other matters we have assessed include, but were not limited to, sales return reserve, inventory reserve, allowance for doubtful accounts, goodwill, intangible and other long-lived assets. Our current assessment of these estimates are included in our condensed consolidated financial statements as of and for the three months ended May 2, 2020. As additional information becomes available to us, our future assessment of these estimates, including our expectations at the time regarding the duration, scope and severity of the pandemic, as well as other factors, could materially and adversely impact our condensed consolidated financial statements in future reporting periods.

These unaudited interim condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and related notes included in our Annual Report on Form 10-K for the fiscal year ended February 1, 2020 (the “2019 Form 10-K”).

The results of operations for the three months ended May 2, 2020 presented herein are not necessarily indicative of the results to be expected for the full fiscal year. Our business, like the businesses of retailers generally, is subject to uncertainty surrounding the financial impact of the novel coronavirus disease as discussed in Recent Developments—COVID-19 below.



## Recent Developments—COVID-19

In March 2020, the World Health Organization declared the outbreak of a novel coronavirus disease (“COVID-19”) as a pandemic. The initial wave of the COVID-19 outbreak caused disruption to our business operations, as we temporarily closed all of our retail locations on March 17, 2020 in response to the public health crisis. While our retail locations were substantially closed at the end of the first fiscal quarter on May 2, 2020, since that date we have been able to reopen a large number of our stores based on local market circumstances including the gradual lifting of restrictions on business operations, including shelter-in-place rules. During the time that our Gallery locations were closed, we continued to serve our customers in those market areas virtually through our Gallery representatives and designers, as well as our online capabilities.

As of June 3, 2020, we had reopened 74% of our Gallery locations, 68% of our Outlets and 50% of our Restaurants, and are moving toward the expected complete reopening of our retail locations in the U.S. and Canada based on local conditions and requirements. While we have continued to serve our customers and operate our business through the initial phase of the COVID-19 health crisis and retail closures in the U.S. and Canada, there can be no assurance that future events including additional waves of COVID-19 outbreaks, evolving federal, state and local restrictions and safety regulations in response to COVID-19 risks, changes in consumer behavior and health concerns, or other similar issues will not adversely affect our business, results of operations or financial condition in the future, or that the pace of economic activity in the wake of the first wave of COVID-19 outbreaks will not have a negative impact on our business, results of operations or financial condition. The extent and duration of the crisis remains uncertain, and the results of the fiscal year ending January 30, 2021 could be further impacted in future periods, through reduced revenues, increased receivable and merchandise inventory reserves, asset impairments, valuation allowances and potential declines in liquidity.

We have historically relied on cash flows from operations, net cash proceeds from the issuance of convertible senior notes, as well as borrowings under credit facilities as primary sources of liquidity. When our retail locations were closed as a result of the COVID-19 outbreak, we took immediate action to assure that our liquidity needs would not be materially affected, including our ability to fund our business operations, as well as to make debt repayments when due, such as the \$300 million convertible senior notes maturing in July 2020 (the “2020 Notes”) and payments under equipment promissory notes. In response to the initial impact of COVID-19, we implemented a number of measures to minimize cash outlays, including managing workforce costs, delaying planned capital expenditures, deferring new business introductions, adjusting the timing and circulation of Source Books and minimizing discretionary expenses. Given the pace at which business conditions are evolving in response to the COVID-19 health crisis, we may further adjust our investments in various business initiatives including our capital expenditures over the course of fiscal 2020. We will continue to closely manage our expenses and investments while considering both the overall economic environment as well as the needs of our business operations. In addition, our near term decisions regarding the sources and uses of capital in our business will continue to reflect and adapt to changes in market conditions and our business related to COVID-19.

We have utilized, and expect to continue to utilize, our asset based credit facility, and we may pursue other sources of capital that may include other forms of external financing, in order to increase our cash position and preserve financial flexibility in response to the uncertainty in the United States and global markets resulting from COVID-19. Refer to Note 8—*Convertible Senior Notes* and Note 9—*Credit Facilities* for further information on the terms and conditions of our outstanding debt agreements. We had no outstanding borrowings under our asset based credit facility as of May 29, 2020 and the amount under the revolving line of credit borrowing base that could be available pursuant to the asset based credit facility was \$170.4 million, net of reserves for the repayment of the 2020 Notes and outstanding letters of credit. We believe our operating cash flows, in conjunction with available financing arrangements, will be sufficient to repay our debt obligations as they become due, meet working capital requirements and fulfill other capital needs for more than the next 12 months.

## NOTE 2—RECENTLY ISSUED ACCOUNTING STANDARDS

### *Cloud Computing*

In August 2018, the Financial Accounting Standards Board (“FASB”) issued *Accounting Standards Update (“ASU”) 2018-15—Intangibles—Goodwill and Other—Internal-Use Software (Subtopic 350-40): Customer’s Accounting for Implementation Costs Incurred in a Cloud Computing Arrangement that is a Service Contract*, which amends *Accounting Standards Update 2015-05—Customers Accounting for Fees in a Cloud Computing Agreement*. The amendments in this ASU more closely align the requirements for capitalizing implementation costs incurred in a hosting arrangement that is a service contract with the requirements for capitalizing implementation costs incurred to develop or obtain internal-use software (and hosting arrangements that include an internal use software license).

We adopted the ASU as of February 2, 2020 using a prospective method. We capitalize implementation costs related to hosted arrangements, which typically include three-year service terms with additional renewal periods generally ranging from one to three years. The related assets are recorded within other non-current assets on our condensed consolidated balance sheets, net of accumulated amortization for assets placed in service. The amortization of assets placed in service is recorded in either cost of goods sold or selling, general and administrative expenses, consistent with the costs of the hosting arrangement, on the condensed consolidated statements of operations on a straight-line basis over the term of the hosting arrangement, which includes reasonably certain renewal periods. The adoption of the ASU did not have a material effect on our condensed consolidated financial statements. Refer to Note 3—*Prepaid Expense and Other Assets*.

### *Current Expected Credit Losses*

In June 2016, the FASB issued *Accounting Standards Update 2016-13—Financial Instruments—Credit Losses: Measurement of Credit Losses on Financial Instruments* and also issued subsequent amendments to the initial guidance through ASU 2018-19, ASU 2019-04, ASU 2019-05, ASU 2019-10, ASU 2019-11, ASU 2020-02 and ASU 2020-03 (collectively, the “ASUs”). The ASUs amend the impairment model to utilize an expected loss methodology in place of the currently used incurred loss methodology to result in more timely recognition of losses. The guidance in the ASUs applies to financial assets measured at amortized cost basis, such as receivables that result from revenue transactions.

Accounts receivable consist primarily of receivables from our credit card processors for sales transactions, receivables related to our contract business and other miscellaneous receivables. Accounts receivable is presented net of allowance for doubtful accounts as a result of the assessment of the collectability of customer accounts, which is recorded by considering factors such as historical experience, credit quality, the age of the accounts receivable balances, and current economic conditions that may affect a customer’s ability to pay. The allowance for doubtful accounts was \$3.2 million and \$2.2 million as of May 2, 2020 and February 1, 2020, respectively.

We adopted the ASUs as of February 2, 2020 using a modified retrospective transition method, which requires a cumulative-effect adjustment, if any, to the opening balance of retained earnings. We did not recognize a cumulative-effect adjustment upon adoption as the adoption of the ASUs did not have a material effect on our condensed consolidated financial statements.

### *Income Taxes*

In December 2019, the FASB issued *Accounting Standards Update 2019-12—Income Taxes (Topic 740): Simplifying the Accounting for Income Taxes*. The ASU impacts various topic areas within ASC 740, including accounting for taxes under hybrid tax regimes, accounting for increases in goodwill, allocation of tax amounts to separate company financial statements within a group that files a consolidated tax return, intra period tax allocation, interim period accounting, and accounting for ownership changes in investments, among other minor codification improvements. The guidance in this ASU becomes effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2020. We will adopt this standard in the first fiscal quarter of 2021 and are currently evaluating the effects that the adoption of this ASU will have on our consolidated financial statements.

**NOTE 3—PREPAID EXPENSE AND OTHER ASSETS**

Prepaid expense and other current assets consist of the following (*in thousands*):

|                                                | May 2,<br>2020   | February 1,<br>2020 |
|------------------------------------------------|------------------|---------------------|
| Prepaid expense and other current assets       | \$ 34,118        | \$ 30,875           |
| Capitalized catalog costs                      | 14,616           | 13,740              |
| Vendor deposits                                | 11,187           | 11,258              |
| Right of return asset for merchandise          | 5,233            | 5,746               |
| Total prepaid expense and other current assets | <u>\$ 65,154</u> | <u>\$ 61,619</u>    |

Other non-current assets consist of the following (*in thousands*):

|                                                | May 2,<br>2020    | February 1,<br>2020 |
|------------------------------------------------|-------------------|---------------------|
| Landlord assets under construction             | \$ 148,487        | \$ 138,315          |
| Deposits on asset under construction           | 60,000            | 60,000              |
| Promissory note receivable, including interest | 5,417             | 5,354               |
| Other deposits                                 | 5,258             | 5,157               |
| Deferred financing fees                        | 2,332             | 2,602               |
| Other non-current assets                       | 7,278             | 3,417               |
| Total other non-current assets                 | <u>\$ 228,772</u> | <u>\$ 214,845</u>   |

**NOTE 4—GOODWILL, TRADENAMES, TRADEMARKS AND DOMAIN NAMES**

The following sets forth the goodwill, tradenames, trademarks and domain names activity for the RH Segment and Waterworks (See Note 16—*Segment Reporting*), for the three months ended May 2, 2020 (*in thousands*):

|                                         | February 1,<br>2020 | Impairment <sup>(1)</sup> | Foreign<br>Currency<br>Translation | May 2,<br>2020 |
|-----------------------------------------|---------------------|---------------------------|------------------------------------|----------------|
| <b>RH Segment</b>                       |                     |                           |                                    |                |
| Goodwill                                | \$ 124,367          | \$ —                      | \$ (77)                            | \$ 124,290     |
| Tradenames, trademarks and domain names | 48,563              | —                         | —                                  | 48,563         |
| <b>Waterworks <sup>(1)</sup></b>        |                     |                           |                                    |                |
| Tradename <sup>(2)</sup>                | 37,459              | (20,459)                  | —                                  | 17,000         |

- (1) Waterworks reporting unit goodwill of \$51.1 million recognized upon acquisition in fiscal 2016 was fully impaired as of fiscal 2018, with \$17.4 million and \$33.7 million of impairment recorded in fiscal 2018 and fiscal 2017, respectively.
- (2) Presented net of an impairment charge of \$35.1 million, with \$20.5 million recorded in the three months ended May 2, 2020 and \$14.6 million recorded in fiscal 2018. Refer to “Waterworks Tradename Impairment” below for further discussion regarding the fiscal 2020 impairment.

*Waterworks Tradename Impairment*

During the first fiscal quarter of 2020, as a result of the COVID-19 health crisis and related Showroom closures and slowdown in construction activity, management updated the long-term financial projections for the Waterworks reporting unit which resulted in a significant decrease in forecasted revenues and profitability. We performed an interim impairment test on the Waterworks tradename and the estimated future cash flows of the Waterworks reporting unit indicated the fair value of the tradename asset was below its carrying amount. We determined fair value utilizing a discounted cash flow methodology under the relief-from-royalty method. Significant assumptions under this method include forecasted net revenues and the estimated royalty rate, expressed as a percentage of revenues, in addition to the

discount rate based on the weighted-average cost of capital. Based on the impairment test performed, we concluded that the Waterworks reporting unit tradename was impaired as of May 2, 2020.

As a result, we recognized a \$20.5 million non-cash impairment charge for the Waterworks reporting unit tradename during the three months ended May 2, 2020, and the carrying value of the Waterworks indefinite-lived tradename asset after the impairment charge was \$17.0 million.

**NOTE 5—ACCOUNTS PAYABLE, ACCRUED EXPENSES AND OTHER CURRENT LIABILITIES**

Accounts payable and accrued expenses consist of the following (*in thousands*):

|                                                    | May 2,<br>2020    | February 1,<br>2020 |
|----------------------------------------------------|-------------------|---------------------|
| Accounts payable                                   | \$ 151,890        | \$ 180,714          |
| Accrued compensation                               | 61,950            | 64,659              |
| Accrued freight and duty                           | 18,260            | 25,170              |
| Accrued sales taxes                                | 16,792            | 19,618              |
| Accrued occupancy                                  | 9,266             | 12,067              |
| Accrued catalog costs                              | 6,250             | 8,267               |
| Accrued professional fees                          | 5,187             | 4,381               |
| Other accrued expenses                             | 15,385            | 15,433              |
| <b>Total accounts payable and accrued expenses</b> | <b>\$ 284,980</b> | <b>\$ 330,309</b>   |

Other current liabilities consist of the following (*in thousands*):

|                                                       | May 2,<br>2020    | February 1,<br>2020 |
|-------------------------------------------------------|-------------------|---------------------|
| Promissory notes on asset under construction          | \$ 53,000         | \$ 53,000           |
| Unredeemed gift card and merchandise credit liability | 21,877            | 16,625              |
| Current portion of equipment promissory notes         | 19,587            | 22,009              |
| Allowance for sales returns                           | 17,962            | 19,206              |
| Finance lease liabilities                             | 11,752            | 9,188               |
| Federal and state taxes payable                       | 6,048             | 13,591              |
| Product recall reserve                                | 1,819             | 2,055               |
| Other current liabilities                             | 5,291             | 5,040               |
| <b>Total other current liabilities</b>                | <b>\$ 137,336</b> | <b>\$ 140,714</b>   |

*Contract Liabilities*

We defer revenue associated with merchandise delivered via the home-delivery channel. We expect that substantially all of the deferred revenue, customer deposits and deferred membership fees as of May 2, 2020 will be recognized within the next six months as the performance obligations are satisfied.

In addition, we defer revenue when cash payments are received in advance of performance for unsatisfied obligations related to our gift cards and merchandise credits. During the three months ended May 2, 2020 and May 4, 2019, we recorded \$4.1 million and \$4.7 million, respectively, of revenue for previous deferrals related to our gift cards and merchandise credits. During the three months ended May 2, 2020 and May 4, 2019, we recorded gift card breakage of \$0.6 million and \$0.4 million, respectively. We expect that approximately 70% of the remaining gift card and merchandise credit liabilities as of May 2, 2020 will be recognized within the next twelve months as the gift cards are redeemed by customers.

**NOTE 6—OTHER NON-CURRENT OBLIGATIONS**

Other non-current obligations consist of the following (*in thousands*):

|                                                    | May 2,<br>2020   | February 1,<br>2020 |
|----------------------------------------------------|------------------|---------------------|
| Notes payable for share repurchases                | \$ 18,813        | \$ 18,741           |
| Rollover units and profit interests <sup>(1)</sup> | 3,170            | 3,064               |
| Unrecognized tax benefits                          | 3,063            | 3,020               |
| Other non-current obligations                      | 2,971            | 3,695               |
| <b>Total other non-current obligations</b>         | <b>\$ 28,017</b> | <b>\$ 28,520</b>    |

- (1) Represents rollover units and profit interests associated with the acquisition of Waterworks. Refer to Note 14—*Stock-Based Compensation*.

**NOTE 7—LEASES**

Lease costs—net consist of the following (*in thousands*):

|                                              | Three Months Ended |                  |
|----------------------------------------------|--------------------|------------------|
|                                              | May 2,<br>2020     | May 4,<br>2019   |
| Operating lease cost <sup>(1)</sup>          | \$ 20,726          | \$ 19,117        |
| Finance lease costs                          |                    |                  |
| Amortization of leased assets <sup>(1)</sup> | 9,588              | 8,852            |
| Interest on lease liabilities <sup>(2)</sup> | 5,781              | 5,514            |
| Variable lease costs <sup>(3)</sup>          | 3,560              | 5,607            |
| Sublease income <sup>(4)</sup>               | (2,575)            | (3,282)          |
| <b>Total lease costs—net</b>                 | <b>\$ 37,080</b>   | <b>\$ 35,808</b> |

- (1) Operating lease costs and amortization of finance lease right-of-use assets are included in cost of goods sold or selling, general and administrative expenses on the condensed consolidated statements of operations based on our accounting policy. Refer to Note 3—*Significant Accounting Policies* in the 2019 Form 10-K.
- (2) Included in interest expense—net on the condensed consolidated statements of operations.
- (3) Represents variable lease payments under operating and finance lease agreements, primarily associated with contingent rent based on a percentage of retail sales over contractual levels of \$2.0 million and \$3.3 million for the three months ended May 2, 2020 and May 4, 2019, respectively. Other variable costs, such as single lease cost related to variable lease payments based on an index or rate that were not included in the measurement of the initial lease liability and right-of-use asset, were not material for the three months ended May 2, 2020 and May 4, 2019.
- (4) Included in selling, general and administrative expenses on the condensed consolidated statements of operations.

Lease right-of-use assets and lease liabilities consist of the following (*in thousands*):

|                                     |                                         | May 2,<br>2020      | February 1,<br>2020 |
|-------------------------------------|-----------------------------------------|---------------------|---------------------|
| <b>Balance Sheet Classification</b> |                                         |                     |                     |
| <b>Assets</b>                       |                                         |                     |                     |
| Operating leases                    | Operating lease right-of-use assets     | \$ 392,934          | \$ 410,904          |
| Finance leases <sup>(1)(2)</sup>    | Property and equipment—net              | 630,781             | 642,117             |
| Total lease right-of-use assets     |                                         | <u>\$ 1,023,715</u> | <u>\$ 1,053,021</u> |
| <b>Liabilities</b>                  |                                         |                     |                     |
| <i>Current</i> <sup>(3)</sup>       |                                         |                     |                     |
| Operating leases                    | Operating lease liabilities             | \$ 61,997           | \$ 58,924           |
| Finance leases                      | Other current liabilities               | 11,752              | 9,188               |
| Total lease liabilities—current     |                                         | <u>73,749</u>       | <u>68,112</u>       |
| <i>Non-current</i>                  |                                         |                     |                     |
| Operating leases                    | Non-current operating lease liabilities | 395,641             | 409,930             |
| Finance leases                      | Non-current finance lease liabilities   | 439,470             | 442,988             |
| Total lease liabilities—non-current |                                         | <u>835,111</u>      | <u>852,918</u>      |
| Total lease liabilities             |                                         | <u>\$ 908,860</u>   | <u>\$ 921,030</u>   |

- (1) Finance lease right-of-use assets include capitalized amounts related to our completed construction activities to design and build leased assets, which are reclassified from other non-current assets upon lease commencement.
- (2) Finance lease right-of-use assets are recorded net of accumulated amortization of \$101.7 million and \$92.3 million as of May 2, 2020 and February 1, 2020, respectively.
- (3) Current portion of lease liabilities represents the reduction of the related lease liability over the next 12 months.

The maturities of lease liabilities are as follows as of May 2, 2020 (*in thousands*):

| Fiscal year                            | Operating<br>Leases | Finance<br>Leases | Total             |
|----------------------------------------|---------------------|-------------------|-------------------|
| Remainder of fiscal 2020               | \$ 59,698           | \$ 25,738         | \$ 85,436         |
| 2021                                   | 69,968              | 35,311            | 105,279           |
| 2022                                   | 60,642              | 35,729            | 96,371            |
| 2023                                   | 56,210              | 36,143            | 92,353            |
| 2024                                   | 52,407              | 36,630            | 89,037            |
| 2025                                   | 52,396              | 37,791            | 90,187            |
| Thereafter                             | 193,769             | 530,520           | 724,289           |
| Total lease payments <sup>(1)(2)</sup> | <u>545,090</u>      | <u>737,862</u>    | <u>1,282,952</u>  |
| Less—imputed interest <sup>(3)</sup>   | <u>(87,452)</u>     | <u>(286,640)</u>  | <u>(374,092)</u>  |
| Present value of lease liabilities     | <u>\$ 457,638</u>   | <u>\$ 451,222</u> | <u>\$ 908,860</u> |

- (1) Total lease payments include future obligations for renewal options that are reasonably certain to be exercised and are included in the measurement of the lease liability. Total lease payments exclude \$381.9 million of legally binding payments under the noncancellable term for leases signed but not yet commenced as of May 2, 2020.
- (2) Excludes future commitments under short-term lease agreements of \$0.5 million as of May 2, 2020.
- (3) Calculated using the incremental borrowing rate for each lease at lease commencement.

Supplemental information related to leases consists of the following:

|                                                      | Three Months Ended |                |
|------------------------------------------------------|--------------------|----------------|
|                                                      | May 2,<br>2020     | May 4,<br>2019 |
| <b>Weighted-average remaining lease term (years)</b> |                    |                |
| Operating leases                                     | 8.7                | 9.1            |
| Finance leases                                       | 18.4               | 19.1           |
| <b>Weighted-average discount rate</b>                |                    |                |
| Operating leases                                     | 3.82%              | 3.80%          |
| Finance leases                                       | 5.25%              | 5.26%          |

Other information related to leases consists of the following (in thousands):

|                                                                                                                  | Three Months Ended |                    |
|------------------------------------------------------------------------------------------------------------------|--------------------|--------------------|
|                                                                                                                  | May 2,<br>2020     | May 4,<br>2019     |
| <b>Cash paid for amounts included in the measurement of lease liabilities</b>                                    |                    |                    |
| Operating cash flows from operating leases                                                                       | \$ (10,786)        | \$ (31,780)        |
| Operating cash flows from finance leases                                                                         | (2,437)            | (5,514)            |
| Financing cash flows from finance leases                                                                         | (2,068)            | (2,129)            |
| Total cash outflows from leases                                                                                  | <u>\$ (15,291)</u> | <u>\$ (39,423)</u> |
| <b>Lease right-of-use assets obtained in exchange for lease obligations—net of lease terminations (non-cash)</b> |                    |                    |
| Operating leases                                                                                                 | \$ 1,198           | \$ 8,173           |
| Finance leases                                                                                                   | 58                 | 17,984             |

*Long-lived Asset Impairment*

During the three months ended May 2, 2020, we recognized long-lived asset impairment charges of \$3.5 million related to one RH Baby & Child Gallery and one Waterworks showroom, comprised of lease right-of-use asset impairment of \$2.0 million and property and equipment impairment of \$1.5 million.

**NOTE 8—CONVERTIBLE SENIOR NOTES**

*\$350 million 0.00% Convertible Senior Notes due 2024*

In September 2019, we issued in a private offering \$350 million principal amount of 0.00% convertible senior notes due 2024 (the “2024 Notes”). The 2024 Notes are governed by the terms of an indenture between the Company and U.S. Bank National Association, as the Trustee. The 2024 Notes will mature on September 15, 2024, unless earlier purchased by us or converted. The 2024 Notes will not bear interest, except that the 2024 Notes will be subject to “special interest” in certain limited circumstances in the event of our failure to perform certain of our obligations under the indenture governing the 2024 Notes. The 2024 Notes are unsecured obligations and do not contain any financial covenants or restrictions on the payments of dividends, the incurrence of indebtedness or the issuance or repurchase of securities by us or any of our subsidiaries. Certain events are also considered “events of default” under the 2024 Notes, which may result in the acceleration of the maturity of the 2024 Notes, as described in the indenture governing the 2024 Notes. Events of default under the indenture for the 2024 Notes include, among other things, the occurrence of an event of default by us as defined under any mortgage, indenture or instrument under which there may be issued, or by which there may be secured or evidenced, any indebtedness of the Company or any of its significant subsidiaries for money borrowed, if that event of default (i) constitutes the failure to pay when due indebtedness in the aggregate principal

amount in excess of \$20 million and (ii) such event of default continues for a period of 30 days after written notice is delivered to the Company by the Trustee or to the Company and the Trustee by the holders of at least 25% of the aggregate principal amount of the 2024 Notes then outstanding.

The initial conversion rate applicable to the 2024 Notes is 4.7304 shares of common stock per \$1,000 principal amount of 2024 Notes, or a total of approximately 1.656 million shares for the total \$350 million principal amount. This initial conversion rate is equivalent to an initial conversion price of approximately \$211.40 per share, which represents a 25% premium to the \$169.12 closing share price on the day the 2024 Notes were priced. The conversion rate will be subject to adjustment upon the occurrence of certain specified events, but will not be adjusted for any accrued and unpaid special interest. In addition, upon the occurrence of a “make-whole fundamental change” as defined in the indenture governing the 2024 Notes, we will, in certain circumstances, increase the conversion rate by a number of additional shares for a holder that elects to convert its 2024 Notes in connection with such make-whole fundamental change.

Prior to June 15, 2024, the 2024 Notes are convertible only under the following circumstances: (1) during any calendar quarter commencing after December 31, 2019, if, for at least 20 trading days (whether or not consecutive) during the 30 consecutive trading day period ending on the last trading day of the immediately preceding calendar quarter, the last reported sale price of our common stock on such trading day is greater than or equal to 130% of the applicable conversion price on such trading day; (2) during the five consecutive business day period after any ten consecutive trading day period in which, for each day of that period, the trading price per \$1,000 principal amount of 2024 Notes for such trading day was less than 98% of the product of the last reported sale price of our common stock and the applicable conversion rate on such trading day; or (3) upon the occurrence of specified corporate transactions. As of May 2, 2020, none of these conditions have occurred and, as a result, the 2024 Notes were not convertible as of May 2, 2020. On and after June 15, 2024, until the close of business on the second scheduled trading day immediately preceding the maturity date, holders may convert all or a portion of their 2024 Notes at any time, regardless of the foregoing circumstances. Upon conversion, the 2024 Notes will be settled, at our election, in cash, shares of our common stock, or a combination of cash and shares of our common stock. If the Company has not delivered a notice of its election of settlement method prior to the final conversion period it will be deemed to have elected combination settlement with a dollar amount per note to be received upon conversion of \$1,000.

We may not redeem the 2024 Notes; however, upon the occurrence of a fundamental change (as defined in the indenture governing the notes), holders may require us to purchase all or a portion of their 2024 Notes for cash at a price equal to 100% of the principal amount of the 2024 Notes to be purchased plus any accrued and unpaid special interest to, but excluding, the fundamental change purchase date.

Under GAAP, certain convertible debt instruments that may be settled in cash on conversion are required to be separately accounted for as liability and equity components of the instrument in a manner that reflects the issuer’s non-convertible debt borrowing rate. Accordingly, in accounting for the issuance of the 2024 Notes, we separated the 2024 Notes into liability and equity components. The carrying amount of the liability component was calculated by measuring the fair value of a similar liability that does not have an associated convertible feature. The carrying amount of the equity component, which is recognized as a debt discount, represents the difference between the proceeds from the issuance of the 2024 Notes and the fair value of the liability component of the 2024 Notes. The excess of the principal amount of the liability component over its carrying amount (“debt discount”) will be amortized to interest expense using an effective interest rate of 5.74% over the expected life of the 2024 Notes. The equity component is not remeasured as long as it continues to meet the conditions for equity classification.

Debt issuance costs related to the 2024 Notes were comprised of discounts upon original issuance of \$.5 million and third party offering costs of \$1.3 million. In accounting for the debt issuance costs related to the issuance of the 2024 Notes, we allocated the total amount incurred to the liability and equity components based on their relative values. Debt issuance costs attributable to the liability component are amortized to interest expense using the effective interest method over the expected life of the 2024 Notes, and debt issuance costs attributable to the equity component are netted with the equity component in stockholders’ equity.

Discounts and third party offering costs attributable to the liability component are recorded as a contra-liability and are presented net against the convertible senior notes due 2024 balance on the condensed consolidated balance



sheets. During the three months ended May 2, 2020 we recorded \$0.2 million related to the amortization of debt issuance costs related to the 2024 Notes.

The carrying value of the 2024 Notes, excluding the discounts upon original issuance and third party offering costs, is as follows (*n* thousands):

|                                 | May 2,<br>2020 | February 1,<br>2020 |
|---------------------------------|----------------|---------------------|
| Liability component             |                |                     |
| Principal                       | \$ 350,000     | \$ 350,000          |
| Less: Debt discount             | (77,764)       | (81,634)            |
| Net carrying amount             | \$ 272,236     | \$ 268,366          |
| Equity component <sup>(1)</sup> | \$ 87,252      | \$ 87,252           |

(1) Included in additional paid-in capital on the condensed consolidated balance sheets.

We recorded interest expense of \$3.9 million for the amortization of the debt discount related to the 2024 Notes during the three months ended May 2, 2020.

#### 2024 Notes—Convertible Bond Hedge and Warrant Transactions

In connection with the offering of the 2024 Notes and exercise of the overallotment option in September 2019, we entered into convertible note hedge transactions whereby we have the option to purchase a total of approximately 1.656 million shares of our common stock at a price of approximately \$211.40 per share. The total cost of the convertible note hedge transactions was approximately \$91.4 million. In addition, we sold warrants whereby the holders of the warrants have the option to purchase a total of approximately 1.656 million shares of our common stock at a price of \$338.24 per share, which represents a 100% premium to the \$169.12 closing share price on the day the 2024 Notes were priced. The warrants contain certain adjustment mechanisms whereby the total number of shares to be purchased under such warrants may be increased up to a cap of approximately 3.3 million shares of common stock (which cap may also be subject to adjustment). We received approximately \$50.2 million in cash proceeds from the sale of these warrants. Taken together, the purchase of the convertible note hedges and sale of the warrants are intended to offset any actual earnings dilution from the conversion of the 2024 Notes until our common stock is above approximately \$338.24 per share. As these transactions meet certain accounting criteria, the convertible note hedges and warrants are recorded in stockholders' equity, are not accounted for as derivatives and are not remeasured each reporting period. The net costs incurred in connection with the convertible note hedge and warrant transactions were recorded as a reduction to additional paid-in capital on the condensed consolidated balance sheets.

We recorded a deferred tax liability of \$21.7 million in connection with the debt discount associated with the 2024 Notes and recorded a deferred tax asset of \$22.7 million in connection with the convertible note hedge transactions. The deferred tax liability and deferred tax asset are recorded in deferred tax assets on the condensed consolidated balance sheets.

#### \$335 million 0.00% Convertible Senior Notes due 2023

In June 2018, we issued in a private offering \$300 million principal amount of 0.00% convertible senior notes due 2023 and issued an additional \$35 million principal amount in connection with the overallotment option granted to the initial purchasers as part of the offering (collectively, the "2023 Notes"). The 2023 Notes are governed by the terms of an indenture between the Company and U.S. Bank National Association, as the Trustee. The 2023 Notes will mature on June 15, 2023, unless earlier purchased by us or converted. The 2023 Notes will not bear interest, except that the 2023 Notes will be subject to "special interest" in certain limited circumstances in the event of our failure to perform certain of our obligations under the indenture governing the 2023 Notes. The 2023 Notes are unsecured obligations and do not contain any financial covenants or restrictions on the payments of dividends, the incurrence of indebtedness or the issuance or repurchase of securities by us or any of our subsidiaries. Certain events are also considered "events of default" under the 2023 Notes, which may result in the acceleration of the maturity of the 2023 Notes, as described in the indenture governing the 2023 Notes. Events of default under the indenture for the 2023 Notes include, among other things, the occurrence of an event of default by us as defined under any mortgage, indenture or instrument under which

there may be issued, or by which there may be secured or evidenced, any indebtedness of the Company or any of its significant subsidiaries for money borrowed, if that event of default (i) constitutes the failure to pay when due indebtedness in the aggregate principal amount in excess of \$20 million and (ii) such event of default continues for a period of 30 days after written notice is delivered to the Company by the Trustee or to the Company and the Trustee by the holders of at least 25% of the aggregate principal amount of the 2023 Notes then outstanding.

The initial conversion rate applicable to the 2023 Notes is 5.1640 shares of common stock per \$1,000 principal amount of 2023 Notes, which is equivalent to an initial conversion price of approximately \$193.65 per share. The conversion rate will be subject to adjustment upon the occurrence of certain specified events, but will not be adjusted for any accrued and unpaid special interest. In addition, upon the occurrence of a “make-whole fundamental change” as defined in the indenture governing the 2023 Notes, we will, in certain circumstances, increase the conversion rate by a number of additional shares for a holder that elects to convert its 2023 Notes in connection with such make-whole fundamental change.

Prior to March 15, 2023, the 2023 Notes are convertible only under the following circumstances: (1) during any calendar quarter commencing after September 30, 2018, if, for at least 20 trading days (whether or not consecutive) during the 30 consecutive trading day period ending on the last trading day of the immediately preceding calendar quarter, the last reported sale price of our common stock on such trading day is greater than or equal to 130% of the applicable conversion price on such trading day; (2) during the five consecutive business day period after any ten consecutive trading day period in which, for each day of that period, the trading price per \$1,000 principal amount of 2023 Notes for such trading day was less than 98% of the product of the last reported sale price of our common stock and the applicable conversion rate on such trading day; or (3) upon the occurrence of specified corporate transactions. As of May 2, 2020, none of these conditions have occurred and, as a result, the 2023 Notes were not convertible as of May 2, 2020. On and after March 15, 2023, until the close of business on the second scheduled trading day immediately preceding the maturity date, holders may convert all or a portion of their 2023 Notes at any time, regardless of the foregoing circumstances. Upon conversion, the 2023 Notes will be settled, at our election, in cash, shares of our common stock, or a combination of cash and shares of our common stock. If the Company has not delivered a notice of its election of settlement method prior to the final conversion period it will be deemed to have elected combination settlement with a dollar amount per note to be received upon conversion of \$1,000.

We may not redeem the 2023 Notes; however, upon the occurrence of a fundamental change (as defined in the indenture governing the notes), holders may require us to purchase all or a portion of their 2023 Notes for cash at a price equal to 100% of the principal amount of the 2023 Notes to be purchased plus any accrued and unpaid special interest to, but excluding, the fundamental change purchase date.

Under GAAP, certain convertible debt instruments that may be settled in cash on conversion are required to be separately accounted for as liability and equity components of the instrument in a manner that reflects the issuer’s non-convertible debt borrowing rate. Accordingly, in accounting for the issuance of the 2023 Notes, we separated the 2023 Notes into liability and equity components. The carrying amount of the liability component was calculated by measuring the fair value of a similar liability that does not have an associated convertible feature. The carrying amount of the equity component, which is recognized as a debt discount, represents the difference between the proceeds from the issuance of the 2023 Notes and the fair value of the liability component of the 2023 Notes. The excess of the principal amount of the liability component over its carrying amount (“debt discount”) will be amortized to interest expense using an effective interest rate of 6.35% over the expected life of the 2023 Notes. The equity component is not remeasured as long as it continues to meet the conditions for equity classification.

Debt issuance costs related to the 2023 Notes were comprised of discounts upon original issuance of \$1.7 million and third party offering costs of \$4.6 million. In accounting for the debt issuance costs related to the issuance of the 2023 Notes, we allocated the total amount incurred to the liability and equity components based on their relative values. Debt issuance costs attributable to the liability component are amortized to interest expense using the effective interest method over the expected life of the 2023 Notes, and debt issuance costs attributable to the equity component are netted with the equity component in stockholders’ equity.

Discounts and third party offering costs attributable to the liability component are recorded as a contra-liability and are presented net against the convertible senior notes due 2023 balance on the condensed consolidated balance

sheets. During both the three months ended May 2, 2020 and May 4, 2019, we recorded \$0.2 million related to the amortization of debt issuance costs.

The carrying values of the 2023 Notes, excluding the discounts upon original issuance and third party offering costs, are as follows (in thousands):

|                                 | May 2,<br>2020 | February 1,<br>2020 |
|---------------------------------|----------------|---------------------|
| Liability component             |                |                     |
| Principal                       | \$ 335,000     | \$ 335,000          |
| Less: Debt discount             | (60,417)       | (64,729)            |
| Net carrying amount             | \$ 274,583     | \$ 270,271          |
| Equity component <sup>(1)</sup> | \$ 90,990      | \$ 90,990           |

(1) Included in additional paid-in capital on the condensed consolidated balance sheets.

We recorded interest expense of \$4.3 million and \$4.1 million for the amortization of the debt discount related to the 2023 Notes during the three months ended May 2, 2020 and May 4, 2019, respectively.

#### 2023 Notes—Convertible Bond Hedge and Warrant Transactions

In connection with the offering of the 2023 Notes and exercise of the overallotment option in June 2018, we entered into convertible note hedge transactions whereby we have the option to purchase a total of approximately 1.730 million shares of our common stock at a price of approximately \$193.65 per share. The total cost of the convertible note hedge transactions was approximately \$1.9 million. In addition, we sold warrants whereby the holders of the warrants have the option to purchase a total of approximately 1.730 million shares of our common stock at a price of \$309.84 per share. The warrants contain certain adjustment mechanisms whereby the total number of shares to be purchased under such warrants may be increased up to a cap of approximately 3.5 million shares of common stock (which cap may also be subject to adjustment). We received approximately \$51.0 million in cash proceeds from the sale of these warrants. Taken together, the purchase of the convertible note hedges and sale of the warrants are intended to offset any actual earnings dilution from the conversion of the 2023 Notes until our common stock is above approximately \$309.84 per share. As these transactions meet certain accounting criteria, the convertible note hedges and warrants are recorded in stockholders' equity, are not accounted for as derivatives and are not remeasured each reporting period. The net costs incurred in connection with the convertible note hedge and warrant transactions were recorded as a reduction to additional paid-in capital on the condensed consolidated balance sheets.

We recorded a deferred tax liability of \$22.3 million in connection with the debt discount associated with the 2023 Notes and recorded a deferred tax asset of \$22.5 million in connection with the convertible note hedge transactions. The deferred tax liability and deferred tax asset are recorded in deferred tax assets on the condensed consolidated balance sheets.

#### \$300 million 0.00% Convertible Senior Notes due 2020

In June 2015, we issued in a private offering \$250 million principal amount of 0.00% convertible senior notes due 2020 and, in July 2015, we issued an additional \$50 million principal amount pursuant to the exercise of the overallotment option granted to the initial purchasers as part of our June 2015 offering (collectively, the "2020 Notes"). The 2020 Notes are governed by the terms of an indenture between the Company and U.S. Bank National Association, as the Trustee. The 2020 Notes will mature on July 15, 2020, unless earlier purchased by us or converted. The 2020 Notes will not bear interest, except that the 2020 Notes will be subject to "special interest" in certain limited circumstances in the event of our failure to perform certain of our obligations under the indenture governing the 2020 Notes. The 2020 Notes are unsecured obligations and do not contain any financial covenants or restrictions on the payments of dividends, the incurrence of indebtedness or the issuance or repurchase of securities by us or any of our subsidiaries. Certain events are also considered "events of default" under the 2020 Notes, which may result in the acceleration of the maturity of the 2020 Notes, as described in the indenture governing the 2020 Notes. Events of default under the indenture for the 2020 Notes include, among other things, the occurrence of an event of default by us as defined under any mortgage, indenture or instrument under which there may be issued, or by which there may be secured

or evidenced, any indebtedness of the Company or any of its significant subsidiaries for money borrowed, if that event of default (i) constitutes the failure to pay when due indebtedness in the aggregate principal amount in excess of \$20 million and (ii) such event of default continues for a period of 30 days after written notice is delivered to the Company by the Trustee or to the Company and the Trustee by the holders of at least 25% of the aggregate principal amount of the 2020 Notes then outstanding. The 2020 Notes are guaranteed by our primary operating subsidiary, Restoration Hardware, Inc., as Guarantor. The guarantee is the unsecured obligation of the Guarantor and is subordinated to the Guarantor's obligations from time to time with respect to its Credit Agreement and ranks equal in right of payment with respect to Guarantor's other obligations.

The initial conversion rate applicable to the 2020 Notes is 8.4656 shares of common stock per \$1,000 principal amount of 2020 Notes, which is equivalent to an initial conversion price of approximately \$118.13 per share. To the extent the stock price is less than \$118.13 per share, we are required to settle the par value in cash, subject to the cash settlement averaging period under the indenture. To the extent the stock price is greater than \$118.13 per share, we may settle the par value at our election, in cash, shares of our common stock, or a combination of cash and shares of our common stock. The conversion rate will be subject to adjustment upon the occurrence of certain specified events, but will not be adjusted for any accrued and unpaid special interest. In addition, upon the occurrence of a "make-whole fundamental change" as defined in the indenture governing the 2020 Notes, we will, in certain circumstances, increase the conversion rate by a number of additional shares for a holder that elects to convert its 2020 Notes in connection with such make-whole fundamental change.

Prior to March 15, 2020, the 2020 Notes were convertible only under the following circumstances: (1) during any calendar quarter commencing after September 30, 2015, if, for at least 20 trading days (whether or not consecutive) during the 30 consecutive trading day period ending on the last trading day of the immediately preceding calendar quarter, the last reported sale price of our common stock on such trading day is greater than or equal to 130% of the applicable conversion price on such trading day; (2) during the five consecutive business day period after any ten consecutive trading day period in which, for each day of that period, the trading price per \$1,000 principal amount of 2020 Notes for such trading day was less than 98% of the product of the last reported sale price of our common stock and the applicable conversion rate on such trading day; or (3) upon the occurrence of specified corporate transactions. The first condition was satisfied during the calendar quarter ended December 31, 2019 and, accordingly, holders were eligible to convert their 2020 Notes during the calendar quarter ending March 31, 2020. In addition, on and after March 15, 2020, until the close of business on the second scheduled trading day immediately preceding the maturity date, holders may convert all or a portion of their 2020 Notes at any time. Upon conversion, the 2020 Notes will be settled, at our election, in cash, shares of our common stock, or a combination of cash and shares of our common stock to the extent our stock price is greater than \$118.13 per share. If the Company has not delivered a notice of its election of settlement method prior to the final conversion period it will be deemed to have elected combination settlement with a dollar amount per note to be received upon conversion of \$1,000. We expect to repay the \$300 million outstanding principal amount of the convertible notes in cash, whether in connection with a conversion of such notes or repayment at maturity in July 2020.

We may not redeem the 2020 Notes; however, upon the occurrence of a fundamental change (as defined in the indenture governing the notes), holders may require us to purchase all or a portion of their 2020 Notes for cash at a price equal to 100% of the principal amount of the 2020 Notes to be purchased plus any accrued and unpaid special interest to, but excluding, the fundamental change purchase date.

Under GAAP, certain convertible debt instruments that may be settled in cash on conversion are required to be separately accounted for as liability and equity components of the instrument in a manner that reflects the issuer's non-convertible debt borrowing rate. Accordingly, in accounting for the issuance of the 2020 Notes, we separated the 2020 Notes into liability and equity components. The carrying amount of the liability component was calculated by measuring the fair value of a similar liability that does not have an associated convertible feature. The carrying amount of the equity component, which is recognized as a debt discount, represents the difference between the proceeds from the issuance of the 2020 Notes and the fair value of the liability component of the 2020 Notes. The debt discount will be amortized to interest expense using an effective interest rate of 6.47% over the expected life of the 2020 Notes. The equity component is not remeasured as long as it continues to meet the conditions for equity classification.

Debt issuance costs related to the 2020 Notes were comprised of discounts upon original issuance of \$0.8 million and third party offering costs of \$2.3 million. In accounting for the debt issuance costs related to the issuance of the 2020

Notes, we allocated the total amount incurred to the liability and equity components based on their relative values. Debt issuance costs attributable to the liability component are amortized to interest expense using the effective interest method over the expected life of the 2020 Notes, and debt issuance costs attributable to the equity component are netted with the equity component in stockholders' equity.

Discounts and third party offering costs attributable to the liability component were recorded as a contra-liability and are presented net against the convertible senior notes due 2020 balance on the condensed consolidated balance sheets. During both the three months ended May 2, 2020 and May 4, 2019, we recorded \$0.3 million related to the amortization of debt issuance costs.

The carrying values of the 2020 Notes, excluding the discounts upon original issuance and third party offering costs, are as follows (in thousands):

|                                 | May 2,<br>2020 | February 1,<br>2020 |
|---------------------------------|----------------|---------------------|
| Liability component             |                |                     |
| Principal                       | \$ 300,000     | \$ 300,000          |
| Less: Debt discount             | (4,156)        | (8,890)             |
| Net carrying amount             | \$ 295,844     | \$ 291,110          |
| Equity component <sup>(1)</sup> | \$ 84,003      | \$ 84,003           |

(1) Included in additional paid-in capital on the condensed consolidated balance sheets.

We recorded interest expense of \$4.7 million and \$4.4 million for the amortization of the debt discount related to the 2020 Notes during the three months ended May 2, 2020 and May 4, 2019, respectively.

In May 2020, we paid \$9.2 million in cash to settle \$9.4 million in aggregate principal amount of 2020 Notes converted at the option of the noteholders. In settlement, such noteholders also received approximately 15,000 shares of common stock. We did not issue any shares of our common stock on a net basis in respect of such settlement of the 2020 Notes as a result of our exercise of the convertible bond hedge we purchased concurrently with the issuance of the 2020 Notes, as described below.

#### *2020 Notes—Convertible Bond Hedge and Warrant Transactions*

In connection with the offering of the 2020 Notes in June 2015 and the exercise in full of the overallotment option in July 2015, we entered into convertible note hedge transactions whereby we have the option to purchase a total of approximately 2.540 million shares of our common stock at a price of approximately \$118.13 per share. The total cost of the convertible note hedge transactions was approximately \$68.3 million. In addition, we sold warrants whereby the holders of the warrants have the option to purchase a total of approximately 2.540 million shares of our common stock at a price of \$89.00 per share. The warrants contain certain adjustment mechanisms whereby the total number of shares to be purchased under such warrants may be increased up to a cap of approximately 5.1 million shares of common stock (which cap may also be subject to adjustment). We received approximately \$30.4 million in cash proceeds from the sale of these warrants. Taken together, the purchase of the convertible note hedges and sale of the warrants are intended to offset any actual earnings dilution from the conversion of the 2020 Notes until our common stock is above approximately \$189.00 per share. As these transactions meet certain accounting criteria, the convertible note hedges and warrants are recorded in stockholders' equity, are not accounted for as derivatives and are not remeasured each reporting period. The net costs incurred in connection with the convertible note hedge and warrant transactions were recorded as a reduction to additional paid-in capital on the condensed consolidated balance sheets.

We recorded a deferred tax liability of \$32.8 million in connection with the debt discount associated with the 2020 Notes and recorded a deferred tax asset of \$26.6 million in connection with the convertible note hedge transactions. The deferred tax liability and deferred tax asset are recorded in non-current deferred tax assets on the condensed consolidated balance sheets.

**NOTE 9—CREDIT FACILITIES**

The outstanding balances under our credit facilities were as follows (*in thousands*):

|                                            | May 2,<br>2020        |                                    |                        | February 1,<br>2020   |                                    |                        |
|--------------------------------------------|-----------------------|------------------------------------|------------------------|-----------------------|------------------------------------|------------------------|
|                                            | Outstanding<br>Amount | Unamortized Debt<br>Issuance Costs | Net Carrying<br>Amount | Outstanding<br>Amount | Unamortized Debt<br>Issuance Costs | Net Carrying<br>Amount |
| Asset based credit facility <sup>(1)</sup> | \$ 10,000             | \$ —                               | \$ 10,000              | \$ —                  | \$ —                               | \$ —                   |
| Equipment promissory notes <sup>(2)</sup>  | 48,337                | (275)                              | 48,062                 | 53,372                | (310)                              | 53,062                 |
| <b>Total credit facilities</b>             | <b>\$ 58,337</b>      | <b>\$ (275)</b>                    | <b>\$ 58,062</b>       | <b>\$ 53,372</b>      | <b>\$ (310)</b>                    | <b>\$ 53,062</b>       |

- (1) Deferred financing fees associated with the asset based credit facility as of May 2, 2020 and February 1, 2020 were \$2.3 million and \$2.6 million, respectively, and are included in other non-current assets on the condensed consolidated balance sheets. The deferred financing fees are amortized on a straight-line basis over the life of the revolving line of credit, which has a maturity date of June 28, 2022.
- (2) Represents total equipment security notes secured by certain of our property and equipment, of which \$19.6 million outstanding was included in other current liabilities on the condensed consolidated balance sheets. The remaining \$28.7 million outstanding, included in other non-current obligations on the condensed consolidated balance sheets, has principal payments due of \$16.2 million, \$11.4 million and \$1.1 million in fiscal 2021, fiscal 2022 and fiscal 2023, respectively.

*Asset Based Credit Facility*

In August 2011, Restoration Hardware, Inc., along with its Canadian subsidiary, Restoration Hardware Canada, Inc., entered into a credit agreement with Bank of America, N.A., as administrative agent, and certain other lenders (the “Original Credit Agreement”).

On June 28, 2017, Restoration Hardware, Inc. entered into an eleventh amended and restated credit agreement (as amended, the “Credit Agreement”) among Restoration Hardware, Inc., Restoration Hardware Canada, Inc., various subsidiaries of RH named therein as borrowers or guarantors, the lenders party thereto and Bank of America, N.A. as administrative agent and collateral agent (“First Lien Administrative Agent”), which amended and restated the Original Credit Agreement. The Credit Agreement has a revolving line of credit with initial availability of up to \$600.0 million, of which \$10.0 million is available to Restoration Hardware Canada, Inc., and includes a \$200.0 million accordion feature under which the revolving line of credit may be expanded by agreement of the parties from \$600.0 million to up to \$800.0 million if and to the extent the lenders, whether existing lenders or new lenders, agree to increase their credit commitments. In addition, the Credit Agreement established an \$80.0 million last in, last out (“LILO”) term loan facility. The maturity date of the Credit Agreement is June 28, 2022.

On April 4, 2019, Restoration Hardware, Inc., entered into a third amendment to the Credit Agreement (the “Third Amendment”). The Third Amendment, among other things, (a) established a \$120.0 million first in, last out (“FILO”) term loan facility, which amount was fully borrowed as of April 4, 2019 and which incurs interest at a rate that is 1.25% greater than the interest rate applicable to the revolving loans provided for under the Credit Agreement at any time, (b) provided for additional permitted indebtedness, as defined in the Credit Agreement, that the loan parties can incur, and (c) modified the borrowing availability under the Credit Agreement in certain circumstances.

We repaid the full amount of the FILO term loan as of February 1, 2020. As a result of the repayment, we incurred a \$0.8 million loss on extinguishment of debt in fiscal 2019, which represents the acceleration of amortization of debt issuance costs. We did not incur any prepayment penalties upon the early extinguishment of the FILO term loan.

On May 31, 2019, Restoration Hardware, Inc. entered into a fourth amendment to the Credit Agreement (the “Fourth Amendment”). The Fourth Amendment, among other things, amends the Credit Agreement to (a) extend the time to deliver monthly financial statements to the lenders for the fiscal months ending February 2019 and March 2019 until June 19, 2019, (b) remove the requirement to deliver monthly financial statements to the lenders for the last fiscal month of any fiscal quarter, and (c) waive any default or event of default under the Credit Agreement relating to the delivery of monthly financial statements or other information to lenders for the fiscal months ending February 2019 and March 2019.

The availability of credit at any given time under the Credit Agreement is limited by reference to a borrowing base formula based upon numerous factors, including the value of eligible inventory and eligible accounts receivable. As a result of the borrowing base formula, actual borrowing availability under the revolving line of credit could be less than the stated amount of the revolving line of credit (as reduced by the actual borrowings and outstanding letters of credit under the revolving line of credit). All obligations under the Credit Agreement are secured by substantially all of the assets, including accounts receivable, inventory, intangible assets, property, equipment, goods and fixtures of Restoration Hardware, Inc., Restoration Hardware Canada, Inc., RH US, LLC, Waterworks Operating Co., LLC and Waterworks IP Co., LLC.

Borrowings under the revolving line of credit are subject to interest, at the borrowers’ option, at either the bank’s reference rate or London Inter-bank Offered Rate (“LIBOR”) (or, in the case of the revolving line of credit, the Bank of America “BA” Rate or the Canadian Prime Rate, as such terms are defined in the Credit Agreement, for Canadian borrowings denominated in Canadian dollars or the United States Index Rate or LIBOR for Canadian borrowings denominated in United States dollars) plus an applicable margin rate, in each case.

The Credit Agreement contains various restrictive covenants, including, among others, limitations on the ability to incur liens, make loans or other investments, incur additional debt, issue additional equity, merge or consolidate with or into another person, sell assets, pay dividends or make other distributions, or enter into transactions with affiliates, along with other restrictions and limitations typical to credit agreements of this type and size. The Credit Agreement also contains various affirmative covenants, including the obligation to deliver notice to the First Lien Administrative Agent following the Company’s obtaining knowledge of any matter that has resulted or could reasonably be expected to result in a “Material Adverse Effect” (as defined in the Credit Agreement).

In addition, under the Credit Agreement, we are required to meet specified financial ratios in order to undertake certain actions, and we may be required to maintain certain levels of excess availability or meet a specified consolidated fixed-charge coverage ratio (“FCCR”). Subject to certain exceptions, the trigger for the FCCR occurs if the domestic availability under the revolving line of credit is less than the greater of (i) \$40.0 million and (ii) 10% of the lesser of (x) the domestic revolving commitments under the Credit Agreement and (y) the domestic revolving borrowing base. If the availability under the Credit Agreement is less than the foregoing amount, then Restoration Hardware, Inc. is required subject to certain exceptions to maintain an FCCR of at least one to one. As of May 2, 2020, Restoration Hardware, Inc. was in compliance with all applicable financial covenants of the Credit Agreement.

The Credit Agreement requires a daily sweep of all cash receipts and collections to prepay the loans under the agreement while (i) an event of default exists or (ii) the availability under the revolving line of credit for extensions of credit is less than the greater of (A) \$40.0 million and (B) 10% of the sum of (a) the lesser of (x) the aggregate revolving commitments under the Credit Agreement and (y) the aggregate revolving borrowing base, plus (b) the lesser of (x) the then outstanding amount of the LILO term loan or (y) the LILO term loan borrowing base.

The Credit Agreement includes customary events of default, in certain cases subject to customary periods to cure. The occurrence of an event of default, following the applicable cure period, would permit the lenders to, among other things, terminate any existing commitments under the Credit Agreement and declare the unpaid principal, accrued and unpaid interest and all other amounts payable under the Credit Agreement to be immediately due and payable.

As of May 2, 2020, we had \$10.0 million outstanding borrowings under the revolving credit facility portion of the Credit Agreement. The availability of credit at any given time under the Credit Agreement is limited by reference to a borrowing base formula based upon numerous factors, including the value of eligible inventory and eligible accounts receivable. As a result of the borrowing base formula, actual borrowing availability under the revolving line of credit could be less than the stated amount of the revolving line of credit (as reduced by the actual borrowings and outstanding



letters of credit under the revolving line of credit). Under the terms of such provisions, the amount under the revolving line of credit borrowing base that could be available pursuant to the Credit Agreement as of May 2, 2020 was \$356.5 million, net of \$13.2 million in outstanding letters of credit.

*Second Lien Credit Agreement*

On April 10, 2019, Restoration Hardware, Inc., entered into a credit agreement, dated as of April 9, 2019 and effective as of April 10, 2019 (the “Second Lien Credit Agreement”), among (i) Restoration Hardware, Inc., as lead borrower, (ii) the guarantors party thereto, (iii) the lenders party thereto, each of whom were managed or advised by either Benefit Street Partners L.L.C. and its affiliated investment managers or Apollo Capital Management, L.P. and its affiliated investment managers, as applicable, and (iv) BSP Agency, LLC, as administrative agent and collateral agent (the “Second Lien Administrative Agent”) with respect to a second lien term loan in an aggregate principal amount equal to \$200.0 million with a maturity date of April 9, 2024 (the “Second Lien Term Loan”). The Second Lien Term Loan of \$200.0 million in principal was repaid in full on September 20, 2019.

The Second Lien Term Loan bore interest at an annual rate generally based on the LIBOR plus 6.50%. This rate was a floating rate that reset periodically based upon changes in LIBOR rates during the life of the Second Lien Term Loan. At the date of the initial borrowing, the rate was set at one-month LIBOR plus 6.50%.

*Intercreditor Agreement*

On April 10, 2019, in connection with the Second Lien Credit Agreement, Restoration Hardware, Inc. entered into an Intercreditor Agreement (the “Intercreditor Agreement”), dated as of April 9, 2019 and effective as of April 10, 2019, with the First Lien Administrative Agent and the Second Lien Administrative Agent. The Intercreditor Agreement established various customary inter-lender terms, including, without limitation, with respect to priority of liens, permitted actions by each party, application of proceeds, exercise of remedies in case of default, releases of liens and certain limitations on the amendment of the Credit Agreement and the Second Lien Credit Agreement without the consent of the other party. The Intercreditor Agreement was terminated upon repayment of the Second Lien Term Loan on September 20, 2019.

*Equipment Loan Facility*

On September 5, 2017, Restoration Hardware, Inc. entered into a Master Loan and Security Agreement with Banc of America Leasing & Capital, LLC (“BAL”) pursuant to which BAL and we agreed that BAL would finance certain equipment of ours from time to time, with each such equipment financing to be evidenced by an equipment security note setting forth the terms for each particular equipment loan. Each equipment loan is secured by a purchase money security interest in the financed equipment. The maturity dates of the equipment security notes vary, but generally have a maturity of three or four years. We are required to make monthly installment payments under the equipment security notes.

**NOTE 10—FAIR VALUE MEASUREMENTS**

Certain financial assets and liabilities are required to be carried at fair value. Fair value is the price that would be received to sell an asset, or paid to transfer a liability, in an orderly transaction between market participants at the measurement date. In determining the fair value, we utilize market data or assumptions that we believes market participants would use in pricing the asset or liability, which would maximize the use of observable inputs and minimize the use of unobservable inputs to the extent possible, including assumptions about risk and the risks inherent in the inputs of the valuation technique.

The degree of judgment used in measuring the fair value of financial instruments generally correlates to the level of pricing observability. Pricing observability is impacted by a number of factors, including the type of financial instrument, whether the financial instrument is new to the market and not yet established and the characteristics specific to the transaction. Financial instruments with readily available active quoted prices for which fair value can be measured generally will have a higher degree of pricing observability and a lesser degree of judgment used in measuring fair value.



Conversely, financial instruments rarely traded or not quoted will generally have less, or no, pricing observability and a higher degree of judgment used in measuring fair value.

Our financial assets and liabilities measured and reported at fair value are classified and disclosed in one of the following categories:

- Level 1—Quoted prices are available in active markets for identical investments as of the reporting date.
- Level 2—Pricing inputs are other than quoted prices in active markets, which are either directly or indirectly observable as of the reporting date, and fair value is determined through the use of models or other valuation methodologies.
- Level 3—Pricing inputs are unobservable for the investment and include situations where there is little, if any, market activity for the investment. The inputs used in the determination of fair value require significant management judgment or estimation.

A financial instrument’s categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement.

*Fair Value Measurements—Recurring*

Amounts reported as cash and equivalents, receivables, and accounts payable and accrued expenses approximate fair value due to the short-term nature of activity within these accounts. The estimated fair value of the asset based credit facility approximates cost as the interest rate associated with the facility is variable and resets frequently. The estimated fair value and carrying value of the 2020 Notes, 2023 Notes and 2024 Notes were as follows (*in thousands*):

|                                   | May 2,<br>2020 |                                  | February 1,<br>2020 |                                  |
|-----------------------------------|----------------|----------------------------------|---------------------|----------------------------------|
|                                   | Fair<br>Value  | Carrying<br>Value <sup>(1)</sup> | Fair<br>Value       | Carrying<br>Value <sup>(1)</sup> |
| Convertible senior notes due 2020 | \$ 287,841     | \$ 295,844                       | \$ 295,573          | \$ 291,110                       |
| Convertible senior notes due 2023 | 232,109        | 274,583                          | 272,623             | 270,271                          |
| Convertible senior notes due 2024 | 214,761        | 272,236                          | 255,849             | 268,366                          |

- (1) Carrying value represents the principal amount less the equity component of the 2020 Notes, 2023 Notes and 2024 Notes classified in stockholders’ equity, and does not exclude the discounts upon original issuance, discounts and commissions payable to the initial purchasers and third party offering costs, as applicable.

The fair value of each of the 2020 Notes, 2023 Notes and 2024 Notes was determined based on inputs that are observable in the market or that could be derived from, or corroborated with, observable market data, including the trading price of our convertible notes, when available, our common stock price and interest rates based on similar debt issued by parties with credit ratings similar to ours (Level 2).

*Fair Value Measurements—Non-Recurring*

The fair value of the Waterworks reporting unit tradename as of May 2, 2020 and February 1, 2020 was determined based on unobservable (Level 3) inputs and valuation techniques, as discussed in Note 4—*Goodwill, Trademarks, Trademarks and Domain Names* and in “Impairment” within Note 3—*Significant Accounting Policies* in the 2019 Form 10-K.

**NOTE 11—INCOME TAXES**

We recorded income tax benefit of \$1.4 million and income tax expense of \$11.8 million in the three months ended May 2, 2020 and May 4, 2019, respectively. The effective tax rate was 30.7% and 24.8% for the three months ended May 2, 2020 and May 4, 2019, respectively. The increase in the effective tax rate for the three months ended

May 2, 2020, as compared to the three months May 4, 2019, is primarily attributable to the Company reporting a loss before income taxes, and, to a lesser extent, discrete tax benefits related to net excess tax benefits from stock-based compensation.

As of May 2, 2020, we had \$8.5 million of unrecognized tax benefits, of which \$7.8 million would reduce income tax expense and the effective tax rate, if recognized. The remaining unrecognized tax benefits would offset other deferred tax assets, if recognized. As of May 2, 2020, we had \$6.3 million of exposures related to unrecognized tax benefits that are expected to decrease in the next 12 months.

**NOTE 12—NET INCOME (LOSS) PER SHARE**

The weighted-average shares used for net income (loss) per share are presented in the table below. As we reported a net loss for the three months ended May 2, 2020, the weighted-average shares outstanding for basic and diluted are the same.

|                                                            | Three Months Ended |                |
|------------------------------------------------------------|--------------------|----------------|
|                                                            | May 2,<br>2020     | May 4,<br>2019 |
| Weighted-average shares—basic                              | 19,242,641         | 19,976,858     |
| Effect of dilutive stock-based awards                      | —                  | 4,472,545      |
| Effect of dilutive convertible senior notes <sup>(1)</sup> | —                  | 484,584        |
| Weighted-average shares—diluted                            | 19,242,641         | 24,933,987     |

(1) The 2020 Notes, 2023 Notes and 2024 Notes have an impact on our dilutive share count beginning at stock prices of \$18.13 per share, \$193.65 per share and \$211.40 per share, respectively.

The following number of dilutive options, restricted stock units and convertible senior notes were excluded from the calculation of diluted net income (loss) per share because their inclusion would have been anti-dilutive:

|                                        | Three Months Ended |                |
|----------------------------------------|--------------------|----------------|
|                                        | May 2,<br>2020     | May 4,<br>2019 |
| Options                                | 4,436,083          | 463,506        |
| Restricted stock units                 | 177,312            | —              |
| Convertible senior notes               | 589,095            | —              |
| Total anti-dilutive stock-based awards | 5,202,490          | 463,506        |

**NOTE 13—SHARE REPURCHASES**

*Share Repurchase Program*

On October 10, 2018, our Board of Directors authorized a share repurchase program of up to \$700.0 million, of which \$250.0 million in share repurchases were completed in fiscal 2018. The \$700.0 million authorization amount was replenished by the Board of Directors on March 25, 2019. We did not make any repurchases under this program during the three months ended May 2, 2020. During the three months ended May 4, 2019, we repurchased approximately 2.2 million shares of our common stock at an average price of \$15.36 per share, for an aggregate repurchase amount of approximately \$250.0 million under this share repurchase program. As of May 2, 2020, there was \$450.0 million remaining for future share repurchases under this program.

*Share Repurchases Under Equity Plans*

As of May 2, 2020 and February 1, 2020, the aggregate unpaid principal amount of the notes payable for share repurchases was \$8.8 million and \$18.7 million, respectively, which were included in other non-current obligations on

the condensed consolidated balance sheets. During both the three months ended May 2, 2020 and May 4, 2019, we recorded interest expense on the outstanding notes of \$0.2 million.

Of the \$18.8 million and \$18.7 million notes payable for share repurchases outstanding as of May 2, 2020 and February 1, 2020, \$15.5 million was due to a current board member of the Company.

#### **NOTE 14—STOCK-BASED COMPENSATION**

We recorded stock-based compensation expense of \$5.8 million and \$5.7 million during the three months ended May 2, 2020 and May 4, 2019, respectively, which is included in selling, general and administrative expenses on the condensed consolidated statements of operations. No stock-based compensation cost has been capitalized in the accompanying condensed consolidated financial statements.

##### *2012 Stock Incentive Plan and 2012 Stock Option Plan*

As of May 2, 2020, 7,766,765 options were outstanding with a weighted-average exercise price of \$66.74 per share and 5,906,720 options were vested with a weighted-average exercise price of \$53.62 per share. The aggregate intrinsic value of options outstanding, options vested or expected to vest, and options exercisable as of May 2, 2020 was \$563.5 million, \$550.3 million, and \$495.2 million, respectively. Stock options exercisable as of May 2, 2020 had a weighted-average remaining contractual life of 4.13 years. As of May 2, 2020, the total unrecognized compensation expense related to unvested options was \$65.2 million, which is expected to be recognized on a straight-line basis over a weighted-average period of 4.47 years.

As of May 2, 2020, we had 201,920 restricted stock units outstanding with a weighted-average grant date fair value of \$47.78 per share. During the three months ended May 2, 2020, 13,685 restricted stock units vested with a weighted-average grant date and vest date fair value of \$68.82 per share. As of May 2, 2020, there was \$4.0 million of total unrecognized compensation expense related to unvested restricted stock and restricted stock units which is expected to be recognized over a weighted-average period of 1.26 years.

##### *Rollover Units*

In connection with the acquisition of Waterworks in May 2016, \$1.5 million rollover units in the Waterworks subsidiary (the “Rollover Units”) were recorded as part of the transaction. The Rollover Units are subject to the terms of the Waterworks LLC agreement, including redemption rights at an amount equal to the greater of (i) the \$1.5 million remitted as consideration in the business combination or (ii) an amount based on the percentage interest represented in the overall valuation of the Waterworks subsidiary (the “Appreciation Rights”). The Appreciation Rights are measured at fair value and are subject to fair value measurements during the expected life of the Rollover Units, with changes to fair value recorded in the condensed consolidated statements of operations. The fair value of the Appreciation Rights is determined based on an option-pricing model (“OPM”). We did not record any expense related to the Appreciation Rights during both the three months ended May 2, 2020 and May 4, 2019. As of both May 2, 2020 and February 1, 2020, the liability associated with the Rollover Units and related Appreciation Rights was \$1.5 million, which is included in other non-current obligations on the condensed consolidated balance sheets.

##### *Profit Interests*

In connection with the acquisition of Waterworks in May 2016, profit interests units in the Waterworks subsidiary (the “Profit Interests”) were issued to certain Waterworks associates. The Profit Interests are measured at their grant date fair value and expensed on a straight-line basis over their expected life, or five years. The Profit Interests are subject to fair value measurements during their expected life, with changes to fair value recorded in the condensed consolidated statements of operations. The fair value of the Profit Interests is determined based on an OPM. For both the three months ended May 2, 2020 and May 4, 2019, we recorded \$0.1 million related to the Profit Interests, which is included in selling, general and administrative expenses on the condensed consolidated statements of operations. As of May 2, 2020 and February 1, 2020, the liability associated with the Profit Interests was \$1.7 million and \$1.6 million, respectively, which is included in other non-current obligations on the condensed consolidated balance sheets.

## NOTE 15—COMMITMENTS AND CONTINGENCIES

### *Commitments*

We had no material off balance sheet commitments as of May 2, 2020.

### *Contingencies*

We are involved in lawsuits, claims and proceedings incident to the ordinary course of our business. These disputes are increasing in number as the business expands and we grow larger. Litigation is inherently unpredictable. As a result, the outcome of matters in which we are involved could result in unexpected expenses and liability that could adversely affect our operations. In addition, any claims against us, whether meritorious or not, could be time consuming, result in costly litigation, require significant amounts of management time and result in the diversion of significant operational resources.

We review the need for any loss contingency reserves and establishes reserves when, in the opinion of management, it is probable that a matter would result in liability, and the amount of loss, if any, can be reasonably estimated. Generally, in view of the inherent difficulty of predicting the outcome of those matters, particularly in cases in which claimants seek substantial or indeterminate damages, it is not possible to determine whether a liability has been incurred or to reasonably estimate the ultimate or minimum amount of that liability until the case is close to resolution, in which case no reserve is established until that time. When and to the extent that we do establish a reserve, there can be no assurance that any such recorded liability for estimated losses will be for the appropriate amount, and actual losses could be higher or lower than what we accrue from time to time. We believe that the ultimate resolution of our current matters will not have a material adverse effect on our condensed consolidated financial statements.

### Securities Class Action

On February 2, 2017, City of Miami General Employees' & Sanitation Employees' Retirement Trust filed a class action complaint in the United States District Court, Northern District of California, against the Company, Gary Friedman, and Karen Boone. On March 16, 2017, Peter J. Errichiello, Jr. filed a similar class action complaint in the same forum and against the same parties. On April 26, 2017, the court consolidated the two actions. The consolidated action is captioned *In re RH, Inc. Securities Litigation*. An amended consolidated complaint was filed in June 2017 asserting claims under sections 10(b) and 20(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). The complaint asserts claims purportedly on behalf of a class of purchasers of our common stock from March 26, 2015 to June 8, 2016. The alleged misstatements relate to statements regarding the roll out of the RH Modern product line and our inventory levels. The complaint seeks class certification, monetary damages, and other appropriate relief, including an award of costs and attorneys' fees. On March 21, 2019, we and the individual defendants in the case entered into a binding memorandum of understanding to settle the case. The settlement amount is \$50 million, which was funded entirely by our insurance carriers. On May 6, 2019, the plaintiffs filed a motion for preliminary approval of the proposed settlement together with a settlement agreement executed by both parties. The settlement agreement was subject to customary conditions including court approval following notice to our shareholders, and a hearing at which time the court will consider the fairness, reasonableness and adequacy of the settlement. On June 21, 2019, the court issued an order preliminarily approving the settlement. The court granted final approval of the settlement on October 25, 2019.

As a result of the court approval and adjudication of the claims in 2019, as well as our insurance carriers funding the settlement amount, we have derecognized the provision for legal settlement and unpaid legal fees within other current liabilities and the associated litigation insurance recovery receivable on the condensed consolidated balance sheets as of May 2, 2020, which settlement resolved all of the claims that were or could have been brought in the action.

### Shareholder Derivative Lawsuit

On April 24, 2018, purported Company shareholder David Magnani filed a purported shareholder derivative suit in the United States District Court, Northern District of California, captioned *Magnani v. Friedman et al.* (No. 18-cv-02452). On June 29, 2018, Hosrof Izmirliyan filed a similar purported shareholder derivative complaint in the same forum, captioned *Izmirliyan v. Friedman et al.* (No. 18-cv-03930). On July 29, 2018, the court consolidated both

derivative actions, and the consolidated action is captioned In re RH Shareholder Derivative Litigation. On August 24, 2018, plaintiffs filed an amended complaint that names the Company as a nominal defendant and Gary Friedman, Karen Boone, Carlos Alberini, Keith Belling, Eri Chaya, Mark Demilio, Katie Mitic, Ali Rowghani and Leonard Schlesinger as defendants. The allegations substantially track those in the securities class action described above. Plaintiffs bring claims against all individual defendants under Section 14(a) of the Exchange Act, as well as claims for breach of fiduciary duty, unjust enrichment, and waste of corporate assets. The plaintiffs also allege insider trading and misappropriation of information claims against two of the individual defendants. The amended complaint seeks monetary damages, corporate governance changes, restitution, and an award of costs and attorneys' fees. We believe that plaintiffs lack standing to bring this derivative action. On September 28, 2018, we filed a motion to stay proceedings and a motion to dismiss the consolidated complaint. On January 23, 2019, the court granted the motion to stay the case pending resolution of the securities class action discussed above. On March 19, 2020, the parties reached an agreement in principle to settle the litigation, which agreement is subject to the finalization of a stipulation of settlement, and certain conditions, including approval by our Board of Directors, and approval by the Court. The settlement involves certain non-monetary terms as well as payment of the plaintiffs' attorneys' legal fees, which payment is expected to be funded by our insurance carriers.

#### NOTE 16—SEGMENT REPORTING

We define reportable and operating segments on the same basis that we use to evaluate performance internally by the Chief Operating Decision Maker (the "CODM"), which we have determined is our Chief Executive Officer. We have two operating segments: RH Segment and Waterworks. The two operating segments include all sales channels accessed by our customers, including sales through catalogs, websites, stores, and the commercial channel.

Our two operating segments are strategic business units that offer products for the home furnishings customer. While RH Segment and Waterworks have a shared management team and customer base, we have determined that their results cannot be aggregated as they do not share similar economic characteristics, as well as due to other quantitative factors.

We use operating income (loss) to evaluate segment profitability. Operating income (loss) is defined as net income (loss) before interest expense—net, tradename impairment and income tax expense (benefit).

##### *Segment Information*

The following table presents the statements of operations metrics reviewed by the CODM to evaluate performance internally or as required under ASC 280—*Segment Reporting (in thousands)*:

|                               | Three Months Ended |            |            |                |            |            |
|-------------------------------|--------------------|------------|------------|----------------|------------|------------|
|                               | May 2,<br>2020     |            |            | May 4,<br>2019 |            |            |
|                               | RH Segment         | Waterworks | Total      | RH Segment     | Waterworks | Total      |
| Net revenues                  | \$ 454,957         | \$ 27,938  | \$ 482,895 | \$ 563,706     | \$ 34,715  | \$ 598,421 |
| Gross profit                  | 187,762            | 11,892     | 199,654    | 217,943        | 14,871     | 232,814    |
| Depreciation and amortization | 23,717             | 1,153      | 24,870     | 26,004         | 1,185      | 27,189     |

The following table presents the balance sheet metrics as required under ASC 280—*Segment Reporting (in thousands)*:

|                                                        | May 2,<br>2020   |                |                  | February 1,<br>2020 |                |                  |
|--------------------------------------------------------|------------------|----------------|------------------|---------------------|----------------|------------------|
|                                                        | RH Segment       | Waterworks     | Total            | RH Segment          | Waterworks     | Total            |
| Goodwill <sup>(1)</sup>                                | \$ 124,290       | \$ —           | \$ 124,290       | \$ 124,367          | \$ —           | \$ 124,367       |
| Tradenames, trademarks and domain names <sup>(2)</sup> | 48,563           | 17,000         | 65,563           | 48,563              | 37,459         | 86,022           |
| <b>Total assets</b>                                    | <b>2,310,111</b> | <b>119,782</b> | <b>2,429,893</b> | <b>2,301,823</b>    | <b>143,871</b> | <b>2,445,694</b> |

- (1) The Waterworks reporting unit goodwill of \$51.1 million recognized upon acquisition in fiscal 2016 was fully impaired as of fiscal 2018, with \$17.4 million and \$33.7 million impairment recorded in fiscal 2018 and fiscal 2017, respectively.
- (2) The Waterworks reporting unit tradename is presented net of an impairment charge of \$35.1 million, with \$20.5 million recorded in the three months ended May 2, 2020 and \$14.6 million recorded in fiscal 2018. Refer to “Waterworks Tradename Impairment” within Note 4—*Goodwill, Trademarks, Trademarks and Domain Names*.

We use segment operating income to evaluate segment performance and allocate resources. Segment operating income excludes (i) asset impairments and change in useful lives, (ii) severance costs associated with reorganizations and (iii) product recall accruals and adjustments. These items are excluded from segment operating income in order to provide better transparency of segment operating results. Accordingly, these items are not presented by segment because they are excluded from the segment profitability measure that the CODM and management review.

The following table presents segment operating income (loss) and income (loss) before income taxes *(in thousands)*:

|                                              | Three Months Ended |                  |
|----------------------------------------------|--------------------|------------------|
|                                              | May 2,<br>2020     | May 4,<br>2019   |
| Operating income (loss):                     |                    |                  |
| RH Segment                                   | \$ 49,517          | \$ 69,400        |
| Waterworks                                   | (1,450)            | 1,094            |
| Asset impairments and change in useful lives | (8,471)            | (3,476)          |
| Reorganization related costs                 | (4,143)            | —                |
| Recall accrual                               | —                  | 1,615            |
| Income from operations                       | 35,453             | 68,633           |
| Interest expense—net                         | 19,629             | 21,118           |
| Tradename impairment                         | 20,459             | —                |
| Income (loss) before income taxes            | <u>\$ (4,635)</u>  | <u>\$ 47,515</u> |

We classify our sales into furniture and non-furniture product lines. Furniture includes both indoor and outdoor furniture. Non-furniture includes lighting, textiles, fittings, fixtures, surfaces, accessories and home décor, as well as hospitality. Net revenues in each category were as follows *(in thousands)*:

|                           | Three Months Ended |                   |
|---------------------------|--------------------|-------------------|
|                           | May 2,<br>2020     | May 4,<br>2019    |
| Furniture                 | \$ 316,779         | \$ 396,698        |
| Non-furniture             | 166,116            | 201,723           |
| <b>Total net revenues</b> | <u>\$ 482,895</u>  | <u>\$ 598,421</u> |

We are domiciled in the United States and primarily operate our retail and outlet stores in the United States. As of May 2, 2020, we operate 4 retail and 2 outlet stores in Canada and 1 retail store in the U.K. Revenues from Canadian and U.K. operations, and the long-lived assets in Canada and the U.K., are not material. Canada and U.K. geographic revenues are based upon revenues recognized at the retail store locations in the respective country.

No single customer accounted for more than 10% of our revenues in the three months ended May 2, 2020 or May 4, 2019.

## Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

*The following discussion and analysis of our financial condition and the results of our operations should be read together with our condensed consolidated financial statements and the related notes included in Item 1 of Part I of this Quarterly Report on Form 10-Q and with our audited consolidated financial statements and the related notes included in our 2019 Form 10-K.*

### FORWARD-LOOKING STATEMENTS AND MARKET DATA

This quarterly report contains forward-looking statements that are subject to risks and uncertainties. Forward-looking statements give our current expectations and projections relating to our financial condition, results of operations, plans, objectives, future performance and business. You can identify forward-looking statements by the fact that they do not relate strictly to historical or current facts. These statements may include words such as "anticipate," "estimate," "expect," "project," "plan," "intend," "believe," "may," "will," "short-term," "non-recurring," "one-time," "unusual," "should," "likely" and other words and terms of similar meaning in connection with any discussion of the timing or nature of future operating or financial performance or other events.

Forward-looking statements are subject to risk and uncertainties that may cause actual results to differ materially from those that we expected. We derive many of our forward-looking statements from our operating budgets and forecasts, which are based upon many detailed assumptions. While we believe that our assumptions are reasonable, we caution that it is very difficult to predict the impact of known factors and it is impossible for us to anticipate all factors that could affect our actual results and matters that we identify as "short term," "non-recurring," "unusual," "one-time," or other words and terms of similar meaning may in fact recur in one or more future financial reporting periods. Important factors that could cause actual results to differ materially from our expectations, or cautionary statements, include those factors disclosed under the sections entitled *Risk Factors* in Part II of this quarterly report and in our Annual Report on Form 10-K for the fiscal year ended February 1, 2020 ("2019 Form 10-K"), and *Management's Discussion and Analysis of Financial Condition and Results of Operations* in Part I of this quarterly report and in our 2019 Form 10-K. All forward-looking statements attributable to us, or persons acting on our behalf, are expressly qualified in their entirety by these cautionary statements, as well as other cautionary statements. You should evaluate all forward-looking statements made in this quarterly report in the context of these risks and uncertainties.

We cannot assure you that we will realize the results or developments we expect or anticipate or, even if substantially realized, that they will result in the consequences or affect us or our operations in the way we expect. The forward-looking statements included in this quarterly report are made only as of the date hereof. We undertake no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events or otherwise, except as required by law.

### Overview

We are a leading luxury retailer in the home furnishings marketplace. Our curated and fully-integrated assortments are presented consistently across our sales channels in sophisticated and unique lifestyle settings that we believe are on par with world-class interior designers. We offer dominant merchandise assortments across a growing number of categories, including furniture, lighting, textiles, bathware, décor, outdoor and garden, and child and teen furnishings. We position our Galleries as showrooms for our brand, while our Source Books and websites act as virtual extensions of our stores. Our retail business is fully integrated across our multiple channels of distribution, consisting of our stores, Source Books, and websites. We have an integrated RH Hospitality experience in eight of our new Design Gallery locations, which include restaurants and wine vaults.

As of May 2, 2020, we operated the following number of retail Galleries, outlets and showrooms:

|                                 | <b>Count</b> |
|---------------------------------|--------------|
| <b>RH</b>                       |              |
| Design Galleries                | 22           |
| Legacy Galleries                | 41           |
| Modern Galleries                | 2            |
| Baby & Child and Teen Galleries | 4            |
| Total Galleries                 | 69           |
| Outlets                         | 38           |
| <b>Waterworks Showrooms</b>     | <b>15</b>    |

Our recent business operations have focused on responding to the closure of our retail locations in connection with the COVID-19 health crisis and managing our business operations in the face of dramatic changes in customer traffic and consumer purchasing patterns. Given the pace at which business conditions are evolving in response to the COVID-19 health crisis, we may further adjust our investments in various business initiatives including our capital expenditures over the course of fiscal 2020.

In response to the public health crisis posed by COVID-19, on March 17, 2020, we temporarily closed our retail locations. While our retail locations were substantially closed at the end of the first fiscal quarter on May 2, 2020, since that date we have been able to reopen a large number of our stores based on local market circumstances including the gradual lifting of restrictions on business operations, including shelter-in-place rules. During the time that our Gallery locations were closed, we continued to serve our customers in those market areas virtually through our Gallery representatives and designers, as well as our online capabilities. We have continued to serve our customers and operate our business through this initial phase of retail closures in the U.S. and Canada and are in the process of reopening our physical locations. While the COVID-19 health crisis is ongoing and continues to evolve, we have reopened 74% of our Gallery locations, 68% of our Outlets and 50% of our Restaurants as of June 3, 2020. There can be no assurance that future events including additional waves of COVID-19 outbreaks, evolving federal, state and local restrictions, standards and safety regulations in response to COVID-19 risks, changes in consumer behavior and health concerns, or other similar issues will not adversely affect our business, results of operations or financial condition in the future, or that the pace of economic activity in the wake of the first wave of COVID-19 outbreaks will not have a negative impact on our business, results of operations or financial condition. In addition, the COVID-19 outbreak may continue to have an adverse impact on elements of our supply chain including the manufacture, supply, distribution, transportation and delivery of our products and our inventory levels. In our immediate response to COVID-19, we aggressively scaled back some inventory orders while we assessed the status of our business. As our business has strengthened during the second quarter, the reduction in inventory receipts together with dislocations in our supply chain has resulted in some delays in our ability to convert business demand into shipped sales. The presence of the virus and the response to the health crisis in various countries is likely to have a continuing impact on our supply chain, for example by affecting the speed at which the factories that manufacture our products are able to resume normal operations and production levels, and the extent to which business conditions are able to return to normal in areas that affect our supply chain including factories and transportation.

As the COVID-19 health crisis is ongoing and continues to evolve, we expect that our short-term focus in managing the business will continue to emphasize responding to some of the business effects related to the COVID-19 crisis. Despite the uncertainty of the overall economic climate and the temporary closure of our retail locations, a number of our business trends have been very strong. While the time period during which we have had to adjust our operations to respond to the COVID-19 health crisis will have some negative impact on margins, we believe that our longer term effort to increase operating margins will continue as the business continues to normalize after the effects of COVID-19 moderate. We will continue to closely manage our expenses and investments while considering both the overall economic environment as well as the needs of our business operations. In addition, our near term decisions regarding the sources and uses of capital in our business will continue to reflect and adapt to changes in market conditions and our business related to COVID-19. We have taken measures to defer some capital expenditures and other expenses, but we may resume those investments as and to the extent that business conditions continue to improve during the COVID-19 crisis. For more information, refer to *Item 1A—Risk Factors—The COVID-19 pandemic poses significant*



and widespread risks to our business as well as to the business environment and the markets in which we operate in Part II of this quarterly report.

#### *Key Value Driving Strategies*

In order to drive growth across our business, we are focused on a number of key long-term strategies including:

- *Transform Our Real Estate Platform.* We believe we have an opportunity to significantly increase our sales by transforming our real estate platform from our existing legacy retail footprint to a portfolio of Design Galleries that are sized to the potential of each market and the size of our assortment.

New sites are identified based on a variety of factors, such as (i) the availability of suitable new site locations based on several store specific factors including geographic location, demographics, and proximity to affluent consumers, (ii) the ability to negotiate favorable economic terms, as well as (iii) the satisfactory and timely completion of real estate development including procurement of permits and completion of construction. Based on our analysis, we believe we have the opportunity to operate Design Galleries in 60 to 70 locations in the United States and Canada. The number of Design Galleries we open in any fiscal year is highly dependent upon these variables and individual new Design Galleries may be subject to delay or postponement depending on the circumstances of specific projects, which we have experienced with some of our recent projects.

We opened our Portland Design Gallery in March 2018, our Nashville Design Gallery in June 2018, our New York Design Gallery and our Yountville Design Gallery in September 2018, our Minneapolis Design Gallery in September 2019, and our Columbus Design Gallery in December 2019. Our Galleries in Nashville, New York, Yountville, Minneapolis and Columbus include integrated restaurants and wine vaults.

We have identified key learnings from our real estate transformation that have supported the development of a new multi-tier market approach that we believe will optimize both market share and return on invested capital.

First, we have developed a new RH prototype Design Gallery that is an innovative and flexible blueprint which we believe will enable us to more quickly place our disruptive product assortment and immersive retail experience into the market. The new model is a standard we will utilize in the future that is based on key learnings from more recent Design Gallery openings and will have approximately 38,000 leased selling square feet inclusive of our integrated hospitality experience. This prototype will present our assortments across our businesses and contain interior design offices and presentation rooms where design professionals can work with clients on their projects. This new model will be more capital efficient with less time and cost risk, but yield similar productivity. We anticipate the new prototype Design Galleries will represent the format of most of our upcoming Design Galleries in North America. Our most recently opened Design Galleries in Minneapolis, MN and Columbus, OH are prototype Design Galleries, and upcoming prototype locations include Corte Madera, CA, Charlotte, NC, Jacksonville, FL, Dallas, TX and Oakbrook, IL.

Second, we will continue to develop and open larger Bespoke Design Galleries in the top metropolitan markets, similar to those we opened in New York and Chicago. These iconic locations are highly profitable statements for our brand, and we believe they create a long-term competitive advantage that will be difficult to duplicate.

Third, we will continue to open indigenous Bespoke Galleries in the best second home markets where the wealthy and affluent visit and vacation. These Galleries are tailored to reflect the local culture and are sized to the potential of each market. Examples of current indigenous Bespoke Galleries include Yountville, CA and Aspen, CO.

Fourth, we are developing a new Gallery model tailored to secondary markets. Targeted to be 10,000 to 18,000 square feet, we believe these smaller expressions of our brand will enable us to gain share in markets currently only served by smaller competitors. Examples of target secondary markets include Oklahoma City, OK and Milwaukee, WI, among others. We expect these Galleries to require a substantially smaller net investment than our larger Design Galleries and to pay back our capital investment in most instances within

two years or less. Our plan is to test a few of these Galleries over the next several years, and if proven successful, this format could lead to an increase in our long-term Gallery potential in the United States.

We believe our multi-tier market approach to transforming our real estate will enable us to ramp our opening cadence from 3 to 5 new Galleries per year, to a pace of 5 to 7 new Galleries per year.

Like our evolving multi-tier market approach, we have developed a multi-tier real estate strategy that is designed to significantly increase our unit level profitability and return on invested capital. Our three primary deal constructs are outlined below:

- First, due to the productivity and proof of concept of our recent new Galleries, and the addition of a powerful, traffic-generating hospitality experience, we are able to negotiate “capital light” leasing deals, where as much as 65% to 100% of the capital requirement would be funded by the landlord, versus 35% to 50% previously.
- Second, in select projects we are migrating from a leasing to a development model. We currently have two Galleries, Yountville and Minneapolis, using this new model, and have additional projects in the pipeline. In the case of Yountville and Minneapolis, we have completed or expect to complete sale-leaseback transactions that should allow us to recoup all or a large portion of our capital.
- Third, we are working on joint venture projects, where we share the upside of a development with the developer/landlord. An example of this new model would be our future Gallery and Guesthouse in Aspen, where we are contributing the value of our lease to the development in exchange for a profits interest in the project. The developer will deliver to RH a substantially turnkey Gallery and Guesthouse, while we continue to retain a 20% and 25% profits interest in the properties, respectively. We would expect to monetize the profits interest at the time of sale of the properties during the first five years. The net result should be a minimal capital investment to operationalize the business, with the expectation for a net positive capital benefit at time of monetization of the profits interest.

We anticipate that all of the above deal structures should lead to lower capital requirements, higher unit profitability, and significantly higher return on invested capital versus our prior Gallery development strategies.

- *Pursue International Expansion.* We believe that our luxury brand positioning and unique aesthetic has strong international appeal. As such, we are actively pursuing expanding the RH brand globally with the objective of launching in several international locations in 2021 or 2022. We have secured a number of locations in various markets in the United Kingdom and continental Europe in which we expect to introduce our first Galleries outside of the U.S. and Canada. We believe that expanding our business into these and other international markets represents a substantial long-term market opportunity given the size of these markets for home furnishings and are pursuing international expansion as one of our key business priorities.
- *Expand Our Offering and Increase Our Market Share.* We believe we have a significant opportunity to increase our market share by:
  - transforming our real estate platform;
  - growing our merchandise assortment and introducing new products and categories;
  - expanding our service offerings, including design services;
  - exploring and testing new business opportunities complementary to our core business; and

- increasing our brand awareness and customer loyalty through our Source Book circulation strategy, membership program, our digital marketing initiatives, advertising, and public relations activities and events.

During fiscal 2017 and fiscal 2018 we deferred the introduction of major new product category expansions other than the ongoing development of RH Hospitality in conjunction with new Design Galleries. In fiscal 2019, we resumed introducing product expansions in our merchandise assortment including a number of new merchandise collections in both RH Interiors and RH Modern, as well as the launch of RH Beach House in the Spring and RH Ski House in the Fall.

We also plan to increase our investment in RH Interior Design with a long-term goal of building the leading interior design firm in North America and ultimately creating the world's first consumer facing interior design, architecture and landscape architecture services platform inside our Galleries. We believe there is a significant revenue opportunity by offering world class design and installation services as we move the brand beyond creating and selling products, to conceptualizing and selling spaces.

We also intend to continue to pursue innovative business opportunities complementary to our core business, such as by testing new categories, for example by offering beautifully designed and furnished turnkey homes and condominiums through the concept of RH Residences.

- *Grow Our Integrated Hospitality Experience.* In 2015 we began to introduce an integrated hospitality experience, including restaurants and wine vaults, into a number of our new Gallery locations. The success of our initial hospitality offering in Chicago led us to broaden this initiative by adding hospitality to a number of our other new Gallery locations. We believe this has created a unique new retail experience that cannot be replicated online, and that the addition of hospitality is helping to drive incremental sales of home furnishings in these Galleries. We plan to incorporate hospitality in many of the new Galleries that we open in the future.

Our hospitality efforts will also elevate the RH brand as we move beyond the four walls of our Galleries into other opportunities such as RH Guesthouses and RH3, our luxury yacht. These immersive experiences expose existing and new customers to our evolving authority in interior design, architecture, landscape architecture and hospitality.

- *Architect New Operating Platform.* We have spent the last four years architecting a new operating platform, inclusive of transitioning from a promotional to membership model, our distribution center network redesign, the redesign of our reverse logistics and outlet business, and the reconceptualization of our home delivery and customer experience, which enables us to drive lower costs and inventory levels, and higher earnings and inventory turns. Looking forward, we expect this multi-year effort to result in a dramatically improved customer experience, continued margin enhancement and significant cost savings over the next several years.
- *Maximize Cash Flow and Optimize the Allocation of Capital in the Business.* From fiscal 2017 through and including fiscal 2020, we have increasingly operated our business with a goal to maximize cash flow and the allocation of capital. We believe that our operations and current initiatives are providing a significant opportunity to optimize the allocation of capital in our business, including generating free cash flow and optimizing our balance sheet, as well as deploying capital to repay debt and repurchase shares of our common stock, which we believe creates a long term benefit to our shareholders.

During fiscal 2017, we repurchased approximately 20.2 million shares of our common stock under two separate repurchase programs for an aggregate repurchase amount of approximately \$1 billion. During fiscal 2018, we repurchased approximately 2.0 million shares of our common stock under a separate repurchase program for an aggregate repurchase amount of approximately \$250 million. During fiscal 2019, we repurchased approximately 2.2 million shares of our common stock under a separate repurchase program for an aggregate repurchase amount of approximately \$250 million. Total repurchases made in fiscal 2019, fiscal 2018 and fiscal 2017 represent 59.8% of the shares outstanding as of the end of fiscal 2016. Our focus on cash also resulted in our generating \$330 million, \$163 million and \$415 million in free cash flow in fiscal 2019,

fiscal 2018 and fiscal 2017, respectively (refer to “Share Repurchase Programs” within Liquidity and Capital Resources below for our free cash flow calculation).

- *Increase Operating Margins.* Since fiscal 2016, we have substantially increased the operating margins in our business. While the time period during which we have had to adjust our operations to respond to the COVID-19 crisis will have some negative impact on margins, we believe that our longer term effort to increase operating margins will continue as the business continues to normalize after the effects of COVID-19 moderate. We anticipate continued improvements in operating margins as a result of our focus on a number of our strategic initiatives including (i) the occupancy leverage we expect to gain from our real estate transformation, (ii) product margin expansion as we continue to drive higher full price selling in our core business, and (iii) the continued cost savings of improvements to our operating platform and organizational structure.

#### *Business Initiatives*

We are undertaking a large number of new business initiatives in support of our key value driving strategies. In particular, beginning in fiscal 2016 and continuing through fiscal 2020, we have pursued a range of strategic efforts to improve our business and operations including the following:

- *Introduction of Membership Model.* In March 2016, we introduced the RH Members Program, an exclusive program that reimagines and simplifies the shopping experience. For an annual fee, the RH Members Program provides a set discount every day across all RH brands, excluding RH Hospitality and Waterworks, in addition to other benefits including complimentary interior design services through the RH Interior Design program and eligibility for preferred financing plans on the RH Credit Card, among other benefits. The RH Members Program allows our customers to shop for what they want, when they want, and receive the greatest value, which has resulted in orders and sales being more evenly distributed throughout the year as opposed to the peaks and valleys of orders and sales we experienced under the prior promotional model. We believe the shift to a membership model has enhanced the customer experience, rendered our brand more valuable, improved operational execution and reduced costs.

We believe that the shift to a membership model has positively affected the financial results of our business. Specifically, we believe some of the benefits include:

*Improved customer experience.* Our interior design professionals can now work with customers based on their timeline and project deadlines, as opposed to our prior promotional calendar. We believe this will lead to larger overall sales transactions for individual customer design projects.

*Lower cancellations and returns.* As a result of the elimination of time-limited promotional events and the associated pressure of placing an order before a promotion expires, we believe the shift to a membership model has also resulted in lower rates of cancelled orders and returns.

*Improved operational costs.* The volume of sales, orders and shipments in our business under the prior promotional model was characterized by large spikes in customer orders based upon promotional events followed by lower orders and sales after the end of an event. This buying pattern also affected numerous other aspects of our business, including staffing and costs as we required elevated staffing levels to service the increased number of customers during peak sales events. Likewise, significant fluctuations in sales had downstream implications for our supply chain related to merchandise orders, manufacturing and production, shipment to our distribution centers and final delivery to our customers. All of these aspects of our operations are experiencing improved efficiencies as a result of the membership model whereby sales are more evenly distributed throughout the year as opposed to the peaks and valleys of orders and sales under the prior model.

- *Luxury In-Home Furniture Delivery Experience.* We believe there is an opportunity to improve the customer experience by enhancing our approach to services in connection with in-home delivery. We are in the process of implementing a number of measures that are designed to increase our level of control and improve service levels throughout the delivery experience to the customer’s residence. We believe that we are well positioned to develop improved solutions for in-home delivery to the customer in the luxury market. We have already adopted a number of service improvements that are yielding improvements in the customer

experience and reductions in product return and exchange rates. We expect to continue to optimize our service offering to customers in connection with the in-home delivery experience and are confident that our efforts in this regard will continue to achieve substantial results.

- *Elevate the Customer Experience.* We are continuing to pursue the positioning of our business as a luxury brand. As one part of this ongoing initiative, we are focused on improving the end-to-end customer experience. As we have elevated our brand, especially at retail, we are also working to enhance the brand experience in other aspects of our business. We are making changes in many aspects of our business processes that affect our customers, including the in-home delivery experience, improvements in product quality and enhancements in sourcing, product availability, and all aspects of customer care and service. We also believe that the introduction of experiential brand-enhancing products and services, such as expanded design ateliers, the RH Interior Design program and the launch of an integrated hospitality experience in a number of our new Galleries, will further enhance our customers' in-store experience, allowing us to further disrupt the highly fragmented home furnishings landscape and achieve market share gains.

We continue to pursue and test numerous initiatives to improve many aspects of our business including through efforts to optimize inventory, elevate the home delivery experience, simplify our distribution network and improve our organizational design including by streamlining and realigning our home office operations, as well as to expand our product offering, transform our real estate using a range of different models for specific real estate development projects and expand our brand internationally. Many of these initiatives and other initiatives such as our transition to a direct sourcing model for our rug business have improved our operating margins, but other initiatives such as RH Hospitality, Waterworks and investments to develop our international expansion strategy are expected to offset some planned margin improvement this year due to our investments in these platforms. There can be no assurance as to the timing and extent of the operational benefits and financial contributions of these strategic efforts. In addition, our pursuit of multiple initiatives with respect to our business in any given period may result in period-to-period changes in, and increased fluctuation in, our results of operations. We have also experienced delays in development timelines for some of our recent projects, and delays in completion of our real estate development projects or costs overruns could negatively affect our results of operations and revenues. Further, macroeconomic or political events outside of our control could impact our ability to pursue our initiatives or the success of such initiatives. While we are pursuing a large number of new business initiatives, the COVID-19 health crisis has had a short-term impact on some of those efforts and initiatives such as the timing of some construction efforts with respect to opening new Gallery locations in the United States and optimizing our inventory in light of Outlet inventory build up resulting from our temporary retail closures. We have also experienced immediate operational impacts to our business such as the temporary closure of our retail locations, our furloughing of employees and the curtailment or cessation of other activities such as construction of new Galleries. In addition, we face conditions of overall economic uncertainty in terms of the longer term impact of COVID-19 on consumer spending and related effects that could affect our business.

While we believe that the tariffs imposed to date on most of our goods sourced from China have not had an adverse effect on our results of operations, including our revenues, margins and earnings, there can be no assurance that the existing tariffs and the additional tariffs that will become effective, as well as other future tariffs that may be imposed, will not adversely affect our results of operation in future time periods.

The stock market has experienced significant increases in volatility during fiscal 2020. In general we have experienced some correlation between stock market performance and consumer spending patterns in our business. Accordingly, we may encounter shifts in consumer spending in future time periods as a result of stock market declines including in the event that heightened market volatility related to the COVID-19 health crisis or other factors including deterioration in market conditions leads to stock price declines. Our business is also correlated to the housing market. The housing market is affected by a range of factors including home prices and interest rates and slowdowns in the housing market can have a negative impact on demand for our products. Factors that affect the higher end housing market in particular may have an outsized influence on our levels of consumer demand since our business is geared toward the higher end of the home furnishings market. The above factors and other current and future operational initiatives may create additional uncertainty with respect to our consolidated net revenues and profit in the near term.

**Basis of Presentation and Results of Operations**

*Matters Affecting Comparability*

The disruption to our business operations from the initial wave of the COVID-19 outbreak has had a significant impact on the comparability of certain ratios and year-over-year trends for our operating results for the three months ended May 2, 2020 as compared to the three months ended May 4, 2019. In addition to lost revenues due to our retail locations being closed for approximately one-half of the first fiscal quarter of 2020, we continued to pay wages and provide benefits to our associates for all, or a portion of, this time period. We also incurred expenses due to additional merchandise inventory write-downs, fulfillment of certain vendor commitments and a reorganization undertaken in response to the impact of retail closures on our business.

*Results of Operations*

The following table sets forth our condensed consolidated statements of operations and other financial and operating data.

|                                                             | <b>Three Months Ended</b> |                        |
|-------------------------------------------------------------|---------------------------|------------------------|
|                                                             | <b>May 2,<br/>2020</b>    | <b>May 4,<br/>2019</b> |
| <b>Condensed Consolidated Statements of Operations:</b>     |                           |                        |
| Net revenues                                                | \$ 482,895                | \$ 598,421             |
| Cost of goods sold                                          | 283,241                   | 365,607                |
| Gross profit                                                | 199,654                   | 232,814                |
| Selling, general and administrative expenses                | 164,201                   | 164,181                |
| Income from operations                                      | 35,453                    | 68,633                 |
| Other expenses                                              |                           |                        |
| Interest expense—net                                        | 19,629                    | 21,118                 |
| Tradename impairment                                        | 20,459                    | —                      |
| Total other expenses                                        | 40,088                    | 21,118                 |
| Income (loss) before income taxes                           | (4,635)                   | 47,515                 |
| Income tax expense (benefit)                                | (1,423)                   | 11,793                 |
| Net income (loss)                                           | <u>\$ (3,212)</u>         | <u>\$ 35,722</u>       |
| <b>Other Financial and Operating Data:</b>                  |                           |                        |
| Adjusted net income <sup>(1)</sup>                          | \$ 29,949                 | \$ 48,241              |
| Adjusted EBITDA <sup>(2)</sup>                              | \$ 77,427                 | \$ 100,385             |
| Capital expenditures                                        | \$ 16,632                 | \$ 7,916               |
| Landlord assets under construction—net of tenant allowances | 7,600                     | 4,542                  |
| Adjusted net capital expenditures <sup>(3)</sup>            | <u>\$ 24,232</u>          | <u>\$ 12,458</u>       |

- (1) Adjusted net income is a supplemental measure of financial performance that is not required by, or presented in accordance with, generally accepted accounting principles (“GAAP”). We define adjusted net income as consolidated net income (loss), adjusted for the impact of certain non-recurring and other items that we do not consider representative of our underlying operating performance. Adjusted net income is included in this filing because management believes that adjusted net income provides meaningful supplemental information for investors regarding the performance of our business and facilitates a meaningful evaluation of actual results on a comparable basis with historical results. Our management uses this non-GAAP financial measure in order to have comparable financial results to analyze changes in our underlying business from quarter to quarter. The following table presents a reconciliation of net income (loss), the most directly comparable GAAP financial measure, to adjusted net income for the periods indicated below.

|                                                             | Three Months Ended |                  |
|-------------------------------------------------------------|--------------------|------------------|
|                                                             | May 2,<br>2020     | May 4,<br>2019   |
| Net income (loss)                                           | \$ (3,212)         | \$ 35,722        |
| Adjustments pre-tax:                                        |                    |                  |
| Tradename impairment <sup>(a)</sup>                         | 20,459             | —                |
| Amortization of debt discount <sup>(b)</sup>                | 11,125             | 11,689           |
| Asset impairments and change in useful lives <sup>(c)</sup> | 8,471              | 3,476            |
| Reorganization related costs <sup>(d)</sup>                 | 4,143              | —                |
| Recall accrual <sup>(e)</sup>                               | —                  | (1,615)          |
| Subtotal adjusted items                                     | 44,198             | 13,550           |
| Impact of income tax items <sup>(f)</sup>                   | (11,037)           | (1,031)          |
| Adjusted net income                                         | <u>\$ 29,949</u>   | <u>\$ 48,241</u> |

- (a) Represents tradename impairment related to the Waterworks reporting unit. Refer to “Waterworks Tradename Impairment” within Note 4—*Goodwill, Trademarks, Trademarks and Domain Names* in our condensed consolidated financial statements.
- (b) Under GAAP, certain convertible debt instruments that may be settled in cash on conversion are required to be separately accounted for as liability and equity components of the instrument in a manner that reflects the issuer’s non-convertible debt borrowing rate. Accordingly, in accounting for GAAP purposes for the \$350 million aggregate principal amount of convertible senior notes that were issued in June 2014 (the “2019 Notes”), the \$300 million aggregate principal amount of convertible senior notes that were issued in June and July 2015 (the “2020 Notes”), the \$335 million aggregate principal amount of convertible senior notes that were issued in June 2018 (the “2023 Notes”) and the \$350 million aggregate principal amount of convertible senior notes that were issued in September 2019 (the “2024 Notes”), we separated the 2019 Notes, 2020 Notes, 2023 Notes and 2024 Notes into liability (debt) and equity (conversion option) components and we are amortizing as debt discount an amount equal to the fair value of the equity components as interest expense on the 2019 Notes, 2020 Notes, 2023 Notes and 2024 Notes over their expected lives. The equity components represent the difference between the proceeds from the issuance of the 2019 Notes, 2020 Notes, 2023 Notes and 2024 Notes and the fair value of the liability components of the 2019 Notes, 2020 Notes, 2023 Notes and 2024 Notes, respectively. Amounts are presented net of interest capitalized for capital projects of \$1.8 million and \$0.7 million during the three months ended May 2, 2020 and May 4, 2019, respectively. The 2019 Notes matured on June 15, 2019 and did not impact amortization of debt discount post-maturity.
- (c) The adjustment in the three months ended May 2, 2020 includes asset impairments of \$4.8 million, inventory reserves of \$2.4 million related to Outlet inventory build up resulting from retail closures in response to the COVID-19 pandemic and acceleration of depreciation expense of \$1.3 million due to a change in the estimated useful lives of certain assets. The adjustment in the three months ended May 4, 2019 includes the acceleration of depreciation expense of \$3.0 million due to a change in the estimated useful lives of certain assets, as well as a \$0.5 million charge related to the termination of a service agreement associated with such assets.
- (d) Represents severance costs and related payroll taxes associated with a reorganization undertaken in response to the impact of retail closures on our business.
- (e) Represents adjustments to net revenues, cost of goods sold and inventory charges associated with product recalls, as well as accrual adjustments, and vendor and insurance claims. The recall adjustments had the following effect on our income before taxes during the three months ended May 4, 2019 (*in thousands*):

|                                                          |                   |
|----------------------------------------------------------|-------------------|
| Decrease to net revenues                                 | \$ 413            |
| Decrease to cost of goods sold                           | (2,061)           |
| Increase to gross profit                                 | (1,648)           |
| Increase to selling, general and administrative expenses | 33                |
| Increase to income before income taxes                   | <u>\$ (1,615)</u> |

- (f) The adjustment for the three months ended May 2, 2020 is based on an adjusted tax rate of 24.3% which excludes the tax impact associated with the Waterworks reporting unit tradename impairment. The adjustment for the three months ended May 4, 2019 assumes a normalized tax rate of 21%.
- (2) EBITDA and Adjusted EBITDA are supplemental measures of financial performance that are not required by, or presented in accordance with, GAAP. We define EBITDA as consolidated net income (loss) before depreciation and amortization, interest expense—net and income tax expense (benefit). Adjusted EBITDA reflects further adjustments to EBITDA to eliminate the impact of non-cash compensation, as well as certain non-recurring and other items that we do not consider representative of our underlying operating performance. EBITDA and Adjusted EBITDA are included in this filing because management believes that these metrics provide meaningful supplemental information for investors regarding the performance of our business and facilitate a meaningful evaluation of operating results on a comparable basis with historical results. Our management uses these non-GAAP financial measures in order to have comparable financial results to analyze changes in our underlying business from quarter to quarter. Our measures of EBITDA and Adjusted EBITDA are not necessarily comparable to other similarly titled captions for other companies due to different methods of calculation. The following table presents a reconciliation of net income (loss), the most directly comparable GAAP financial measure, to EBITDA and Adjusted EBITDA for the periods indicated below.

|                                             | <b>Three Months Ended</b> |                        |
|---------------------------------------------|---------------------------|------------------------|
|                                             | <b>May 2,<br/>2020</b>    | <b>May 4,<br/>2019</b> |
| Net income (loss)                           | \$ (3,212)                | \$ 35,722              |
| Depreciation and amortization               | 24,870                    | 27,189                 |
| Interest expense—net                        | 19,629                    | 21,118                 |
| Income tax expense (benefit)                | (1,423)                   | 11,793                 |
| EBITDA                                      | 39,864                    | 95,822                 |
| Tradename impairment <sup>(a)</sup>         | 20,459                    | —                      |
| Asset impairments <sup>(a)</sup>            | 7,133                     | 483                    |
| Non-cash compensation <sup>(b)</sup>        | 5,828                     | 5,695                  |
| Reorganization related costs <sup>(a)</sup> | 4,143                     | —                      |
| Recall accrual <sup>(a)</sup>               | —                         | (1,615)                |
| Adjusted EBITDA                             | <u>\$ 77,427</u>          | <u>\$ 100,385</u>      |

- (a) Refer to the reconciliation of net income (loss) to adjusted net income table above and the related footnotes for additional information.
- (b) Represents non-cash compensation related to equity awards granted to employees.
- (3) We define adjusted net capital expenditures as (i) capital expenditures from investing activities and (ii) cash outflows of capital related to construction activities to design and build landlord-owned leased assets, net of tenant allowances received.



The following tables present RH Gallery and Waterworks showroom metrics and exclude outlets:

|                                                               | Three Months Ended |                                                                                   |                |                                                                                   |
|---------------------------------------------------------------|--------------------|-----------------------------------------------------------------------------------|----------------|-----------------------------------------------------------------------------------|
|                                                               | May 2,<br>2020     |                                                                                   | May 4,<br>2019 |                                                                                   |
|                                                               | Count              | Total Leased<br>Selling Square<br>Footage <sup>(1)</sup><br><i>(in thousands)</i> | Count          | Total Leased<br>Selling Square<br>Footage <sup>(1)</sup><br><i>(in thousands)</i> |
| Beginning of period                                           | 83                 | 1,111                                                                             | 86             | 1,089                                                                             |
| Modern Galleries:                                             |                    |                                                                                   |                |                                                                                   |
| Dallas RH Modern Gallery (relocation)                         | —                  | —                                                                                 | —              | (4.5)                                                                             |
| Baby & Child Galleries:                                       |                    |                                                                                   |                |                                                                                   |
| Dallas RH Baby & Child Gallery                                | —                  | —                                                                                 | (1)            | (3.7)                                                                             |
| Legacy Galleries:                                             |                    |                                                                                   |                |                                                                                   |
| Raleigh legacy Gallery                                        | 1                  | 4.4                                                                               | —              | —                                                                                 |
| Dallas legacy Gallery (relocation)                            | —                  | —                                                                                 | —              | (2.6)                                                                             |
| End of period                                                 | <u>84</u>          | <u>1,115</u>                                                                      | <u>85</u>      | <u>1,078</u>                                                                      |
| Total leased square footage at end of period <sup>(2)</sup>   |                    | 1,502                                                                             |                | 1,454                                                                             |
| Weighted-average leased square footage <sup>(3)</sup>         |                    | 1,501                                                                             |                | 1,461                                                                             |
| Weighted-average leased selling square footage <sup>(3)</sup> |                    | 1,114                                                                             |                | 1,084                                                                             |

- (1) Leased selling square footage is retail space at our retail locations used to sell our products. Leased selling square footage excludes backrooms at retail locations used for storage, office space, food preparation, kitchen space or similar purpose, as well as exterior sales space located outside a retail location, such as courtyards, gardens and rooftops. Leased selling square footage includes approximately 37,700 and 11,600 square feet as of May 2, 2020 and May 4, 2019 related to two owned retail locations.
- (2) Total leased square footage includes approximately 48,700 and 16,100 square feet as of May 2, 2020 and May 4, 2019, respectively, related to two owned retail locations.
- (3) Weighted-average leased square footage and leased selling square footage are calculated based on the number of days a Gallery location was opened during the period divided by the total number of days in the period.

The following table sets forth our condensed consolidated statements of operations as a percentage of total net revenues.

|                                                         | Three Months Ended |                |
|---------------------------------------------------------|--------------------|----------------|
|                                                         | May 2,<br>2020     | May 4,<br>2019 |
| <b>Condensed Consolidated Statements of Operations:</b> |                    |                |
| Net revenues                                            | 100.0 %            | 100.0 %        |
| Cost of goods sold                                      | 58.7               | 61.1           |
| Gross profit                                            | 41.3               | 38.9           |
| Selling, general and administrative expenses            | 34.0               | 27.4           |
| Income from operations                                  | 7.3                | 11.5           |
| Other expenses                                          |                    |                |
| Interest expense—net                                    | 4.1                | 3.6            |
| Tradename impairment                                    | 4.2                | —              |
| Total other expenses                                    | 8.3                | 3.6            |
| Income (loss) before income taxes                       | (1.0)              | 7.9            |
| Income tax expense (benefit)                            | (0.3)              | 1.9            |
| Net income (loss)                                       | <u>(0.7)%</u>      | <u>6.0%</u>    |

**Three Months Ended May 2, 2020 Compared to Three Months Ended May 4, 2019**

|                                              | Three Months Ended    |            |            |             |            |            |
|----------------------------------------------|-----------------------|------------|------------|-------------|------------|------------|
|                                              | May 2, 2020           |            |            | May 4, 2019 |            |            |
|                                              | RH Segment            | Waterworks | Total      | RH Segment  | Waterworks | Total      |
|                                              | <i>(in thousands)</i> |            |            |             |            |            |
| Net revenues                                 | \$ 454,957            | \$ 27,938  | \$ 482,895 | \$ 563,706  | \$ 34,715  | \$ 598,421 |
| Cost of goods sold                           | 267,195               | 16,046     | 283,241    | 345,763     | 19,844     | 365,607    |
| Gross profit                                 | 187,762               | 11,892     | 199,654    | 217,943     | 14,871     | 232,814    |
| Selling, general and administrative expenses | 149,276               | 14,925     | 164,201    | 150,404     | 13,777     | 164,181    |
| Income (loss) from operations                | \$ 38,486             | \$ (3,033) | \$ 35,453  | \$ 67,539   | \$ 1,094   | \$ 68,633  |

***Net revenues***

Consolidated net revenues decreased \$115.5 million, or 19.3%, to \$482.9 million in the three months ended May 2, 2020 compared to \$598.4 million in the three months ended May 4, 2019.

***RH Segment net revenues***

RH Segment net revenues decreased \$108.7 million, or 19.3%, to \$455.0 million in the three months ended May 2, 2020 compared to \$563.7 million in the three months ended May 4, 2019. The below discussion highlights several significant factors that resulted in increased RH Segment net revenues, which are listed in order of magnitude.

RH Segment net revenues declined primarily due to the temporary closure of our retail locations in response to the COVID-19 health crisis for approximately half of the three months ended May 2, 2020 and, to a lesser extent, the negative impact to net revenues generated from our direct business due to macroeconomic conditions resulting from the COVID-19 health crisis. During such retail closure period, our Gallery representatives and designers continued to serve our customers virtually and our customers continued to be able to place orders via our online websites. In our immediate response to COVID-19, we aggressively scaled back some inventory orders while we assessed the status of our business. As our business has strengthened during the second quarter, the reduction in inventory receipts together with dislocations in our supply chain has resulted in some delays in our ability to convert business demand into shipped sales.

While our retail locations were substantially closed at the end of the first fiscal quarter on May 2, 2020, since that date we have been able to reopen a large number of our stores based on local market circumstances including the gradual lifting of restrictions on business operations, including shelter-in-place rules.

RH Segment net revenues for the three months ended May 4, 2019 were negatively impacted by \$0.4 million related to product recalls. Product recalls and the establishment or adjustment of any related recall accruals can affect our results and cause quarterly fluctuations affecting the period-to-period comparisons of our results. No assurance can be provided that any accruals will be for the appropriate amount, and actual losses could be higher or lower than what we accrue from time to time, which could further affect results.

***Waterworks net revenues***

Waterworks net revenues decreased \$6.8 million, or 19.5%, to \$27.9 million in the three months ended May 2, 2020 compared to \$34.7 million in the three months ended May 4, 2019 primarily due to construction delays, as well as temporary showroom closures, in response to the COVID-19 health crisis.

***Gross profit***

Consolidated gross profit decreased \$33.2 million, or 14.2%, to \$199.7 million in the three months ended May 2, 2020 compared to \$232.8 million in the three months ended May 4, 2019. As a percentage of net revenues, consolidated gross margin increased 2.4% to 41.3% of net revenues in the three months ended May 2, 2020 from 38.9% of net revenues in the three months ended May 4, 2019.

RH Segment gross profit for the three months ended May 2, 2020 includes inventory reserves of \$2.4 million related to Outlet inventory build up resulting from retail closures in response to the COVID-19 pandemic.

RH Segment gross profit for the three months ended May 4, 2019 was negatively impacted by \$3.0 million related to the acceleration of depreciation due to a change in the estimated useful lives of certain assets. RH Segment gross profit for the three months ended May 4, 2019 was positively impacted by \$1.6 million related to reserve adjustments associated with product recalls initiated in prior years, partially offset by the reduction of revenues and incremental costs associated with such product recalls.

Excluding the inventory reserves, accelerated asset depreciation and product recall adjustments mentioned above, consolidated gross margin would have increased 2.7% to 41.8% of net revenues in the three months ended May 2, 2020 from 39.1% of net revenues in the three months ended May 4, 2019.

*RH Segment gross profit*

RH Segment gross profit decreased \$30.2 million, or 13.8%, to \$187.8 million in the three months ended May 2, 2020 from \$217.9 million in the three months ended May 4, 2019. As a percentage of net revenues, RH Segment gross margin increased 2.6% to 41.3% of net revenues in the three months ended May 2, 2020 from 38.7% of net revenues in the three months ended May 4, 2019.

Excluding the inventory reserves, accelerated asset depreciation and product recall adjustments mentioned above, RH Segment gross margin would have increased 2.9% to 41.8% of net revenues in the three months ended May 2, 2020 from 38.9% of net revenues in the three months ended May 4, 2019. The increase was primarily driven by a decrease in revenues generated by our Outlet business as a result of store closures, as well as lower Outlet promotional activity during the period of operations. In addition, the increase was also driven by higher product margins in select product categories as well as price increases.

While our retail locations were substantially closed at the end of the first fiscal quarter on May 2, 2020, since that date we have gradually reopened certain of our stores as restrictions on business operations, including shelter-in-place rules, have been revised and eased in various locations in which we have a physical retail presence.

*Waterworks gross profit*

Waterworks gross profit decreased \$3.0 million, or 20.0%, to \$11.9 million in the three months ended May 2, 2020 from \$14.9 million in the three months ended May 4, 2019. As a percentage of net revenues, Waterworks gross margin decreased 0.2% to 42.6% of net revenues in the three months ended May 2, 2020 from 42.8% of net revenues in the three months ended May 4, 2019.

***Selling, general and administrative expenses***

Consolidated selling, general and administrative expenses remained consistent at \$164.2 million in both the three months ended May 2, 2020 and May 4, 2019.

*RH Segment selling, general and administrative expenses*

RH Segment selling, general and administrative expenses decreased \$1.1 million, or 0.7%, to \$149.3 million in the three months ended May 2, 2020 compared \$150.4 million in the three months ended May 4, 2019.

RH Segment selling, general and administrative expenses for the three months ended May 2, 2020 included \$4.1 million in severance costs and related payroll taxes associated with the termination of associates and a reorganization undertaken in response to the impact of retail closures on our business, \$3.2 million related to asset impairments and \$1.3 million related to the acceleration of depreciation due to a change in the estimated useful lives of certain assets.

RH Segment selling, general and administrative expenses were 30.9% and 26.6% of net revenues for the three months ended May 2, 2020 and May 4, 2019, respectively, excluding the costs incurred in connection with the

reorganization, asset impairments and accelerated asset depreciation mentioned above. The increase in selling, general and administrative expenses as a percentage of net revenues was primarily driven by deleverage in corporate expenses driven by increased professional fees and preopening expenses, as well as deleverage in employment and employment related costs, and corporate occupancy costs.

*Waterworks selling, general and administrative expenses*

Waterworks selling, general and administrative expenses increased \$1.1 million, or 8.3%, to \$14.9 million in the three months ended May 2, 2020 compared to \$13.8 million in the three months ended May 4, 2019. Waterworks selling, general and administrative expenses for the three months ended May 2, 2020 included \$1.6 million related to asset impairments. Waterworks selling, general and administrative expenses were 47.8% and 39.7% of net revenues for the three months ended May 2, 2020 and May 4, 2019, respectively, excluding the costs incurred in connection with the asset impairments.

*Interest expense—net*

Interest expense—net decreased \$1.5 million to \$19.6 million for the three months ended May 2, 2020 compared to \$21.1 million for the three months ended May 4, 2019. Interest expense—net consisted of the following:

|                                                                 | <b>Three Months Ended</b> |                        |
|-----------------------------------------------------------------|---------------------------|------------------------|
|                                                                 | <b>May 2,<br/>2020</b>    | <b>May 4,<br/>2019</b> |
|                                                                 | <i>(in thousands)</i>     |                        |
| Amortization of convertible senior notes debt discount          | \$ 12,916                 | \$ 12,377              |
| Finance lease interest expense                                  | 5,781                     | 5,514                  |
| Promissory notes                                                | 1,454                     | 432                    |
| Amortization of debt issuance costs and deferred financing fees | 1,013                     | 1,090                  |
| Other interest expense                                          | 443                       | 395                    |
| Asset based credit facility                                     | 102                       | 687                    |
| Term loans                                                      | —                         | 1,724                  |
| Capitalized interest for capital projects                       | (1,886)                   | (819)                  |
| Interest income                                                 | (194)                     | (282)                  |
| Total interest expense—net                                      | <u>\$ 19,629</u>          | <u>\$ 21,118</u>       |

*Tradename impairment*

We incurred a \$20.5 million tradename impairment charge in the three months ended May 2, 2020 for our Waterworks reporting unit. Refer to “Waterworks Tradename Impairment” within Note 4—*Goodwill, Trademarks, Trademarks and Domain Names*.

*Income tax expense (benefit)*

Income tax benefit was \$1.4 million and income tax expense was \$11.8 million in the three months ended May 2, 2020 and May 4, 2019, respectively. Our effective tax rate was 30.7% and 24.8% for the three months ended May 2, 2020 and May 4, 2019, respectively. The increase in our effective tax rate is primarily attributable to the Company reporting a loss before income taxes, and, to a lesser extent, discrete tax benefits related to net excess tax benefits from stock-based compensation.

**Liquidity and Capital Resources**

*General*

The primary cash needs of our business have historically been for merchandise inventories, payroll, Source Books, store rent, capital expenditures associated with opening new stores and updating existing stores, as well as the development of our infrastructure and information technology. We seek out and evaluate opportunities for effectively managing and deploying capital in ways that improve working capital and support and enhance our business initiatives

and strategies. In fiscal 2017, we completed two share repurchase programs in an aggregate amount of \$1 billion. A \$300 million share repurchase was completed during the first quarter of fiscal 2017 and a \$700 million share repurchase was completed during the second quarter of fiscal 2017. In October 2018, our Board of Directors approved a new \$700 million share repurchase program, of which \$250 million in share repurchases were completed in fiscal 2018, and the \$700 million authorization amount was replenished by the Board of Directors in March 2019. During the first quarter of fiscal 2019, we repurchased approximately 2.2 million shares of our common stock for an aggregate repurchase amount of approximately \$250 million, with \$450 million still available under the \$700 million repurchase program. Refer to “Share Repurchase Programs” below. We evaluate our capital allocation from time to time and may engage in future share repurchases in circumstances where buying shares of our common stock represents a good value and provides a favorable return for our shareholders.

We have \$985 million in aggregate principal amount of convertible notes outstanding as of May 2, 2020, of which \$300 million mature in July 2020, \$335 million mature in June 2023 and \$350 million mature in September 2024. The \$300 million principal amount of convertible notes that we issued in fiscal 2015 mature on July 15, 2020 and are convertible through the close of business on the second scheduled trading day immediately preceding July 15, 2020. We expect to repay the \$300 million outstanding principal amount of the convertible notes in cash, whether in connection with a conversion of such notes or repayment at maturity in July 2020. We also expect to repay the outstanding principal amount of our other convertible notes at maturity in June 2023 and September 2024 in cash, in each case to minimize dilution. While we anticipate using excess cash, free cash flow and borrowings on our asset based credit facility to repay the convertible notes in cash to minimize dilution, we may need to pursue additional sources of liquidity to repay such convertible notes in cash at their respective maturity dates or upon early conversion, as applicable. There can be no assurance as to the availability of capital to fund such repayments, or that if capital is available through additional debt issuances or refinancing of the convertible notes, that such capital will be available on terms that are favorable to us.

Our business has historically relied on cash flows from operations, net cash proceeds from the issuance of the convertible senior notes, as well as borrowings under our credit facilities as our primary sources of liquidity. Our liquidity may be materially impacted by the outbreak of COVID-19. In response to the public health crisis posed by COVID-19, on March 17, 2020, we temporarily closed our retail locations. While our retail locations were substantially closed at the end of the first fiscal quarter on May 2, 2020, since that date we have been able to reopen a large number of our stores based on local market circumstances including the gradual lifting of restrictions on business operations, including shelter-in-place rules. While we have continued to serve our customers and operate our business through this initial phase of retail closures in the United States and Canada, there can be no assurance that future events including additional waves of COVID-19 outbreaks, evolving federal, state and local restrictions and safety regulations in response to COVID-19 risks, changes in consumer behavior and health concerns, or other similar issues will not adversely affect our business, results of operations or financial condition in the future, or that the pace of economic activity in the wake of the first wave of COVID-19 outbreaks will not have a negative impact on our business, results of operations or financial condition. We will continue to closely manage our expenses and investments while considering both the overall economic environment as well as the needs of our business operations. In addition, our near term decisions regarding the sources and uses of capital in our business will continue to reflect and adapt to changes in market conditions and our business related to COVID-19.

The precise impact on our business from the disruption of financial markets and the weakening of overall economic conditions is unknown. We plan to utilize our asset based credit facility, and we may pursue other sources of capital that may include other forms of external financing, in order to increase our cash position and preserve financial flexibility in response to the uncertainty in the United States and global markets resulting from COVID-19. We had no outstanding borrowings under our asset based credit facility as of May 29, 2020 and the amount under the revolving line of credit borrowing base that could be available pursuant to the asset based credit facility was \$170.4 million, net of reserves for the repayment of the 2020 Notes and outstanding letters of credit. We believe our operating cash flows, in conjunction with available financing arrangements, will be sufficient to repay our debt obligations as they become due, meet working capital requirements and fulfill other capital needs for more than the next 12 months.

We extended and amended our asset based credit facility in June 2017, which has a total availability of \$600 million, of which \$10 million is available to Restoration Hardware Canada, Inc., and includes a \$200 million accordion feature under which the revolving line of credit may be expanded by agreement of the parties from \$600 million to up to \$800 million if and to the extent the lenders revise their credit commitments to encompass a larger facility. The revolving line of credit has a maturity date of June 28, 2022.

In fiscal 2019, we executed a sale-leaseback transaction for the Yountville Design Gallery for sales proceeds of \$23.5 million, which qualified for sale-leaseback accounting in accordance with ASC 842. We may pursue strategies in the future, through the use of existing assets and debt facilities, or through the pursuit of new external sources of liquidity and debt financing, to fund our strategies to enhance stockholder value. There can be no assurance that additional capital, whether raised through the sale of assets, utilization of our existing debt financing sources, or pursuit of additional debt financing sources, will be available to us on a timely manner, on favorable terms or at all. To the extent we pursue additional debt as a source of liquidity, our capitalization profile may change and may include significant leverage, and as a result we may be required to use future liquidity to repay such indebtedness and may be subject to additional terms and restrictions which affect our operations and future uses of capital.

In addition, our capital needs may change in the future due to changes in our business or new opportunities that we choose to pursue. We have invested significant capital expenditures in remodeling and opening new Design Galleries, and these capital expenditures have increased in the past and may continue to increase in future periods as we open additional Design Galleries, which may require us to undertake upgrades to historical buildings or construction of new buildings.

Our adjusted net capital expenditures include (i) capital expenditures from investing activities and (ii) cash outflows of capital related to construction activities to design and build landlord leased assets, net of tenant allowances received. Given the pace at which business conditions are evolving in response to the COVID-19 health crisis, we may further adjust our investments in various business initiatives including our capital expenditures over the course of fiscal 2020. We anticipate our adjusted net capital expenditures, net of asset sales, to be \$125 million to \$150 million in fiscal 2020, primarily related to our efforts to continue our growth and expansion, including construction of new Design Galleries and infrastructure investments. During the three months ended May 2, 2020, adjusted net capital expenditures were \$24.2 million, net of cash received related to tenant allowances of \$6.6 million.

Certain lease arrangements require the landlord to fund a portion of the construction related costs through payments directly to us. Other lease arrangements for our new Design Galleries require the landlord to fund a portion of the construction related costs directly to third parties, rather than through traditional construction allowances and accordingly, under these arrangements we do not expect to receive contributions directly from our landlords related to the building of our Design Galleries. As we develop new Galleries, as well as other potential strategic initiatives in the future like our integrated hospitality experience, we may explore other models for our real estate, which could include longer lease terms or further purchases of, or joint ventures or other forms of equity ownership in, real estate interests associated with new sites and buildings. These approaches might require greater capital investment on our part than a traditional store lease with a landlord. We also believe there is an opportunity to transition our real estate strategy from a leasing model to a development model, where we potentially buy and develop our Design Galleries then recoup the investments through a sale-leaseback arrangement resulting in lower capital investment and lower rent. In the event that such capital and other expenditures require us to pursue additional funding sources, we can provide no assurances that we will be successful in securing additional funding on attractive terms or at all. In addition, the effects of COVID-19 on our business, including decisions by us to temporarily curtail the deployment of capital and due to actions taken by federal, state and local government authorities, and in some instances mall and shopping center owners, in response to the outbreak, may require changes to our real estate strategy and related capital expenditure and financing plans. In addition, we may continue to be required to make lease payments in whole or in part for our Galleries, restaurants and outlets that were temporarily closed or are required to close in the future in the event of future COVID-19 outbreaks or for other reasons. Any efforts to mitigate the costs of construction delays and deferrals, retail closures and other operational difficulties, including any such difficulties resulting from COVID-19, such as by negotiating with landlords and other third parties regarding the timing and amount of payments under existing contractual arrangements, may not be successful, and as a result, our real estate strategy may have ongoing significant liquidity needs even as we make changes to our planned operations and expansion cadence.

There can be no assurance that we will have sufficient financial resources, or will be able to arrange financing on favorable terms to the extent necessary to fund all of our initiatives, or that sufficient incremental debt will be available to us in order to fund our cash payments in respect of the repayment of our outstanding convertible senior notes in an aggregate principal amount of \$985 million at maturity of such senior convertible notes. In addition, agreements governing existing or new debt facilities may restrict our ability to operate our business in the manner we currently expect or to make required payments with respect to existing commitments including the repayment of the principal amount of our convertible senior notes in cash upon maturity of such senior notes. To the extent we need to seek waivers

from any provider of debt financing, or we fail to observe the covenants or other requirements of existing or new debt facilities, any such event could have an impact on our other commitments and obligations including triggering cross defaults or other consequences with respect to other indebtedness. Our current level of indebtedness, and any additional indebtedness that we may incur, exposes us to certain risks with regards to interest rate increases and fluctuations. Our ability to make interest payments or to refinance any of our indebtedness to manage such interest rates may be limited or negatively affected by credit market conditions, macroeconomic trends and other risks.

Given the fast moving nature of the COVID-19 health crisis, and the corresponding impact on financial markets and the economy as a whole, there is an enhanced degree of uncertainty regarding our capital position and availability of capital to fund our liquidity requirements. In recognition of the significant threat to the liquidity of financial markets posed by COVID-19, the Federal Reserve and Congress have taken dramatic actions to provide liquidity to businesses and the banking system in the U.S. For example, on March 27, 2020, the President signed into law the Coronavirus Aid, Relief, and Economic Security Act (the "CARES Act"), a sweeping stimulus bill intended to bolster the U.S. economy, among other things, and provide emergency assistance to qualifying businesses and individuals. There can be no assurance that these interventions by the government will be successful, and the financial markets may experience significant contractions in available liquidity. While we may receive financial, tax or other relief and other benefits under and as a result of the CARES Act, it is not possible to estimate at this time the availability, extent or impact of any future relief. In addition, retail closures and other operational difficulties faced by us may negatively affect our financial condition and restrict the availability of liquidity for our operational needs, including due to, among other reasons, increased and unforeseeable liquidity needs and limited flexibility to control expenses in line with potential decreases in revenue. Any further weakening of, or other adverse developments in, the U.S. or global credit markets could affect our ability to manage our debt obligations and our ability to access future debt. We cannot assure you that we will be able to raise necessary funds on favorable terms, if at all, or that future financing requirements would not require us to raise money through an equity financing or by other means that could be dilutive to holders of our capital stock. If we fail to raise sufficient additional funds, we may be required to delay or abandon some of our planned future expenditures or aspects of our current operations.

#### ***Cash Flow Analysis***

A summary of operating, investing, and financing activities is set forth in the following table:

|                                                                          | <b>Three Months Ended</b> |                        |
|--------------------------------------------------------------------------|---------------------------|------------------------|
|                                                                          | <b>May 2,<br/>2020</b>    | <b>May 4,<br/>2019</b> |
|                                                                          | <i>(in thousands)</i>     |                        |
| Net cash provided by (used in) operating activities                      | \$ (16,868)               | \$ 38,824              |
| Net cash used in investing activities                                    | (16,632)                  | (7,916)                |
| Net cash provided by financing activities                                | 3,182                     | 65,833                 |
| Net increase (decrease) in cash and cash equivalents and restricted cash | (30,450)                  | 96,747                 |
| Cash, cash equivalents and restricted cash at end of period              | 17,208                    | 102,550                |

#### ***Net Cash Provided By (Used In) Operating Activities***

Operating activities consist primarily of net income adjusted for non-cash items including depreciation and amortization, impairments, stock-based compensation, amortization of debt discount and the effect of changes in working capital and other activities.

For the three months ended May 2, 2020, net cash used in operating activities was \$16.9 million and consisted of an increase in cash used for working capital and other activities of \$105.3 million and a net loss of \$3.2 million, partially offset by non-cash items of \$91.7 million. Working capital and other activities consisted primarily of increases in merchandise inventories of \$55.8 million and decreases in accounts payable and accrued expense of \$53.0 million related to timing of payments, partially offset by increases in deferred revenues and customer deposits of \$26.7 million.

For the three months ended May 4, 2019, net cash provided by operating activities was \$38.8 million and consisted of net income of \$35.7 million and non-cash items of \$66.4 million, partially offset by a decrease in cash used for working capital and other activities of \$63.3 million. Working capital and other activities consisted primarily of

decreases in accounts payable and accrued expense of \$38.6 million related to timing of payments, decreases in operating lease liabilities of \$27.1 million primarily due to payments made under the agreements, as well as increases in prepaid expenses and other assets of \$17.8 million and landlord assets under construction of \$4.5 million. These decreases to working capital were partially offset by increases in deferred revenue and customer deposits of \$21.6 million.

***Net Cash Used In Investing Activities***

Investing activities consist primarily of investments in capital expenditures related to investments in retail stores, information technology and systems infrastructure, as well as supply chain investments.

For the three months ended May 2, 2020 and May 4, 2019, net cash used in investing activities was \$16.6 million and \$7.9 million, respectively, and was comprised of investments in retail stores, information technology and systems infrastructure.

***Net Cash Provided By Financing Activities***

Financing activities consist primarily of borrowings related to convertible senior notes, credit facilities and other financing arrangements, as well as share repurchases, principal payments under finance lease agreements and other equity related transactions.

For the three months ended May 2, 2020, net cash provided by financing activities was \$3.2 million, primarily due to net borrowings under the asset based credit facility of \$10.0 million, partially offset by repayments of \$5.2 million on equipment notes and principal payments under finance lease agreements of \$2.1 million.

For the three months ended May 4, 2019, net cash provided by financing activities was \$65.8 million primarily due to net borrowings of debt of \$321.5 million, including the issuance of a \$200.0 million second lien term loan, a \$120.0 million FILO term loan and \$60.0 million of promissory notes secured by certain equipment, partially offset by net repayments of \$57.5 million under the asset based credit facility and repayments of \$1.0 million on our promissory notes. We incurred costs of \$4.5 million related to the debt issuances. We repurchased approximately 2.2 million shares of our common stock for an aggregate repurchase amount of \$250.0 million. Principal payments under finance lease agreements totaled \$2.1 million.

***Non-Cash Transactions***

Non-cash transactions consist of non-cash additions of property and equipment and landlord assets and issuance of non-current notes payable related to share repurchases from former employees.

***Convertible Senior Notes***

Refer to Note 8—*Convertible Senior Notes* in our condensed consolidated financial statements for further information on our 0.00% Convertible Senior Notes due 2024, 0.00% Convertible Senior Notes due 2023, and 0.00% Convertible Senior Notes due 2020.

***Asset Based Credit Facility***

Refer to Note 9—*Credit Facilities* in our condensed consolidated financial statements for further information on our asset based credit facility.

***Equipment Loan Facility***

Refer to Note 9—*Credit Facilities* in our condensed consolidated financial statements for further information on our equipment loan facility.



### **Share Repurchase Programs**

We regularly review share repurchase activity and consider various factors in determining whether and when to execute share repurchases, including, among others, current cash needs, capacity for leverage, cost of borrowings, results of operations and the market price of our common stock. We believe that these share repurchase programs will continue to be an excellent allocation of capital for the long-term benefit of our shareholders. We may undertake other repurchase programs in the future with respect to our securities.

We generated \$330 million, \$163 million and \$415 million in free cash flow in fiscal 2019, fiscal 2018 and fiscal 2017, respectively, which supported our share repurchase programs. Free cash flow is calculated as net cash provided by operating activities, the non-cash accretion of debt discount upon settlement of debt and proceeds from sale of assets, less capital expenditures and principal payments under finance leases. Free cash flow excludes all non-cash items. Free cash flow is included in this filing because management believes that free cash flow provides meaningful supplemental information for investors regarding the performance of our business and facilitates a meaningful evaluation of operating results on a comparable basis with historical results. Our management uses this non-GAAP financial measure in order to have comparable financial results to analyze changes in our underlying business from quarter to quarter. A reconciliation of our net cash provided by operating activities to free cash flow is as follows:

|                                                    | Year Ended            |                     |                     |
|----------------------------------------------------|-----------------------|---------------------|---------------------|
|                                                    | February 2,<br>2020   | February 2,<br>2019 | February 3,<br>2018 |
|                                                    | <i>(in thousands)</i> |                     |                     |
| Net cash provided by operating activities          | \$ 339,188            | \$ 249,603          | \$ 474,505          |
| Accretion of debt discount upon settlement of debt | 70,482                | —                   | —                   |
| Proceeds from sale of assets                       | 24,078                | —                   | 15,123              |
| Capital expenditures                               | (93,623)              | (79,992)            | (68,393)            |
| Principal payments under finance leases            | (9,682)               | (6,885)             | (6,105)             |
| Free cash flow                                     | <u>\$ 330,443</u>     | <u>\$ 162,726</u>   | <u>\$ 415,130</u>   |

#### *\$950 Million Share Repurchase Program*

On October 10, 2018, our Board of Directors authorized a share repurchase program of up to \$700 million through open market purchases, privately negotiated transactions or other means, including through Rule 10b18 open market repurchases, Rule 10b5-1 trading plans or through the use of other techniques such as accelerated share repurchases including through privately-negotiated arrangements in which a portion of the share repurchase program is committed in advance through a financial intermediary and/or in transactions involving hedging or derivatives, of which \$250.0 million in share repurchases were completed in fiscal 2018. The \$700 million authorization amount was replenished by the Board of Directors on March 25, 2019 (as replenished, the “\$950 Million Repurchase Program”). In the first quarter of fiscal 2019, we repurchased approximately 2.2 million shares of our common stock under the \$950 Million Repurchase Program at an average price of \$115.36 per share, for an aggregate repurchase amount of approximately \$250.0 million. There were no share repurchases under the \$950 Million Repurchase Plan during the first quarter of fiscal 2020. As of May 2, 2020, there was \$450 million remaining for future share repurchases under this program.

#### **Contractual Obligations**

As of May 2, 2020, there were no material changes to our contractual obligations described within *Management’s Discussion and Analysis of Financial Condition and Results of Operations—Contractual Obligations* in the 2019 Form 10-K.

#### **Off Balance Sheet Arrangements**

We have no material off balance sheet arrangements as of May 2, 2020.

### **Critical Accounting Policies and Estimates**

The preparation of financial statements in accordance with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect amounts reported in our consolidated financial statements and related notes, as well as the related disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. We evaluate our accounting policies, estimates, and judgments on an on-going basis. We base our estimates and judgments on historical experience and various other factors that are believed to be reasonable under the circumstances. Actual results may differ from these estimates under different assumptions and conditions and such differences could be material to the consolidated financial statements.

We evaluate the development and selection of our critical accounting policies and estimates and believe that certain of our significant accounting policies involve a higher degree of judgment or complexity and are most significant to reporting our consolidated results of operations and financial position, and are therefore discussed as critical:

- Merchandise Inventories—Reserves
- Impairment
  - Tradenames, Trademarks and Domain Names
  - Long-Lived Assets
- Lease Accounting
  - Reasonably Certain Lease Term
  - Incremental Borrowing Rate
  - Fair Market Value

There have been no material changes to the other critical accounting policies and estimates listed above from the disclosures included in the 2019 Form 10-K. For further discussion regarding these policies, refer to *Management's Discussion and Analysis of Financial Condition and Results of Operations—Critical Accounting Policies and Estimates* in the 2019 Form 10-K.

### **Recent Accounting Pronouncements**

Refer to Note 2—*Recently Issued Accounting Standards* in our condensed consolidated financial statements for a description of recently proposed accounting standards which may impact our consolidated financial statements in future reporting periods.

### **Item 3. Quantitative and Qualitative Disclosure of Market Risks**

#### ***Interest Rate Risk***

We currently do not engage in any interest rate hedging activity and we have no intention to do so in the foreseeable future.

We are subject to interest rate risk in connection with borrowings under our revolving line of credit under the Credit Agreement which bears interest at variable rates and we may incur additional indebtedness that bears interest at variable rates. As of May 2, 2020, \$10.0 million was outstanding under the revolving line of credit. The Credit Agreement provides for a borrowing amount based on the value of eligible collateral and a formula linked to certain borrowing percentages based on certain categories of collateral. Under the terms of such provisions, the amount under the revolving line of credit borrowing base that could be available pursuant to the Credit Agreement as of May 2, 2020 was \$356.5 million, net of \$13.2 million in outstanding letters of credit. Based on the average interest rate on the revolving line of credit during the three months ended May 2, 2020, and to the extent that borrowings were outstanding on such line of credit, we do not believe that a 10% change in the interest rate would have a material effect on our consolidated results of operations or financial condition. To the extent that we incur additional indebtedness, we may increase our exposure to risk from interest rate fluctuations.

A number of our current debt agreements, including the Credit Agreement, have an interest rate tied to LIBOR, which is expected to be discontinued after 2021. A number of alternatives to LIBOR have been proposed or are being developed, but it is not clear which, if any, will be adopted. Any of these alternative methods may result in interest payments that are higher than expected or that do not otherwise correlate over time with the payments that would have been made on such indebtedness for the interest periods if the applicable LIBOR rate was available in its current form.

As of May 2, 2020, we had \$300 million principal amount of 0.00% convertible senior notes due 2020 outstanding (the “2020 Notes”). As this instrument does not bear interest, we do not have interest rate risk exposure related to this debt.

As of May 2, 2020, we had \$335 million principal amount of 0.00% convertible senior notes due 2023 outstanding (the “2023 Notes”). As this instrument does not bear interest, we do not have interest rate risk exposure related to this debt.

As of May 2, 2020, we had \$350 million principal amount of 0.00% convertible senior notes due 2024 outstanding (the “2024 Notes”). As this instrument does not bear interest, we do not have interest rate risk exposure related to this debt.

#### ***Market Price Sensitive Instruments***

##### *0.00% Convertible Senior Notes due 2020*

In connection with the issuance of the 2020 Notes, we entered into privately-negotiated convertible note hedge transactions with certain counterparties. The convertible note hedge transactions relate to, collectively, 2.5 million shares of our common stock, which represents the number of shares of our common stock underlying the 2020 Notes, subject to anti-dilution adjustments substantially similar to those applicable to the 2020 Notes. These convertible note hedge transactions are expected to reduce the potential earnings dilution with respect to our common stock upon conversion of the 2020 Notes and/or reduce our exposure to potential cash or stock payments that may be required upon conversion of the 2020 Notes.

We also entered into separate warrant transactions with the same group of counterparties initially relating to the number of shares of our common stock underlying the convertible note hedge transactions, subject to customary anti-dilution adjustments. The warrant transactions will have a dilutive effect with respect to our common stock to the extent that the price per share of our common stock exceeds the strike price of the warrants unless we elect, subject to certain conditions, to settle the warrants in cash. The strike price of the warrant transactions is initially \$189.00 per share. Refer to Note 8—*Convertible Senior Notes* in our condensed consolidated financial statements.

##### *0.00% Convertible Senior Notes due 2023*

In connection with the issuance of the 2023 Notes, we entered into privately-negotiated convertible note hedge transactions with certain counterparties. The convertible note hedge transactions relate to, collectively, 1.7 million shares of our common stock, which represents the number of shares of our common stock underlying the 2023 Notes, subject to anti-dilution adjustments substantially similar to those applicable to the 2023 Notes. These convertible note hedge transactions are expected to reduce the potential earnings dilution with respect to our common stock upon conversion of the 2023 Notes and/or reduce our exposure to potential cash or stock payments that may be required upon conversion of the 2023 Notes.

We also entered into separate warrant transactions with the same group of counterparties initially relating to the number of shares of our common stock underlying the convertible note hedge transactions, subject to customary anti-dilution adjustments. The warrant transactions will have a dilutive effect with respect to our common stock to the extent that the price per share of our common stock exceeds the strike price of the warrants unless we elect, subject to certain conditions, to settle the warrants in cash. The strike price of the warrant transactions is initially \$309.84 per share. Refer to Note 8—*Convertible Senior Notes* in our condensed consolidated financial statements.

*0.00% Convertible Senior Notes due 2024*

In connection with the issuance of the 2024 Notes, we entered into privately-negotiated convertible note hedge transactions with certain counterparties. The convertible note hedge transactions relate to, collectively, 1.7 million shares of our common stock, which represents the number of shares of our common stock underlying the 2024 Notes, subject to anti-dilution adjustments substantially similar to those applicable to the 2024 Notes. These convertible note hedge transactions are expected to reduce the potential earnings dilution with respect to our common stock upon conversion of the 2024 Notes and/or reduce our exposure to potential cash or stock payments that may be required upon conversion of the 2024 Notes.

We also entered into separate warrant transactions with the same group of counterparties initially relating to the number of shares of our common stock underlying the convertible note hedge transactions, subject to customary anti-dilution adjustments. The warrant transactions will have a dilutive effect with respect to our common stock to the extent that the price per share of our common stock exceeds the strike price of the warrants unless we elect, subject to certain conditions, to settle the warrants in cash. The strike price of the warrant transactions is initially \$338.24 per share. Refer to Note 8—*Convertible Senior Notes* in our condensed consolidated financial statements.

***Impact of Inflation***

Our results of operations and financial condition are presented based on historical cost. While it is difficult to accurately measure the impact of inflation due to the imprecise nature of the estimates required, we believe the effects of inflation, if any, on our consolidated results of operations and financial condition have been immaterial.

**Item 4. Controls and Procedures**

***Evaluation of Disclosure Controls and Procedures***

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended) as of the end of the period covered by this quarterly report. Based on that evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that as of the end of the period covered by this report our disclosure controls and procedures were effective to provide reasonable assurance that information required to be disclosed by us in reports that we file or submit under the Securities Exchange Act of 1934, as amended, is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and include controls and procedures designed to ensure that the information required to be disclosed by us in such reports is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosures.

***Changes in Internal Control Over Financial Reporting***

There were no changes in our internal control over financial reporting that occurred during our most recent fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

## PART II

### Item 1. Legal Proceedings

From time to time, we and/or our management are involved in litigation, claims and other proceedings relating to the conduct of our business, including purported class action litigation, as well as securities class action litigation. Such legal proceedings may include claims related to our employment practices, wage and hour claims, claims of intellectual property infringement, including with respect to trademarks and trade dress, claims asserting unfair competition and unfair business practices, claims with respect to our collection and sale of reproduction products, and consumer class action claims relating to our consumer practices including the collection of zip code or other information from customers. In addition, from time to time, we are subject to product liability and personal injury claims for the products that we sell and the stores we operate. Subject to certain exceptions, our purchase orders generally require the vendor to indemnify us against any product liability claims; however, if the vendor does not have insurance or becomes insolvent, we may not be indemnified. In addition, we could face a wide variety of employee claims against us, including general discrimination, privacy, labor and employment, ERISA and disability claims. Any claims could result in litigation against us and could also result in regulatory proceedings being brought against us by various federal and state agencies that regulate our business, including the U.S. Equal Employment Opportunity Commission. Often these cases raise complex factual and legal issues, which are subject to risks and uncertainties and which could require significant management time. Litigation and other claims and regulatory proceedings against us could result in unexpected expenses and liability and could also materially adversely affect our operations and our reputation.

For additional information regarding certain pending securities litigation, refer to Note 15—*Commitments and Contingencies* in our condensed consolidated financial statements within Part I of this Quarterly Report on Form 10-Q.

### Item 1A. Risk Factors

We operate in a rapidly changing environment that involves a number of risks that could materially and adversely affect our business, financial condition, prospects, operating results or cash flows. For a detailed discussion of certain risks that affect our business, refer to the sections entitled “Risk Factors” in our Annual Report on Form 10-K for the fiscal year ended February 1, 2020 (“2019 Form 10-K”).

The risks described herein and those described in our 2019 Form 10-K are not the only risks we face. We describe in *Management’s Discussion and Analysis of Financial Condition and Results of Operations* in Part I of this quarterly report certain known trends and uncertainties that affect our business. Additional risks and uncertainties that we are unaware of, or that we currently believe are not material, may also become important factors that adversely affect our business, operating results and financial condition. We have identified additional material changes to our risk factors set forth below.

#### Risks Related to Our Business

*The COVID-19 pandemic poses significant and widespread risks to our business as well as to the business environment and the markets in which we operate.*

The global outbreak of the coronavirus (COVID-19) and resulting health crisis had an immediate and widespread impact on our customers, our business environment, the economic climate in the U.S. and globally, and financial and consumer markets. The initial wave of the COVID-19 outbreak caused disruption to our business operations, as we temporarily closed all of our retail locations on March 17, 2020 in response to the public health crisis.

Although we have continued to serve our customers and operate our business through the initial phase of retail closures in the U.S. and Canada and are in the process of reopening our retail locations, there can be no assurance that future events including additional waves of COVID-19 outbreaks, evolving federal, state and local restrictions, standards and safety regulations, regulatory or operational restrictions in response to COVID-19 risks, or other similar issues, will not have a significant impact on the way we manage our business in the future. Changes in consumer behavior and health concerns may continue to impact consumer demand for our products and customer traffic at our Galleries,

restaurants and outlets and may make it more difficult to staff our business operations. In addition, our near term decisions regarding the sources and uses of capital in our business will reflect and adapt to changes in market conditions and changes in our business operations related to COVID-19 and its impact on business conditions. The global scale and scope of COVID-19 is unknown and the duration of the business disruption is uncertain. The extent to which the COVID-19 pandemic impacts our business will depend on future developments that are highly uncertain, including emerging information concerning the severity of COVID-19 and the actions taken by governments and private businesses to attempt to contain COVID-19.

We may face operational restrictions with respect to some or all of our physical locations for prolonged periods of time due to, among other factors, evolving federal, state and local restrictions, standards and safety regulations including recommendations related to “social distancing.” Public health officials and other governmental authorities have adopted numerous mitigation measures to address the spread of the virus, and in particular to discourage people from congregating in public, commercial or private spaces. Federal, state and local authorities in the U.S. and Canada have implemented a number of different directives that may require changes in our business practices. The scope and duration of these directives is evolving and not entirely clear. In response to future COVID-19 outbreaks or other concerns, states and municipalities in the U.S. where we operate may implement or reinstate temporary closure requirements with respect to non-essential business operations and the duration of these requirements is unknown. Governmental restrictions applicable to our restaurants have different terms and conditions than those that apply to our Galleries. Many of our Galleries are located in malls or otherwise located in proximity to a number of other retail stores. Mall operators and other retailers have imposed, and may continue to impose, additional health and safety practices and procedures and may in the future elect to temporarily cease operations in response to renewed or localized outbreaks.

In addition, new regulation or requirements that governmental authorities may impose with respect to the compensation of our employees or the manner or location in which our employees may work could also have an adverse effect on our business. Substantially all of our management personnel, including those in our corporate office in Corte Madera, CA, have been subject to shelter-in-place requirements which have resulted in most of our management team being required to work remotely. These working arrangements as well as other related restrictions including severe limitations on travel may have an impact on our operations and management effectiveness. Although we have technology and other resources to support these new work requirements, there can be no assurance that we will not suffer material risks to our business, operations, productivity and results of operations as a result of these restrictions. If a significant percentage of our workforce is unable to work, including because of illness or travel or government restrictions in connection with COVID-19, our operations may be negatively impacted, potentially materially adversely affecting our business, liquidity, financial condition or results of operations.

The COVID-19 outbreak may continue to have an adverse impact on elements of our supply chain including the manufacture, supply, distribution, transportation and delivery of our products. There have been substantial disruptions that have already occurred with respect to the global supply chain as a result of the COVID-19 health crisis. Our business depends on the successful operation of a global supply chain. Based on total dollar volume of purchases for fiscal 2019, approximately 70% of our products were sourced from Asia (including a substantial portion from China), 16% from the United States and the remainder from other countries and regions. Although China was at the center of the initial outbreak of the COVID-19, the health crisis has spread to numerous other countries throughout the world. The presence of the virus and the response to the health crisis in various countries is likely to have a continuing impact on our supply chain, for example by affecting the speed at which the factories that manufacture our products are able to resume normal operations and production levels, and the extent that the health crisis may abate in particular countries such as China is uncertain.

Given the pace at which business conditions are evolving in response to the COVID-19 health crisis, we may further adjust our investments in various business initiatives including our capital expenditures over the course of fiscal 2020. If we are not able to access capital at the time and on terms that our business requires, we may encounter difficulty funding our business requirements including debt repayments when due. We may not be able to access liquidity or the terms and conditions of available credit may be substantially more expensive than previously expected due to changes in financial conditions and credit markets. We may require waivers or amendments to our existing credit facilities and these requirements may trigger pricing increases from lenders for available credit. If we are not able to access credit to fund our business requirements for liquidity, or the cost of available credit increases, we may need to curtail our business operations including various business initiatives that require capital investment. We have recently commenced an effort to expand our business internationally by establishing a new retail presence in global markets including Europe and the

United Kingdom. In addition, we are in the process of developing a number of new Gallery locations in the U.S. In addition, our RH Guesthouse initiative may be negatively impacted by the disease outbreak as federal, state and local governments have restricted travel, conferences, events and gatherings. Reductions in our liquidity position and the need to use capital for other day to day requirements of our business may affect a number of our business initiatives and long-term investments and as a result we may be required to curtail and/or postpone business investments including those related to international expansion, the pace of opening new Galleries in the U.S. as well as other initiatives that require capital investment.

Our business also depends on a number of third parties including vendors, landlords, lenders and other suppliers. One or more of these third parties may experience financial distress, staffing shortages or liquidity challenges, file for bankruptcy protection, go out of business, or suffer disruptions in their business due to the COVID-19 outbreak. The health crisis, resulting deterioration in financial markets and overall economic conditions could have a material adverse effect on the financial condition of third parties that are essential to our business operations and we may incur losses and other negative impacts for difficulties experienced by our vendors and other third parties.

The magnitude and duration of the negative impact to general economic and market conditions from the COVID-19 pandemic cannot be predicted with certainty, and there can be no assurance that the pace of economic activity in the wake of the first wave of COVID-19 will not have a negative impact on our business. The COVID-19 pandemic and mitigation measures have had an adverse impact on global economic conditions as well as the business climate in our primary consumer markets in the U.S. and Canada. Our business also depends to some extent on conditions in financial markets. We have determined that our customer purchasing patterns are influenced by economic factors including the health of the stock market. We have seen that previous downturns in the stock market have been correlated with a reduction in consumer demands for our products. The precise impact on our business from the disruption of financial markets and the weakening of overall economic conditions cannot be predicted with certainty. Uncertainties regarding the economic impact of COVID-19 have resulted in, and are likely to continue to result in, sustained impact on the economy. Our business is particularly sensitive to reductions in discretionary consumer spending, which may be adversely impacted by a recession or fears of a recession, volatility and declines in the stock market and increasingly pessimistic consumer sentiment due to perceived or actual economic and/or health risks.

*Our operations and those of third parties on whom we depend are subject to risks of natural or man-made disasters, acts of war, civil unrest, terrorism or widespread illness, any one of which could result in a business stoppage and negatively affect our results of operations.*

Our business operations depend on our ability to maintain and protect our facilities, computer systems and personnel. Our operations and consumer spending may be affected by natural or man-made disasters or other similar events, including floods, hurricanes, earthquakes, widespread illness, fires, power outages, telecommunications failure, interruption of other utilities, industrial accidents, social or political unrest and riots. In particular, our corporate headquarters is located in Northern California and other parts of our operations are located in Northern and Southern California, each of which is vulnerable to the effects of natural disasters and related matters that could disrupt our operations and adversely affect our results of operations including earthquakes, fires and power outages. Further, there is evidence that extreme weather, extended drought and shifting climate patterns may have affected the frequency and severity of wildfires in California. In addition, we will be subject to the risk of natural and man-made disasters in any of the regions in which we operate as we continue to expand our operations inside the United States and internationally. Many of our third party suppliers and vendors are also located in areas that may be affected by these or similar events. In addition, these kinds of factors including geopolitical, social or political unrest or public safety conditions may affect consumer behavior and spending and therefore could materially and adversely impact our business. Terrorist attacks or other hostilities, or threats thereof, in the United States or in other countries around the world, as well as future events occurring in response to or in connection with them, could result in reduced levels of consumer spending. Any of these occurrences could have a significant impact on our results of operations, revenue and costs.

We have experienced instances in which weather and other natural disasters including power outages related to the risks of wildfires have had an impact on our business. If we encounter difficulties associated with any of our facilities or if any of our facilities were to shut down for any reason, including as a result of a natural disaster, widespread illness, civil unrest, cyberattacks or a prolonged loss of power or telecommunications abilities, we could face shortages of inventory resulting in backorders, significantly higher costs and longer lead times associated with distributing our

products to both our stores and online customers and the inability to process orders in a timely manner or ship goods to our customers. In addition, inability to access key systems at our corporate headquarters and other facilities, including accounting, finance and payroll, for prolonged periods may adversely affect our business and lead to management distraction and an inability to attract and retain qualified personnel. Further, any significant interruption in the operation of our customer service centers could also reduce our ability to receive and process orders and provide products and services to our stores and customers, which could result in lost sales, cancelled sales and a loss of loyalty to our brand. Any of the foregoing could have a material adverse effect on our business, financial condition and results of operations.

## Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

### *Repurchases of Common Stock*

During the three months ended May 2, 2020, we repurchased the following shares of our common stock:

|                                       | Number of<br>Shares <sup>(1)</sup> | Average<br>Purchase<br>Price Per<br>Share | Total Number of<br>Shares Repurchased<br>as Part of Publicly<br>Announced Plans or<br>Programs <sup>(2)</sup> | Approximate Dollar<br>Value of Shares That<br>May Yet Be<br>Purchased Under the<br>Plans or Programs<br><i>(in millions)</i> |
|---------------------------------------|------------------------------------|-------------------------------------------|---------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------|
| February 2, 2020 to February 29, 2020 | —                                  | \$ —                                      | —                                                                                                             | \$ 450                                                                                                                       |
| March 1, 2020 to April 4, 2020        | 1,929                              | \$ 111.59                                 | —                                                                                                             | \$ 450                                                                                                                       |
| April 5, 2020 to May 2, 2020          | 2,070                              | \$ 114.99                                 | —                                                                                                             | \$ 450                                                                                                                       |
| Total                                 | <u>3,999</u>                       |                                           | <u>—</u>                                                                                                      |                                                                                                                              |

- (1) Reflects shares withheld from delivery to satisfy exercise price and tax withholding obligations of employee recipients that occur upon the vesting of restricted stock units granted under our 2012 Stock Incentive Plan.
- (2) Reflects shares repurchased as part of the \$950 Million Repurchase Program authorized by the Board of Directors on October 10, 2018 and replenished on March 25, 2019.

## Item 3. Defaults Upon Senior Securities

Not applicable.

## Item 4. Mine Safety Disclosures

Not applicable.

## Item 5. Other Information

On April 6, 2020, RH announced organizational changes and expense reductions in response to the business conditions resulting from the novel coronavirus (“COVID-19”) pandemic. These measures included (i) the temporary furlough of approximately 2,300 team members for an indeterminate period of time, (ii) the termination of approximately 440 additional jobs, and (iii) salary reductions for the substantial majority of management positions across the Company. During the three months ended May 2, 2020, RH incurred \$4.1 million related to severance costs and related payroll taxes associated with the termination of associates and a reorganization undertaken in response to the impact of retail closures on our business.



**Item 6. Exhibits**

| Exhibit Number | Exhibit Description                                                                                                                                                                    | Form | Incorporated by Reference |                      | Exhibit Number | Filed Herewith |
|----------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------|---------------------------|----------------------|----------------|----------------|
|                |                                                                                                                                                                                        |      | File Number               | Date of First Filing |                |                |
| 31.1           | <a href="#">Certification of Chief Executive Officer pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934, as amended.</a>                                                | —    | —                         | —                    | —              | X              |
| 31.2           | <a href="#">Certification of Chief Financial Officer pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934, as amended.</a>                                                | —    | —                         | —                    | —              | X              |
| 32.1           | <a href="#">Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</a>                     | —    | —                         | —                    | —              | X              |
| 32.2           | <a href="#">Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</a>                     | —    | —                         | —                    | —              | X              |
| 101.INS        | XBRL Instance Document—the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.                          | —    | —                         | —                    | —              | X              |
| 101.SCH        | Inline XBRL Taxonomy Extension Schema Document                                                                                                                                         | —    | —                         | —                    | —              | X              |
| 101.CAL        | Inline XBRL Taxonomy Extension Calculation Linkbase Document                                                                                                                           | —    | —                         | —                    | —              | X              |
| 101.DEF        | Inline XBRL Taxonomy Extension Definition Linkbase Document                                                                                                                            | —    | —                         | —                    | —              | X              |
| 101.LAB        | Inline XBRL Taxonomy Extension Label Linkbase Document                                                                                                                                 | —    | —                         | —                    | —              | X              |
| 101.PRE        | Inline XBRL Taxonomy Extension Presentation Linkbase Document                                                                                                                          | —    | —                         | —                    | —              | X              |
| 104            | Cover Page Interactive Data File—the cover page interactive data file does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document. | —    | —                         | —                    | —              | X              |

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

RH

Date: June 5, 2020

By: /s/ Gary Friedman  
**Gary Friedman**  
**Chairman and Chief Executive Officer**  
*(Principal Executive Officer)*

Date: June 5, 2020

By: /s/ Jack Preston  
**Jack Preston**  
**Chief Financial Officer**  
*(Principal Financial Officer)*

Date: June 5, 2020

By: /s/ Glenda Citragno  
**Glenda Citragno**  
**SVP, Chief Accounting Officer**  
*(Principal Accounting Officer)*

**CERTIFICATION OF PERIODIC REPORT UNDER SECTION 302 OF  
THE SARBANES-OXLEY ACT OF 2002**

I, Gary Friedman, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of RH;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: June 5, 2020

/s/ Gary Friedman

Gary Friedman  
Chairman and Chief Executive Officer

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**CERTIFICATION OF PERIODIC REPORT UNDER SECTION 302 OF  
THE SARBANES-OXLEY ACT OF 2002**

I, Jack Preston, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of RH;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: June 5, 2020

/s/ Jack Preston

Jack Preston

Chief Financial Officer

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**CERTIFICATION OF CHIEF EXECUTIVE OFFICER  
PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

I, Gary Friedman, Chairman and Chief Executive Officer of RH (the "Company"), do hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge:

- the Quarterly Report of the Company on Form 10-Q for the fiscal quarter ended May 2, 2020 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- the information contained in such Quarterly Report on Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of the Company for the periods presented therein.

Date: June 5, 2020

By: /s/ Gary Friedman  
Name: Gary Friedman  
Title: Chairman and Chief Executive Officer

This certification accompanies this Quarterly Report on Form 10-Q pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and shall not be deemed filed by the Company for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Such certification will not be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, except to the extent that the Company specifically incorporates it by reference.

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**CERTIFICATION OF CHIEF FINANCIAL OFFICER  
PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

I, Jack Preston, Chief Financial Officer of RH (the "Company"), do hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge:

- the Quarterly Report of the Company on Form 10-Q for the fiscal quarter ended May 2, 2020 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- the information contained in such Quarterly Report on Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of the Company for the periods presented therein.

Date: June 5, 2020

By: /s/ Jack Preston  
Name: Jack Preston  
Title: Chief Financial Officer

This certification accompanies this Quarterly Report on Form 10-Q pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and shall not be deemed filed by the Company for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Such certification will not be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, except to the extent that the Company specifically incorporates it by reference.

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