

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 10-K

(Mark One)

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

For the fiscal year ended January 28, 2017

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

RH

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)
15 Koch Road, Suite K
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 class)

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

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

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 and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted 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 and post such files). Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

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 July 29, 2016, the last business day of the registrant's most recently completed second quarter, the approximate market value of the registrant's common stock held by non-affiliates was \$850,170,955. Solely for purposes of this disclosure, shares of common stock held by executive officers and directors of the registrant as of such date have been excluded because such persons may be deemed to be affiliates.

As of March 24, 2017, 35,902,419 shares of registrant's common stock were outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant's Proxy Statement for its 2017 Annual Meeting of Stockholders are incorporated by reference in Part III of this Annual Report on Form 10-K where indicated. Such proxy statement will be filed with the Securities and Exchange Commission within 120 days of the registrant's fiscal year ended January 28, 2017.

RH
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SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS AND MARKET DATA

This annual 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,” “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. Important factors that could cause actual results to differ materially from our expectations, or cautionary statements, are disclosed in *Item 1A—Risk Factors*, *Item 7—Management’s Discussion and Analysis of Financial Condition and Results of Operations*, and elsewhere in this annual report. 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 annual 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 annual report are made only as of the date hereof. We undertake no obligation to publicly update or revise any forward-looking statement as a result of new information, future events or otherwise, except as otherwise required by law.

PART I

Item 1. Business

Overview

RH (the “Company”) is 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, tableware, 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.

The Company was formed as a Delaware corporation on August 18, 2011. On November 7, 2012, the Company completed an initial public offering. On December 15, 2016, Restoration Hardware Holdings, Inc. filed a Certificate of Amendment to its Amended and Restated Certificate of Incorporation with the Secretary of State of the State of Delaware to change its name to “RH,” effective January 1, 2017.

On May 27, 2016, we acquired a controlling interest in Design Investors WW Acquisition Company, LLC, which owns the business operating under the name “Waterworks,” for consideration consisting of approximately \$119.9 million, consisting of \$118.4 million funded with available cash and \$1.5 million representing the fair value of rollover units, which amount is subject to adjustment for changes in working capital and other items. After the transaction, and giving effect to equity interests acquired by management in the business, we own in excess of 90% of the total equity interests in Waterworks.

Our business is fully integrated across our multiple channels of distribution, consisting of our stores, Source Books, and websites. As of January 28, 2017, we operated a total of 85 retail Galleries, consisting of 50 legacy Galleries, 6 larger format Design Galleries, 8 next generation Design Galleries, 1 RH Modern Gallery and 5 RH Baby & Child Galleries throughout the United States and Canada, and 15 Waterworks showrooms in the United States and in the U.K. In addition, as of January 28, 2017, we operated 28 outlet stores throughout the United States and Canada.

Products and Product Development

We have positioned RH as a lifestyle brand and design authority by offering dominant merchandise assortments. We are merchants of luxury home furnishings and our luxury products embody our design aesthetic and reflect inspiration from across the centuries and around the globe.

We have developed a proprietary product development platform that is fully integrated from ideation to presentation. Key aspects of our product development platform are:

- *Organization*—We have established a collaborative, cross-functional organization centered on product leadership and coordinated across our product development, sourcing, merchandising, inventory and creative teams. Our product teams are focused on maximizing the sales potential of each product category across all channels, which eliminates channel conflicts and functional redundancies.
- *Process*—For many of our products, we work closely with our network of artisan partners who possess specialized product development and manufacturing capabilities and who we consider an extension of our product development team. We collaborate with our global network of specialty vendors and manufacturers to produce artisanal pieces on a large scale with a high level of quality and value, including both distinctive original designs and reinterpretations of antiques.
- *Facility*—We have built the *RH Center of Innovation and Product Leadership*, a facility which supports the entire product development process from product ideation to presentation for all channels.

As a result of our proprietary organization, process and facility, our typical product lead times are 3 – 9 months, which enhances our ability to introduce more new products with each collection. In addition, our product development platform, sourcing capabilities and significant scale enable us to reduce our product costs.

Sales Channels

We distribute our products through a fully integrated sales platform comprised of our stores, catalogs and websites. We believe the level of integration among all of our channels and our approach to the market distinguishes us from most other retailers. For fiscal 2016, sales of products originating in our stores represented 55% of our net revenues, while sales from our direct business represented 45% of our net revenues. We believe our channels complement each other and our customers’ buying decisions are influenced by their

experiences across more than one of our sales channels. We encourage our customers to shop across our channels and have aligned our business and internal organization to be channel agnostic. Our integrated distribution and product delivery network serves all of our channels. We believe the key advantage of our multiple sales channels is our ability to leverage the unique attributes of each channel in our approach to the market.

Stores

Retail Galleries

Our retail Galleries are located primarily in upscale malls and street locations, as well as in iconic locations. We believe situating our Galleries in desirable locations with high visibility is critical to the success of our business, and we identify Gallery locations based on several store specific aspects including geographic location, demographics, and proximity to other high-end specialty retail stores. We pursue a market-based sales strategy, whereby we assess each market's overall sales potential and how best to approach the market across all of our channels. We customize square footage and catalog circulation to maximize each market's sales potential and increase our return on invested capital.

Our retail Galleries reinforce our luxury brand aesthetic and are highly differentiated from other home furnishings retailers. We have revolutionized the customer experience by showcasing products in a sophisticated lifestyle setting that we believe is on par with world-class interior designers, consistent with the imagery and product presentation featured in our catalogs and on our websites. Products in our Galleries are presented in fully appointed rooms, emphasizing collections over individual pieces. This presentation encourages a higher average order value as customers are inspired to consider purchasing a full collection of products to replicate the design aesthetic experienced in our Galleries. In addition, because less than 10% of our merchandise assortment is displayed in our legacy Galleries, our store associates use iPads and other devices to allow customers to shop our entire merchandise assortment while in the Gallery.

We currently operate the following distinct store types, as of January 28, 2017:

- 1) Next generation Design Galleries; which include our Galleries in Atlanta, Chicago, Denver, Tampa, Leawood, Austin, Las Vegas and Seattle, which average approximately 41,000 leased selling square feet;
- 2) Larger format Design Galleries; which include our Galleries in Houston, Scottsdale, Boston, Indianapolis, Greenwich, and Los Angeles, which average approximately 19,000 leased selling square feet;
- 3) Legacy Galleries, which average approximately 8,000 leased selling square feet;
- 4) Waterworks Showrooms, which average approximately 4,000 leased selling square feet
- 5) The RH Modern Gallery, which is located in Los Angeles and is approximately 13,000 leased selling square feet; and
- 6) RH Baby & Child Galleries, which average approximately 4,000 leased selling square feet.

We continue to evaluate potential opportunities for stand-alone RH Baby & Child, RH Teen and RH Modern Galleries in key markets.

In fiscal 2016, we opened four next generation Design Galleries:

- 1) RH Leawood, The Gallery at Town Center Plaza;
- 2) RH Austin, The Gallery at the Domain;
- 3) RH Las Vegas, The Gallery at Tivoli Village; and
- 4) RH Seattle, The Gallery at University Village.

In each of these markets the Company closed a legacy Gallery simultaneously with the opening of the new next generation Design Gallery, other than Las Vegas which was a new market for RH.

In fiscal 2015, RH unveiled its initial foray into hospitality at RH Chicago, The Gallery at the Three Arts Club. This first of its kind retail concept provides a seamlessly integrated culinary offering, including the 3Arts Club Caf , the 3Arts Club Wine Vault & Tasting Room, and the 3Arts Club Panty & Espresso Bar. Building on the success in Chicago, RH plans to introduce an integrated hospitality experience in our Galleries in select markets beginning in 2017.

Retail Gallery Metrics (1)

	Twelve Months Ended			
	January 28, 2017		January 30, 2016	
	Store Count	Total Leased Selling Square Footage(2) (in thousands)	Store Count	Total Leased Selling Square Footage(2) (in thousands)
Beginning of period	69	725	67	607
Waterworks Showrooms acquired	15	51.0	—	—
Retail Galleries opened:				
Leawood next generation Design Gallery	1	33.5	—	—
Waterworks San Francisco Showroom	1	5.8	—	—
Austin next generation Design Gallery	1	39.6	—	—
Las Vegas next generation Design Gallery	1	47.6	—	—
Seattle next generation Design Gallery	1	35.7	—	—
Pittsburgh Gallery	1	6.0	—	—
Tampa temporary Gallery	—	—	1	4.3
Baby & Child West Palm Beach Gallery	—	—	1	2.5
Baby & Child Greenwich Gallery	—	—	1	4.2
Chicago next generation Design Gallery	—	—	1	44.8
Denver next generation Design Gallery	—	—	1	46.4
Los Angeles RH Modern Gallery	—	—	1	12.8
Tampa next generation Design Gallery	—	—	1	36.1
San Diego temporary Gallery	—	—	1	5.7
Retail Galleries closed:				
Kansas City legacy Gallery	(1)	(9.9)	—	—
Waterworks San Francisco (Kansas Street) Showroom	(1)	(2.0)	—	—
Austin legacy Gallery	(1)	(6.2)	—	—
Seattle legacy Gallery	(1)	(8.1)	—	—
Pittsburgh legacy Gallery	(1)	(5.7)	—	—
Tampa legacy Gallery	—	—	(1)	(6.1)
Chicago (Deer Park) legacy Gallery	—	—	(1)	(6.1)
Chicago (Lincoln Park) legacy Gallery	—	—	(1)	(8.4)
Denver legacy Gallery	—	—	(1)	(7.5)
Tampa temporary Gallery	—	—	(1)	(4.3)
San Diego legacy Gallery	—	—	(1)	(6.8)
End of period	85	912	69	725
Total leased square footage at end of period (3)		1,242		1,011
Weighted-average leased square footage (4)		1,108		904
Weighted-average leased selling square footage (4)		802		641
Retail sales per leased selling square foot (5)		\$ 1,271		\$ 1,463

- (1) Retail data has been calculated based upon retail stores, which includes our RH Baby & Child and RH Modern Galleries, and excludes outlet stores.
- (2) Leased selling square footage is retail space at our stores used to sell our products. Leased selling square footage excludes backrooms at retail stores used for storage, office space or similar purpose, as well as exterior sales space located outside a store, such as courtyards, gardens and rooftops. Leased selling square footage for fiscal 2016 and fiscal 2015 includes approximately 13,000 square feet related to two owned store locations.
- (3) Total leased square footage for fiscal 2016 and fiscal 2015 includes approximately 24,000 square feet related to two owned store locations.
- (4) Weighted-average leased selling and total square footage is 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.
- (5) Retail sales per leased selling square foot is calculated by dividing total net revenues for all retail stores, comparable and non-comparable, by the weighted-average leased selling square footage for the period.

As of January 28, 2017, we operated a total of 85 retail Galleries, consisting of 50 legacy Galleries, 6 larger format Design Galleries, 8 next generation Design Galleries, 1 RH Modern Gallery and 5 RH Baby & Child Galleries throughout the United States and Canada, and 15 Waterworks showrooms in the United States and in the U.K. The following list shows the number of retail Galleries in each U.S. state, each Canadian province and in the U.K. where we operate as of January 28, 2017:

Location	Store	Location	Store	Location	Store
Alabama	1	Massachusetts	2	Tennessee	1
Arizona	2	Michigan	1	Texas	7
California	19	Minnesota	1	Utah	1
Colorado	2	Missouri	1	Virginia	2
Connecticut	4	Nevada	1	Washington	1
Florida	6	New Jersey	2	District of Columbia	2
Georgia	2	New York	5	Alberta	2
Illinois	3	North Carolina	2	British Columbia	1
Indiana	1	Ohio	3	Ontario	2
Kansas	1	Oklahoma	1	London	1
Louisiana	1	Oregon	1		
Maryland	1	Pennsylvania	2	Total	85

We continually analyze opportunities to selectively consolidate stores in connection with openings of our next generation Design Galleries or close stores that have been under-performing or are no longer consistent with our brand positioning. In many cases, we continue to operate a store until its lease has expired in order to effect the closure in a cost-efficient manner.

Outlet Stores

As of January 28, 2017, we operated 28 outlet stores in 20 states in the United States and Canada. Of the 12 outlets opened in fiscal 2016, seven have short-term lease agreements with terms of 24 months or less. Our outlet stores are branded as Restoration Hardware Outlet or RH Outlet and are typically located in large outlet malls. Our outlet stores serve as an efficient means to sell second quality, discontinued and overstock inventory outside of our core sales channels. In addition, we periodically hold warehouse sales to liquidate inventory. These net revenues are included in our outlet channel.

E-Commerce

Our primary websites, www.rh.com, www.restorationhardware.com, www.rhbabyandchild.com, www.rhteen.com and www.rhmodern.com, provide our customers with the ability to purchase our merchandise online. On May 27, 2016, we acquired a controlling interest in Waterworks, which sells products online through www.waterworks.com.

Our e-commerce platform allows our customers to experience the RH lifestyle reflected in our catalogs and throughout our stores, and to shop substantially all of our current product assortment. We update our websites regularly to reflect new products, product availability and occasionally special offers.

The RH websites also offer room-based navigation, which allows the customer to envision and shop items by room or by product, expanding on the richness of the online experience. For example, customers can search our websites for products by size or color, browse through our extensive product categories and see detailed information about each item and collection, such as dimensions, materials and care instructions. Additionally, customers can select color swatches and view merchandise displayed with different color and fabric options.

Source Books

We produce a series of catalogs, which we refer to as Source Books, to showcase our merchandise assortment. In fiscal 2016, these included our Interiors, Outdoor, RH Modern, RH TEEN, RH Baby & Child, Rugs, Lighting and Holiday Source Books. Our Source Books are one of our primary branding and advertising vehicles. We have found that merchandise assortments displayed in our Source Books contribute to increased sales of those products across all of our channels. As in our retail stores, our Source Books present our merchandise in lifestyle settings that reflect our unique design aesthetic. Our Source Books also feature profiles of select artisan vendors and other compelling editorial content regarding home décor. All creative work on our Source Books is coordinated in-house in our *RH Center of Innovation & Product Leadership*, providing us greater control over the brand image presented to our customers, while also reducing our Source Book production costs.

Our Source Book mailings serve as a key driver of sales through both our websites and retail stores. Our customers respond to the Source Books across all of our channels, with sales trends closely correlating to the assortments that we emphasize and feature prominently both in our Source Books and in our stores. We continue to evaluate and optimize our Source Book strategy based on our experience.

We maintain a database of customer information, which includes sales patterns, detailed purchasing information, certain demographic information, geographic locations and mailing and email addresses. We mail our Source Books to addresses within this database and to addresses provided to us by third parties. The database supports our ability to analyze our customers' buying behaviors across sales channels and facilitates the development of targeted marketing strategies, and is maintained in accordance with our privacy policy disclosed on our website. We segment our customer files based on multiple variables, and we tailor our Source Book mailings and emails in response to the purchasing patterns and product needs of our customers. We focus on continually improving the segmentation of customer files and the expansion of our customer database.

Our Source Books, in concert with our e-commerce channel, are a cost-effective means of testing new products, and allow us to launch categories in a disciplined, expeditious and cost-effective manner.

Trade and Contract

In addition to our core channels, we continue to expand into professional services channels, including Trade and Contract. In the Trade channel, we work directly with independent interior designers purchasing for their businesses. Separately, we sell directly to customers who make purchases with the assistance of their own interior designers or decorators, which we refer to as "designer-assisted sales." Our Contract business services hospitality, real estate development and other business clients. These channels offer additional avenues for reaching new customers, including both businesses and individuals.

Phone Orders

In addition to making purchases in our stores or online, customers, including those from our Trade and Contract businesses, can place orders over the phone by calling our customer service associates. In fiscal 2016, phone orders represented approximately 11% of net revenues.

Marketing and Advertising

We employ a variety of marketing and advertising vehicles to drive customer traffic across all our channels, strengthen and reinforce our brand image and acquire new customers. These include targeted Source Book circulation, promotional mailings, email communications, online and print advertisements, and public relations activities and events. We maintain a database of customers, which includes sales patterns, detailed purchasing information, certain demographic information, geographic locations and mailing and email addresses. We use our customer database to tailor our programs and increase productivity of our marketing and promotion initiatives. We leverage our marketing and advertising expenses across all our channels as we seek to optimize the efficiency of our investment.

Our stores and our Source Books are the primary branding and advertising vehicles for the RH brands. The highly-differentiated design aesthetic and shopping environment of our stores drive customer traffic not only to our stores but also to our direct channels. Our Source Books and targeted emails further reinforce the RH brand image and drive sales across all of our sales channels. We also engage in a wide range of other marketing, promotional and public relations activities to promote our brands. These campaigns include media coverage in design, lifestyle, culture/society and specialty publications, as well as in-store events related to new store openings and product launches. We also engage print advertising in brand-relevant publications such as *Architectural Digest*, *Elle Décor*, *Veranda*, *Town and Country*, *DuJour* and others, and deliver marketing messages to customers via online advertising. We believe that these efforts will drive increased brand awareness, leading to higher sales in our stores and our direct business over time.

In March 2016, we introduced the RH Members Program, an exclusive new membership 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 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. We have introduced the RH Members Program as an alternative to prior practices involving numerous event-driven promotions, which has changed the promotional cadence of our business from historical norms. Our business has evolved from a *product* based business to a *project* based business. The RH Members Program allows our customers to shop for what they want, when they want, and receive the greatest value. We believe that our shift from a promotional event model to a membership model has enhanced the customer experience, rendered our brand more valuable, improved operational execution and reduced costs.

Sourcing

We primarily contract with third-party vendors for the manufacture of our merchandise. Our sourcing strategy focuses on identifying and using vendors that can provide the quality materials and fine craftsmanship that our customers expect of our brand. To ensure that our high standards of quality and timely delivery of merchandise are met, we work closely with vendors and manufacturers. Our products are generally made from readily available raw materials. We seek to ensure the consistent quality of our manufacturers' products by selectively inspecting pre-production samples, conducting periodic site visits to certain of our vendors' production facilities and selectively inspecting inbound shipments at our distribution facilities. In fiscal 2016, we sourced approximately 75% of our purchase dollar volume from approximately 28 vendors. In fiscal 2016, one vendor accounted for approximately 13% of our purchase dollar volume. Based on total dollar volume of purchases for fiscal 2016, approximately 78% of our products were sourced in Asia, the majority of which originated from China, 12% from the United States and the remainder from other regions.

RH is committed to offering safe, legal, high quality products, made consistently with our values. RH has a Compliance and Social Responsibility team dedicated to ensuring we keep these commitments through product testing, audits and other verification methods. Product testing is a core process for our organization. RH Baby & Child has received GREENGUARD Gold Certification of nursery furniture, which demonstrates that these products are low-emitting, thus contributing to better indoor air quality. GREENGUARD Gold Certified products aid in the creation of healthier indoor environments, by emitting fewer airborne compounds that can contribute to health issues including asthma and other respiratory conditions. We are in the process of obtaining GREENGUARD Gold Certification for all of our furniture products.

We believe that we generally have strong relationships with our product vendors. We have a limited number of long-term merchandise supply contracts. Although we transact business primarily on an order-by-order basis, we typically work with many of our vendors over extended periods of time, and many vendors are making long-term capacity investments to serve our increasing demands.

Distribution and Delivery

We manage the distribution and delivery of our products through our distribution centers. We have four furniture fulfillment centers and one small parcel fulfillment center servicing RH products, which are located strategically in five markets throughout the United States. We have one fulfillment center in the United States servicing Waterworks products.

We offer a white glove home delivery service for our larger merchandise and furniture categories, where third-party delivery personnel assist our customers by delivering fully assembled items to the location of their choice. We operate portions of our home delivery services in eleven key markets to leverage operating costs and improve our customers' delivery experience, while reducing returns and damage to our products. We plan to continue to in-source these services in additional markets over time.

Through expansions and upgrades to our warehousing, distribution and delivery operations, we have improved our supply chain and fulfillment capabilities, and have built a scalable infrastructure to support our future growth. We believe our enhanced supply chain and fulfillment operations allow us to manage customer orders and distribute merchandise to stores and customers in an efficient and cost-effective manner. We also believe that these upgrades have improved customer satisfaction by reducing delivery times, reducing damage to merchandise, and improving our customer's overall buying experience.

We intend to continue to strengthen our supply chain operations through a number of key initiatives in fiscal 2017 designed to improve our fulfillment and delivery logistics performance and to achieve greater efficiencies in the management of our inventories which includes investing significant time architecting a new fully integrated back-end operating platform, inclusive of the supply chain network, the home delivery experience as well as a new metric driven quality system and company-wide decision data.

Competition

The home furnishings industry is highly competitive. We primarily compete against a large number of independent retailers that provide unique items and custom-designed product offerings at high price points, including antique dealers and home furnishings retailers who market to the interior design community. We also compete with national and regional home furnishings retailers and department stores, as well as with mail order catalogs and online retailers focused on home furnishings.

We believe we compete primarily on the basis of design, quality, value and customer service. We believe our distinct combination of design, quality and value allows us to compete effectively and we believe we differentiate ourselves from competitors based on the strength of our brand, products and our fully integrated multi-channel business model. We compete with the interior design trade and specialty merchants by providing a broader product assortment at an exceptional value based both upon the price and quality of our products. We compete against certain other home furnishings retailers primarily by offering what we believe are superior quality, highly distinctive design styles and a sophisticated lifestyle presentation in our product offering.

We also believe that our success depends in substantial part on our ability to originate and define product trends, as well as to timely anticipate, gauge and react to changing consumer demands. Certain of our competitors are larger and have greater financial,

marketing and other resources than us. However, many smaller specialty retailers may lack the financial resources, infrastructure, scale and national brand identity necessary to compete effectively with us. We believe we are effectively positioned between these two market segments to gain market share and drive growth.

Employees

As of January 28, 2017, we had approximately 5,000 employees, of which approximately 800 were part-time employees. As of that date, approximately 2,400 of our employees were based in our stores. None of our employees are represented by a union, and we have had no labor-related work stoppages. We believe our relations with our employees are good.

Intellectual Property

The “RH”, “Restoration Hardware,” “RH Baby & Child,” “RH Modern,” “RH Teen,” “Waterworks,” and “Waterworks Studio” trademarks, among others, are registered or are the subject of pending trademark applications with the United States Patent and Trademark Office and with the trademark registries of several foreign countries. Each of our trademark registrations is perpetually renewable provided that we use or continue to use the trademarks in commerce in the particular geographic market and for the goods or services covered by the registration. In addition, we own many domain names, including “restorationhardware.com,” “rh.com,” “rhhbabyandchild.com,” “rhmodern.com,” “rhteen.com,” and “waterworks.com” and others that include our trademarks. These domain names are perpetually renewable. We own design patents or pending applications to protect the ornamental appearance of several of our products. These design patents are valid for 14 years from the date of issuance. We own copyrights, including copyright registrations or pending applications, for our website and for several of our Source Books. We believe that our trademarks, design patents, and copyrights have significant value and we will vigorously protect them against infringement.

Fluctuation in Quarterly Results

Our quarterly results have historically varied depending upon a variety of factors, including our product offerings, promotional events, store openings, shifts in the timing of holidays and the timing of Source Book releases, among other things. As a result of these factors, our working capital requirements and demands on our product distribution and delivery network may fluctuate during the year. Unique factors in any given quarter may affect period-to-period comparisons between the quarters being compared, and the results for any quarter are not necessarily indicative of the results that we may achieve for a full fiscal year. In addition, the introduction of the RH Members Program may influence the seasonality of our business, which previously fluctuated based on the timing of our promotional events.

Regulation and Legislation

We are subject to numerous regulations, including labor and employment laws, customs, laws governing truth-in-advertising, consumer protection, privacy, safety, real estate, environmental and zoning and occupancy laws, and other laws and regulations that regulate retailers and govern the promotion and sale of merchandise and the operation of our Galleries, outlets and warehouse facilities, in the United States, Canada and the U.K., as well as in jurisdictions from which we source our products. We believe we are in material compliance with laws applicable to our business.

Where You Can Find More Information

We are required to file annual, quarterly and current reports, proxy statements and other information required by the Securities Exchange Act of 1934, as amended, with the SEC. You may read and copy the reports and other information we file with the SEC at the SEC’s Public Reference Room at 100 F Street, N.E., Room 1580, Washington, D.C. 20549. You may also obtain copies of this information by mail from the public reference section of the SEC, 100 F Street, N.E., Washington, D.C. 20549, at prescribed rates. You may obtain information regarding the operation of the public reference room by calling 1-800-SEC-0330. The SEC also maintains a website that contains reports, proxy statements and other information about issuers, like us, who file electronically with the SEC. The address of that website is <http://www.sec.gov>.

We maintain public internet sites at www.restorationhardware.com and www.rh.com and make available, free of charge, through these sites our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, Proxy Statements and Forms 3, 4 and 5 filed on behalf of directors and executive officers, as well as any amendments to those reports filed or furnished pursuant to the Exchange Act as soon as reasonably practicable after we electronically file such material with, or furnish it to, the SEC. We also put on our websites the charters for our Board of Directors’ Audit Committee, Compensation Committee, and Nominating and Corporate Governance Committee, as well as our Code of Business Conduct, our Corporate Governance Guidelines and Code of Ethics governing our chief executive and senior financial officers and other related materials. The information on our websites is not part of this annual report.

Our Investor Relations Department can be contacted at RH, 15 Koch Road, Suite K, Corte Madera, CA 94925, Attention: Investor Relations; telephone: 415-945-3500; e-mail: investorrelations@rh.com.

Item 1A. Risk Factors

Certain factors may have a material adverse effect on our business, financial condition, and results of operations. You should consider carefully the risks and uncertainties described below, in addition to other information contained in this Annual Report on Form 10-K, including our consolidated financial statements and related notes. If any of the following risks actually occurs, our business, financial condition, results of operations, and future prospects could be materially and adversely affected. In that event, the trading price of our common stock could decline, and you could lose part or all of your investment. The risks and uncertainties described below are not the only ones we face. 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.

Risks Related to Our Business

We have experienced significant fluctuation in the growth rate of our business during the last several years, and high levels of growth may not be achieved in future periods and may not generate a corresponding improvement in our results of operations.

We have experienced significant fluctuation in the growth rate of our business during the last several years. We may continue to experience wide fluctuations in quarter-to-quarter performance, not only because the rate of sales growth in some quarters may be slower than in prior periods but also because we may experience some quarters that have growth rates that are higher than prior periods. We are currently engaged in a number of initiatives to support the growth and transformation of our business, including investments to elevate the customer experience, which includes architecting a new fully integrated back-end operating platform, inclusive of the supply chain network, the home delivery experience as well as a new metric driven quality system and company-wide decision data, the transition from a promotional to a membership model, and a more aggressive approach to rationalizing our SKU count and optimizing inventory including through selling slower moving, discontinued and other inventory through markdowns and our outlet channel. While we anticipate that these initiatives will support the growth of our business, costs and timing issues associated with pursuing these initiatives can negatively affect our gross margins in the short term and may amplify fluctuations in our growth rate from quarter to quarter depending on the timing and extent of our realization of the costs and benefits of such initiatives.

We attribute recent negative impacts on our sales and earnings during fiscal 2016 to several temporal issues, including the costs related to the launch of RH Modern; the timing of recognizing membership revenues related to the transition from a promotional to a membership model; efforts to reduce inventories and rationalize our SKU count; and the decision to push our 2016 Source Book mailing from the Spring to the Fall. We are seeking to address the impact of all of these temporal factors on our business, and while we are optimistic that we can move beyond these temporal issues during fiscal 2017 we can provide no assurances as to the exact degree of any success that we may have with these initiatives. In addition, some of the efforts to address these issues may continue to have an impact on financial results. For example, efforts to sell slower moving, discontinued and other inventory through markdowns and our outlet channel may drive higher sales and lower margins and earnings during some periods during fiscal 2017 as we expect these initiatives to continue during fiscal 2017.

Some factors affecting our business are not within our control including macroeconomic conditions. In prior periods, our results of operations have been adversely affected by weakness in the overall economic environment including during periods of economic recession as well as slowdowns in the housing market. Our business performance is also linked to the overall strength of luxury consumer spending in markets in which we operate. Economic conditions affecting selected markets in which we operate can have an impact on the strength of our business in those local markets. As an example, during recent periods in which the price for oil declined rapidly, we experienced a slowing in our business in some regions where the economy is linked to energy exploration and production including Texas and Canada.

In addition, our rates of revenue growth and comparable brand revenue growth have sharply fluctuated from quarter to quarter over the last three years and we expect volatility in the rates of our growth to continue in future quarterly periods. Unique factors in any given quarter may affect period-to-period comparisons such as promotional events, store openings, shifts in the timing of holidays and the timing of Source Book releases, among other things. The results for any quarter are not necessarily indicative of the results that we may achieve for a full fiscal year. Our results of operations may also vary relative to corresponding periods in prior years. We may take certain pricing, merchandising or marketing actions that could have a disproportionate effect on our business, financial condition and results of operations in a particular quarter or selling season, and as a result we believe that period-to-period comparisons of our results of operations are not necessarily meaningful and cannot be relied upon as indicators of future performance.

Numerous other factors affect period-to-period comparisons in our revenue and comparable brand revenue growth, including:

- the overall economic and general retail sales environment, including the effects of uncertainty or stock market volatility on consumer spending;
- consumer preferences and demand;

- the number, size and location of stores we open, close, remodel or expand in any period;
- changes in Source Book circulation, and the number of pages in our Source Books and timing of mailing;
- our ability to efficiently source and distribute products;
- changes in our product offerings and the introduction and timing of introduction of new products and new product categories;
- promotional events;
- our competitors introducing similar products or merchandise formats;
- the timing of various holidays, including holidays with potentially heavy retail impact; and
- the success of our marketing programs.

Other future developments in our business could also result in material changes in our operating costs, including increased merchandise inventory costs and costs for paper and postage associated with the mailing and shipping of Source Books and products. We cannot assure you that we will succeed in offsetting any such expenses with increased efficiency or that cost increases associated with our business will not have an adverse effect on our financial results.

We are undertaking a large number of business initiatives at the same time, including exploring opportunities to expand into new categories and complementary businesses. If these initiatives are not successful, they may have a negative impact on our results of operations.

We are undertaking a large number of new business initiatives in order to support our future growth. For example, we have developed and continue to refine and enhance our Gallery format, which involves larger store square footage. We also continue to add new product categories and to expand product assortments. For example, in fiscal 2015 we introduced our new RH Modern and RH Teen categories. We are currently contemplating other new product lines and extensions and complementary brand-enhancing businesses, such as the expansion of our product sales to international markets and providing brand-enhancing offerings in hospitality including an integrated food and beverage experience. For example, in fiscal 2015 we unveiled our initial foray into hospitality at RH Chicago, The Gallery at the Three Arts Club, offering the 3Arts Club Café, the 3Arts Club Wine Vault & Tasting Room, and the 3Arts Club Panty & Espresso Bar. We plan to provide integrated food and beverage offerings in several of the new Gallery locations that we anticipate opening in the next several years. If we are not successful in managing the large number of new initiatives that are underway, we might experience an adverse impact on our financial performance and results of operations.

Furthermore, we can provide no assurances that customers will respond favorably to our new product offerings, Galleries or complementary businesses or that we will successfully execute on such business initiatives. Such new business opportunities may not achieve market acceptance or may only achieve market acceptance in limited geographic areas or at certain Design Galleries. In addition, developing and testing new and multiple business opportunities and strategies often requires knowledge in areas of expertise that may be new to our organization and may require significant time of our management and resources. For example, the brand-enhancing offerings in hospitality that we are pursuing represent areas where we have limited or no prior operating or management experience. We can provide no assurances that we will be successful in expanding our operations into any new businesses and product lines.

Any new businesses we enter may also expose us to additional laws, regulations and risks, including the risk that we may incur ongoing operating expenses in such businesses in excess of revenues, which could harm our results of operations and financial condition. The financial profile of any such new businesses may be different than our current financial profile, which could affect our financial performance and the market price for our common stock. For example, new hospitality concepts that we are pursuing could expose us to new risks related to consumer litigation and longer lease terms.

We often have in the past, and may in the future, incur significant costs for any new initiative before we realize any corresponding revenue with respect to such initiative. In addition, we may incur costs as we revise, restructure or discontinue existing product categories or business offerings in favor of pursuing new initiatives or retail concepts. For example, as we continue to open larger format Design Galleries in select major metropolitan markets, we expect to close a number of legacy Galleries and replace them with our next generation Design Gallery format. The introduction of integrated food and beverage offerings at our new Gallery locations often requires significant investments by us before the location is open to customers and able to generate revenues and we anticipate that a number of Galleries to be opened during the next several years will require this form of upfront investment before they generate revenue from the food and beverage offerings. In addition, during the fourth quarter of fiscal 2016, we initiated and executed a plan to integrate the RH Contemporary Art (“RHCA”) product line into the broader RH platform and we no longer operate RHCA as a separate division, and as a result we incurred restructuring related costs. To the extent that these new business opportunities do not generate sufficient revenue to recoup the cost of developing and operating such new concepts, our results of operations could be materially adversely affected.

In addition, we are continuing a number of new initiatives to improve the operations of our business, including elevating the customer experience which includes architecting a new fully integrated back-end operating platform, inclusive of the supply chain network, the home delivery experience as well as a new metric driven quality system and company-wide decision data, transitioning from a promotional to a membership model, rationalizing our SKU count and optimizing inventory which includes selling slower moving, discontinued and other inventory through markdowns and our outlet channel, enhancing and optimizing our product sourcing capabilities, improving our distribution and delivery of products to our customers, including architecting a new fully integrated back-end operating platform, and adding new management information systems. For example, in the early part of fiscal 2016, we introduced the RH Members Program, which provides a range of benefits to our customers in return for payment of an annual membership fee. We have introduced the RH Members Program, an alternative to prior practices involving numerous event-driven promotional programs. The RH Members Program is new to our business and has not been tested prior to its introduction. Given that this concept is new and untested, there can be no certainty as to exactly how our customers may react to this program over time or how the RH Members Programs' rollout will affect our financial results from quarter to quarter.

All of the foregoing risks may be compounded due to various factors including any economic downturn. If we fail to achieve the intended results of our current business initiatives, or if the implementation of these initiatives is delayed or abandoned, diverts management's attention or resources from other aspects of our business or costs more than anticipated, we may experience inadequate return on investment for some or all such business initiatives, which could have a material adverse effect on our results of operations.

We may be unsuccessful in identifying attractive acquisition opportunities or, to the extent that we pursue attractive acquisition opportunities, we may be unsuccessful in realizing the expected benefits of such acquisitions.

As part of exploring growth opportunities, we may acquire from time to time value-creating, add-on businesses that broaden our existing position and market reach. For example, in fiscal 2016, we acquired a controlling interest in Waterworks. However, there can be no assurance that in the future we will be able to find suitable businesses to purchase, that we will be able to acquire such businesses on acceptable terms, or that we will be successful in realizing the benefits of any acquisition we pursue. If we are unsuccessful in our acquisition efforts, then our ability to continue to grow at rates we anticipate could be adversely affected. In addition, we face the risk that an acquired business may not be successful on the RH platform and may underperform relative to expectations. We may be unable to achieve synergies originally anticipated, we may be exposed to unexpected liabilities or we may be unable to sufficiently integrate completed acquisitions into our current business model and platform. The success of any completed acquisition will depend on our ability to effectively manage the business after the acquisition. The process of maintaining the right incentives for management of acquired businesses and integrating the acquired businesses may involve unforeseen difficulties and may require a disproportionate amount of our managerial and financial resources. Our failure to incorporate acquired businesses into our existing operations successfully or to minimize any unforeseen operational difficulties could have a material adverse effect on our financial condition and results of operations. Further, if we fail to allocate our capital appropriately, in respect of either our acquisitions or organic growth in our operations, we could be overexposed in certain markets and geographies and unable to expand into adjacent products or markets.

Changes in consumer spending and factors that influence spending of the specific consumers we target, including the health of the high-end housing market, may significantly impact our revenue and results of operations.

We target consumers of high-end home furnishings as customers for our products. As a result, we believe that our sales are sensitive to a number of factors that influence consumer spending generally, but are particularly affected by the health of the higher end customer and demand levels from that customer demographic. In addition, not all macroeconomic factors are highly correlated in their impact on lower end housing versus the higher end customer. Demand for lower priced homes and first time home buying may be influenced by factors such as employment levels, interest rates, demographics of new household formation and the affordability of homes for the first time home buyer. The higher end of the housing market may be disproportionately influenced by other factors including the number of foreign buyers in higher end real estate markets in the U.S., the number of second and third homes being sold, stock market prices and volatility and the perceived prospect for capital appreciation in higher end real estate. Although employment levels in the U.S. were reasonably strong at the beginning of 2017, there can be no assurance that some of the other macroeconomic factors described above will not adversely affect the higher end consumer that we believe makes up the bulk of our customer demand.

We believe that a number of these factors have in the past had, and may in the future have, an adverse impact on the high-end retail home furnishings sector, and have also affected our business and results. These factors may make it difficult for us to accurately predict our operating and financial results for future periods and some of these factors could contribute to a material adverse effect on our business and results of operations.

If we are unable to maintain and enhance our brand or market our product offerings, we may be unable to attract a sufficient number of customers or sell sufficient quantities of our products.

Our business depends in part on a strong brand image, and we continue to invest in the development of our brand and the marketing of our business. We believe that the brand image we have developed, and the lifestyle image associated with our brand, have contributed significantly to the success of our business to date. We also believe that maintaining and enhancing our brand is integral to the future of our business and to the implementation of our strategies for expanding our business. This will require us to continue to make investments in areas such as marketing and advertising, as well as the day-to-day investments required for store operations, Source Book mailings, website operations and employee training. Our brand image may be diminished if new products, services or other businesses, including our food and beverage operations at the 3 Arts Club Café in the RH Gallery in Chicago, and Ma(i)sonry in Yountville, California, fail to maintain or enhance our distinctive brand image.

Additionally, our reputation could be jeopardized if we fail to maintain high standards for merchandise and service quality. With the growth in importance and the impact of social media over the last few years, any negative publicity from product defects, recalls or failures in service may be magnified and reach a large portion of our customer base in a very short period of time, which could harm the value of our brand and, consequently, our financial performance could suffer. We may also suffer reputational harm if we fail to maintain high ethical, social and environmental standards for all of our operations and activities, if we fail to comply with local laws and regulations or if we experience other negative events that affect our image or reputation. Any failure to maintain a strong brand image could have an adverse effect on our sales and results of operations.

Our failure to successfully manage the strategy and costs of our Source Book mailings or other promotional programs and costs could have a negative impact on our business.

Source Book mailings are an important component of our business. We continue to adjust and refine our Source Book mailing strategy and we expect to do so in the future. For example, in fiscal 2014 and fiscal 2015, we reduced the number of Source Books circulated, and in fiscal 2016, we decided to move the mailing of our annual Source Books to the Fall, whereas our Source Books were circulated in the Spring in the prior years. We intend to continue adjusting our Source Book circulation strategy based on a variety of factors, including the success of the various changes that we adopt. We can provide no assurances as to the success of any Source Book strategy we pursue. Increased expenditures on our catalog strategy may result in the production of too many Source Books, which could negatively affect our operating margins. Reducing expenditures on our catalog strategy, however, could overly restrict catalog circulation and have a negative effect on our revenues. Additionally, due to the size of our Source Books we have in the past received negative publicity from environmental groups. If we fail to adequately adjust our catalog strategy to meet our goals, or if our catalog strategy is unsuccessful, our results of operations could be negatively impacted.

We also rely on customary discounts from the basic shipping rate structure that are available for our catalog mailings, which could be changed or discontinued at any time, and we are subject to fluctuations in the market price for paper, which has historically fluctuated significantly and may continue to fluctuate in the future. Future increases in shipping rates, paper costs or printing costs would have a negative impact on our results of operations to the extent that we are unable to offset such increases through increased sales or by raising prices, by implementing more efficient printing, mailing, delivery and order fulfillment systems, or by using alternative direct-mail formats.

We have historically experienced fluctuations in customer response to our Source Books. Customer response depends substantially on product assortment, product availability and creative presentation, the selection of customers to whom the catalogs are mailed, changes in mailing strategies, page size, page count, frequency and timing of delivery of catalogs, as well as the general retail sales environment and current domestic and global economic conditions. The failure to effectively produce or distribute our catalogs could affect the timing of catalog delivery. The timing of catalog delivery has also been and can be affected by shipping service delays. Any delays in the timing of catalog delivery could cause customers to forgo or defer purchases. If the performance of our catalogs declines, if we misjudge the correlation between our catalog circulation and net revenues, or if our catalog circulation optimization strategy is not successful, our results of operations could be negatively impacted.

Competition in the home furnishings sector of the retail market may adversely affect our future financial performance.

The home furnishings sector within the retail market is highly competitive. We compete with the interior design trade and specialty stores, as well as antique dealers and other merchants that provide unique items and custom-designed product offerings at higher price points. We also compete with national and regional home furnishing retailers and department stores. In addition, we compete with mail order catalogs and online retailers focused on home furnishings.

We compete generally with these other retailers for customers, suitable retail locations, vendors, qualified employees and management personnel. As we have traditionally been a leader in the home furnishings sector, some of our competitors have also

attempted to imitate our product offerings and business initiatives from time to time in the past. However, many of our competitors have significantly greater financial, marketing and other resources than we do and therefore may be able to devote greater resources to the marketing and sale of their products, generate greater national brand recognition or adopt more aggressive pricing policies than we can. In addition, such competitors may also be able to adapt to changes in customer preferences more quickly than we can due to their greater financial or marketing resources. Further, increased catalog mailings by our competitors may adversely affect response rates to our own Source Book mailings. There can be no assurance that such competitors will not be more successful than us, based on imitation or otherwise, or that we will be able to continue to maintain a leadership position in style and innovation in the future.

Increased competition also has resulted, and may in the future result, in potential or actual litigation between us and our competitors related to a variety of activities, including hiring practices. If we are not successful in such litigation, our business could be harmed.

If we fail to successfully anticipate consumer preferences and demand our results of operations may be adversely affected.

We are vulnerable to customer preferences and demand. Our success depends in large part on our ability to originate and define home product trends, as well as to anticipate, gauge and react to changing consumer demands in a timely manner. Our products must appeal to a range of consumers whose preferences cannot always be predicted with certainty. We cannot assure you that we will be able to continue to develop products that customers positively respond to or that we will successfully meet consumer demands in the future. Any failure on our part to anticipate, identify or respond effectively to consumer preferences and demand could adversely affect sales of our products, which could have a material adverse effect on our financial condition and results of operations.

If we fail to successfully and timely deliver merchandise to our customers and manage our supply chain commensurate with demand, our results of operations may be adversely affected.

We must successfully manage our supply chain and vendors in order to produce sufficient quantities of products that our customers wish to purchase in a timely manner. We must manage our supply chain and inventory levels, including predicting the appropriate levels and type of inventory to stock within each of our distribution centers, such that our “in stock” position in merchandise correlate well to consumer demand and expected delivery times. Because much of our merchandise requires that we provide vendors with significant ordering lead times, frequently before market factors are known, we may not be able to source sufficient inventory to meet demand if our products prove more popular than anticipated. In addition, our current initiatives to streamline and optimize our inventory levels may not be successful. From time to time, we have experienced periods in which some of our vendors were not able to meet customer demand levels for certain products resulting in significant back orders for goods, higher rates of cancellation on orders in process and, in some instances, the loss of customer sales when orders could not be completed in a timely manner. Further, the seasonal nature of some of our products requires us to carry a significant amount of inventory prior to certain selling seasons. If we are unable to accurately predict and track demand, we may be required to mark down the price of certain products in order to sell excess inventory or we may be required to sell such inventory through our outlet stores or warehouse sales. For these reasons, our results of operations in any given quarterly period may be adversely affected. We expect these factors to continue from time to time as we add new product assortments and new merchandise categories into our business.

We are subject to risks associated with our dependence on foreign manufacturing and imports for our merchandise.

Based on total volume dollar purchases, in fiscal 2016 we sourced approximately 88% of our merchandise from outside the United States, including 78% from Asia, the majority of which originated from China. In addition, some of the merchandise we purchase from vendors in the United States also depends, in whole or in part, on vendors located outside the United States. As a result, our business highly depends on global trade, as well as trade and cost factors that impact the specific countries where our vendors are located, particularly Asia. Our future success will depend in large part upon our ability to maintain our existing foreign vendor relationships and to develop new ones as well as the ability of our vendors to scale their operations commensurate with demand from our customers, which in some cases will require substantial ongoing investments to support additional capacity. While we rely on our long-term relationships with our foreign vendors, we have no long-term contracts with them and transact business on an order-by-order basis.

Recent events, including the U.S. presidential election and Brexit in the U.K., have resulted in substantial regulatory uncertainty regarding international trade and trade policy. For example, President Trump and members of the U.S. Congress have called for substantial changes to tax policies, including the possible implementation of a border tax. The Trump administration has also raised the possibility of other initiatives that may affect importation of goods including renegotiation of trade agreements with other countries and the possible introduction of import duties or tariffs. Many of our imported products are subject to existing duties, tariffs, anti-dumping duties and quotas that may limit the quantity of some types of goods that we import into the United States. The possible implementation of a border tax or tariff could materially increase our cost of goods sold with respect to merchandise that we purchase from vendors who manufacture products outside the United States, which could in turn require us to increase our prices and, in the event consumer demand declines as a result, negatively impact our financial performance. Furthermore, certain of our competitors may be better positioned than us

to withstand or react to border taxes, tariffs or other restrictions on global trade and as a result we may lose market share to such competitors. Due to broad uncertainty regarding the timing, content and extent of any regulatory changes in the U.S. or abroad, we cannot predict the impact, if any, that these changes could have to our business, financial condition and results of operations.

Our dependence on foreign imports also makes us vulnerable to risks associated with products manufactured abroad, including, among other things, risks of damage, destruction or confiscation of products while in transit to our distribution centers located in the United States, charges on or assessment of additional import duties, tariffs, anti-dumping duties and quotas, loss of “most favored nation” trading status by the United States in relation to a particular foreign country, work stoppages, including without limitation as a result of events such as longshoremen strikes, transportation and other delays in shipments, including without limitation as a result of heightened security screening and inspection processes or other port-of-entry limitations or restrictions in the United States, freight cost increases, economic uncertainties, including inflation, foreign government regulations, trade restrictions, including the United States retaliating against protectionist foreign trade practices and political unrest, increased labor costs and other similar factors that might affect the operations of our vendors in specific countries such as China.

An interruption or delay in supply from our foreign sources, or the imposition of additional duties, taxes or other charges on these imports, could have a material adverse effect on our business, financial condition and results of operations unless and until alternative supply arrangements are secured.

In addition, there is a risk that compliance lapses by our vendors could occur, which could lead to investigations by U.S. government agencies responsible for international trade compliance. Any resulting penalty or enforcement action could delay future imports/exports or otherwise negatively impact our business. In addition, there can be no assurance that our vendors outside the United States will adhere to applicable legal requirements or our global compliance standards such as fair labor standards, prohibitions on child labor and other product safety or manufacturing safety standards. The violation of applicable legal requirements by any of our vendors or the failure to adhere to labor, manufacturing safety and other laws by any of our vendors, or the divergence of the labor practices followed by any of our vendors from those generally accepted in the United States, could disrupt our supply of products from our vendors or the shipment of products to us, result in potential liability to us and harm our reputation and brand and subject us to boycotts by our customers or activist groups, any of which could negatively affect our business and results of operations.

Our growth strategy and performance depend on our ability to purchase quality merchandise in sufficient quantities at competitive prices, including products that are produced by artisans and specialty vendors. Any disruptions we experience in our ability to obtain quality products in a timely fashion or in the quantities required could have a material adverse effect on our business.

We purchase substantially all of our merchandise from a number of third party vendors. Many such vendors are the sole sources for particular products, and we generally transact business with such vendors on an order-by-order basis without any long-term or other contractual assurances of continued supply, pricing or access to new products with our vendors. Therefore, we may be dependent on particular vendors that produce popular items, and any vendor could discontinue selling to us at any time. In the event that one or more of our vendors is unable or unwilling to meet the quantity or quality of our product requirements, we may not be able to develop relationships with new vendors in a manner that is sufficient to supply the shortfall. Even if we do identify such new vendors, we may experience product shortages and customer backorders as we transition our product requirements to incorporate alternative suppliers. Our relationship with any new vendor would be subject to the same or similar risks as those of our existing suppliers.

Furthermore, our growth strategy includes expanding our product assortment, and our performance depends on our ability to purchase our merchandise in sufficient quantities at competitive prices. However, many of our key products are produced by artisans, specialty vendors and other vendors that are small, undercapitalized or that may have limited production capacity, and we have from time to time in prior periods experienced supply constraints that have affected our ability to supply high demand items or new products due to such capacity and other limits in our vendor base.

A number of our vendors, particularly our artisan vendors, may have limited financial or other resources and operating histories and may receive various forms of credit from us, including with respect to payment terms or other arrangements. In some cases, we have advanced payments to vendors in order to assist a vendor in funding additional merchandise production to meet our orders. We may advance a portion of the payments to be made to some vendors under our purchase orders prior to the delivery of the ordered products. These advance payments are normally unsecured. Vendors may become insolvent and their failure to repay our advances, and any failure to deliver products to us, could have a material adverse impact on our results of operations. There can be no assurance that the capacity of any particular vendor will continue to be able to meet our supply requirements in the future, as our vendors may be susceptible to production difficulties or other factors that negatively affect the quantity or quality of their production during future periods. A disruption in the ability of our significant vendors to access liquidity could also cause serious disruptions or an overall deterioration of their businesses, which could lead to a significant reduction in their ability to manufacture or ship products to us. Any difficulties that we experience in our ability to obtain products in sufficient quality and quantity from our vendors could have a material adverse effect on our business.

Our vendors may sell similar or identical products to our competitors or on their own, which could harm our business.

Because the arrangements with our vendors are generally not exclusive, many of our vendors might be able to sell similar or identical products to our competitors. Our competitors may enter into arrangements with suppliers that could impair our ability to sell those suppliers' products, including by requiring suppliers to enter into exclusive arrangements, which could limit our ability to enter into arrangements with such suppliers or otherwise access their products. Such competitors may also purchase products in significantly greater volume than we do, which may enable them to sell the products at reduced cost or flood the market with similar products.

Our vendors could also initiate or expand sales of their products through vendor-owned stores or through the Internet to the retail market and therefore directly compete with us or sell their products through outlet centers or discount stores, increasing the competitive pricing pressure we face.

Any of the above factors could negatively affect our business and results of operations.

Defective merchandise purchased from our vendors could damage our reputation and brand image and harm our business, and we may not have adequate remedies against our vendors for defective merchandise.

We are engaged in a number of initiatives to enhance the quality of our customers' experience, which we expect will require significant expenditures in the near term and which are expected to include increasingly significant operational and other changes in the near term, such as increased attention to the quality of the products that we sell. From time to time we have recalled products from the market due to quality or other issues. Despite our ongoing efforts to improve customers' satisfaction with their experience at RH, we may fail to maintain the necessary level of quality for some of our products in order to satisfy our customers. For example, our vendors may not be able to continuously adhere to our quality control standards, and we might not identify a quality deficiency before merchandise ships to our stores or customers. Our failure to supply high quality merchandise in a timely and effective manner to our customers could damage our reputation and brand image, and could lead to an increase in product returns or exchanges or customer litigation against us and a corresponding increase in our routine and non-routine litigation costs. Further, any merchandise that does not meet our quality standards or applicable government requirements could trigger high rates of customer complaints or returns or could become subject to a product recall, which could in turn damage our reputation and brand image, result in consumer litigation (including class-action lawsuits), and harm our business.

Even if we detect that merchandise is defective before such merchandise is shipped to our customers, we may not be able to return such products to the vendor, obtain a refund of our purchase price from the vendor or obtain other indemnification from the vendor. The limited capacities of certain of our vendors may constrain the ability of such vendors to replace any defective merchandise in a timely manner. Similarly, the limited capitalization and liquidity of certain of our vendors may result in such vendors being unable to refund our purchase price or pay applicable penalties or damages associated with any such defects.

Our results may be adversely affected by fluctuations in raw materials, energy costs and currency exchange rates.

Increases in the prices of the components and raw materials used in our products could negatively affect the sales of our merchandise and our product margins. Alternatively, the strength of the U.S. dollar may negatively impact the ability of some of our customers to purchase our goods. We believe some portion of our business depends on non-US consumers including sales in our stores in Canada and Waterworks showrooms in the U.K. as well as sales in some of our U.S. based stores which have a high degree of visitors from other countries who purchase goods from us while visiting the United States.

Changes in prices for raw materials and fluctuations in exchange rates are dependent on a number of factors beyond our control, including macroeconomic factors which may affect commodity prices (including prices for oil, lumber and cotton); changes in supply and demand; general economic conditions; labor costs; competition; import duties, tariffs, anti-dumping duties and other similar costs; currency exchange rates and government regulation. In addition, energy costs have fluctuated dramatically in the past. Depending on the nature of changes in these different factors that affect our business, we may experience an adverse impact on our business for different reasons including increased costs of operation or lower demand for our products. We may experience slower demand from customers in markets that depend upon energy prices for a portion of their economic activity.

Changes in the value of the U.S. dollar relative to foreign currencies, including the Chinese Yuan, may increase our vendors' cost of business and ultimately our cost of goods sold and our selling, general and administrative costs. If we are unable to pass such cost increases on to our customers or the higher cost of the products results in decreased demand for our products, our results of operations would be harmed.

We are subject to risks associated with occupying substantial amounts of space, including future increases in occupancy costs. We own certain properties, and we may choose in the future to acquire further properties, including store locations, which subject us to additional risks.

We lease all but two of our retail store locations and we also lease our outlet stores, our corporate headquarters and other storage and office space, and our distribution and home delivery facilities. The initial lease term of our retail stores generally ranges from ten to fifteen years, and certain leases contain renewal options for anywhere from ten to twenty-five years. The initial lease term for one of our next generation Design Galleries is forty-one years, and contains renewal options for five years. Most leases for our retail stores provide for a minimum rent, typically including escalating rent amounts, plus a percentage rent based upon sales after certain minimum thresholds are achieved, as well as common area maintenance charges, real property insurance and real estate taxes. We purchased the building and land for our store in San Francisco and one of our Toronto store locations, and we own two properties in Yountville, California, one is the location of our wine tasting room and the other is expected to become the location of a Design Gallery in the future. We previously entered into a real estate joint venture transaction related to the development of our Patterson distribution center. As we develop new stores, new store formats and other new strategic initiatives in the future, we may explore other models for our real estate, which could include 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 include complicated real estate transactions and require additional capital investment and could present different risks related to the ownership and developments of real estate compared to those risks associated with a traditional store lease with a landlord, including greater financial exposure if our plans for the relevant real estate are not as successful as we originally anticipate or if the value of the real estate we acquire subsequently decreases.

If we decide to close an existing or future store, we may nonetheless have continuing obligations with respect to that property pursuant to the applicable lease or ownership arrangements, including, among other things, paying the base rent for the balance of the lease term. Our ability to re-negotiate favorable terms on an expiring lease, to arrange for the sale of an owned property or to negotiate favorable terms for a suitable alternate location could depend on conditions in the real estate market, competition for desirable properties, our relationships with current and prospective landlords and other factors that are not within our control. Our inability to enter into new leases or renew existing leases on terms acceptable to us or be released from our obligations under leases or other obligations for stores that we close could materially adversely affect our business and results of operations.

A number of factors that affect our ability to successfully open new stores within the time frames we initially target or optimize our store footprint are beyond our control, and these factors may harm our ability to execute our strategy of sizing stores to the potential of the market, which may negatively affect our results of operations.

We are focused on sizing our assortments and our stores to the potential of the market by adjusting the square footage and number of stores on a geographic market-by-market basis. We plan to optimize our real estate by continuing to open larger square footage Galleries in key markets and relocating or closing selected stores in these or adjacent markets. When we address the introduction of new stores in a particular market or changes to, or closure of, existing stores, we must make a series of decisions regarding the size and location of new stores (or the existing stores slated to undergo changes or closure) and the impact on our other existing stores in the area or being without presence or “out of the market”.

Our ability to maximize the productivity of our retail store base, depends on many factors, including, among others, our ability to:

- identify suitable locations, the availability of which is largely outside of our control;
- size the store locations to the market opportunity;
- retain customers in a certain geographic market when we close stores in such market or an adjacent market;
- negotiate acceptable new lease terms or lease renewals, modifications or terminations;
- efficiently build and equip new stores or remodel existing locations;
- source sufficient levels of inventory to meet the needs of changes in our store footprint in a timely manner;
- successfully integrate changes in our store base into our existing operations and information technology systems;
- obtain or maintain adequate capital resources on acceptable terms;
- avoid construction or local permit delays, construction accidents and injuries and cost overruns in connection with the opening of new stores or the expansion or remodeling of existing stores;

- maintain adequate distribution facilities, information systems and other operational systems to serve our new stores and remodeled stores; and
- address competitive, merchandising, marketing, distribution and other challenges encountered in connection with expansion into new geographic areas and markets.

We have experienced delays in opening some new stores within the time frames we initially targeted, and may experience such delays again in the future. Any of the above challenges or other similar challenges could delay or prevent us from completing store openings or the additional remodeling of existing stores or hinder the operations of stores we open or remodel. If any of these challenges delays the opening of a store, our results of operations will be negatively affected as we will incur leasing and other costs during the delay without associated store revenue at such location. New or remodeled stores may also not be profitable or achieve our target return on investment. Unfavorable economic and business conditions and other events could also interfere with our plans to expand or modify store footprints. Our failure to effectively address challenges such as those listed above could adversely affect our ability to successfully open new stores or change our store footprint in a timely and cost-effective manner and could have a material adverse effect on our business, results of operations and financial condition.

Reductions in the volume of mall and other in-store traffic or the closing of shopping malls as a result of changing demographic patterns could significantly reduce our sales.

Although many of the new Design Galleries that we have opened are being developed outside of the shopping mall setting, a significant portion of our existing footprint of legacy Galleries is currently located in shopping malls. Sales at stores located in malls are derived, in part, from the volume of traffic in those malls. These stores benefit from the ability of the malls to generate consumer traffic in the vicinity of our stores and the continuing popularity of the malls as shopping destinations and positive experiences.

However, in recent years there has been a shift in consumer preferences to purchasing certain products online rather than in stores. This shift, particularly when coupled with past unfavorable economic conditions in certain regions, has adversely affected mall traffic in some regions and has threatened the viability of certain commercial real estate firms that operate major shopping malls. A continuation of such trend, could adversely impact the sales generated by our stores currently located in shopping malls.

If we are unable to successfully optimize and operate our distribution centers, furniture home delivery hubs and customer service centers, as well as fulfill orders and deliver our merchandise to our customers in a timely manner, our business and results of operations will be harmed.

Our business depends upon the successful operation of our distribution centers, furniture home delivery hubs and customer service centers, as well as upon our order management and fulfillment services and the re-stocking of inventories within our stores. The efficient flow of our merchandise requires that our facilities have adequate capacity to support our current level of operations and any anticipated increased levels that may follow from any growth of our business.

We are currently engaged in efforts to improve the quality of our customer experience, which includes making changes to the way in which we operate our distributions centers, furniture home delivery hubs and customer service centers. Additionally, we plan to invest significant time architecting a new fully integrated back-end operating platform, inclusive of the supply chain network, the home delivery experience as well as a new metric driven quality system and company-wide decision data. Some of these efforts may require us to make significant expenditures in periods in the near term, which may also have a negative effect on our results of operations if there is no associated increase in revenues or decrease in returns or if any such effect is less than anticipated. There can be no assurance however that any of these efforts will be successful or that we will not encounter additional difficulties in achieving higher levels of customer satisfaction.

We are also engaged in initiatives to rationalize our SKU count, and in order to realize the anticipated benefits of such initiatives, including through lower inventories and reduced working capital, we are currently focused on optimizing the use of our current distribution centers over opening new distribution centers as well as potentially consolidating our existing distribution centers. While we believe that optimizing and potentially consolidating our distribution centers will allow us to more efficiently manage our inventory and optimize our uses of capital, in the short term such strategy may result in additional costs, including increased freight costs and lease early termination fees. Furthermore, in the past, during periods of significant customer growth and demand, we have found that our distribution centers often run at capacity. If we fail to accurately anticipate the future capacity requirements of our distribution centers, we may experience delays and difficulties in fulfilling orders and delivering merchandise to customers in a timely manner. Furthermore, we may be unable to remedy such issues quickly as opening additional distribution and home delivery facilities can face operational difficulties, such as disruptions in transitioning fulfillment orders to the new distribution facilities and problems associated with operating new facilities or reducing the size and changing functions of existing facilities. These difficulties can result in a negative experience for our customers. Any delays in fulfilling orders and delivering merchandise to customers, or related negative experience of our customers, could harm our results of operations.

We currently rely upon independent third-party transportation providers for the majority of our product shipments, which subjects us to certain risks.

We currently rely upon independent third-party transportation providers for product shipments from our vendors to our stores and to our customers outside of certain areas. Our utilization of third-party delivery services for shipments is subject to risks, including increases in fuel prices, which would increase our shipping costs, as well as strikes, work stoppages and inclement weather, which may impact shipping companies' abilities to provide delivery services that adequately meet our shipping needs. For example, strikes or even threat of strikes involving longshoremen and clerical workers at ports in the past few years have completely shut down such ports for periods of time, impacting retail and other industries. If we change shipping companies, we could face logistical difficulties that could adversely affect deliveries and we would incur costs and expend resources in connection with such change. Moreover, we may not be able to obtain terms as favorable as those received from the third-party transportation providers we currently use, which in turn would increase our costs.

Our operations have significant liquidity and capital requirements and depend on the availability of adequate financing on reasonable terms. If we are unable to borrow sufficient capital when needed, it could have a significant negative effect on our ability to grow our business.

We have historically relied on the availability of some amount of debt financing. Although currently there are no amounts outstanding under Restoration Hardware, Inc.'s revolving line of credit, we completed debt financings in fiscal 2014 and fiscal 2015 through the issuance of two series of convertible senior notes for an aggregate principal amount of \$650 million. As a result of the availability under our revolving line of credit and the proceeds we received from our convertible senior note financings, we currently have sufficient capital for the operation of our business in the near term.

On the other hand, we may expend some significant portion of our capital on investments in our business, the acquisition of new businesses and our significant number of concurrent initiatives. 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 Galleries, and these capital expenditures have increased in the past and may continue to increase in future periods as we open additional next generation Design Galleries, which may require us to undertake upgrades to historical buildings or construction of new buildings. During fiscal 2016, we spent \$157.6 million for capital expenditures. Additionally, we made payments of \$23.4 million in fiscal 2016 to escrow accounts for future construction of next generation Design Galleries. We anticipate our gross capital expenditures to be approximately \$140 million to \$160 million for fiscal 2017. We expect our fiscal 2017 capital expenditures will be offset by proceeds from sales of assets of approximately \$15 million to \$25 million. We plan to continue opening next generation Design Galleries in select major metropolitan markets, pursuing category extensions of our brand, and exploring new business areas. We own the building and land for our Gallery in San Francisco and for one of our Toronto Galleries, as well as the location of our wine tasting room in Yountville, California, which is expected to be the location of a Design Gallery in the future, but to date we have principally relied upon leases with landlords for our other locations. As we develop new Galleries, as well as potentially other 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 than a traditional store lease with a landlord. 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 certain circumstances, we may be required to repay the two series of convertible senior notes that we issued in fiscal 2014 and fiscal 2015 with cash payments. See *Item 7—Management's Discussion and Analysis of Financial Condition and Results of Operations—Liquidity and Capital Resources—Convertible Senior Notes*. Additionally, at the time the notes become due, the trading price of our common stock may be such that we may find it necessary to settle the notes in cash.

There can be no assurance that we will have sufficient financial resources, or will be able to arrange financing, to pay the amount of cash due if holders surrender their notes for conversion. In addition, agreements governing any debt may restrict our ability to make each of the required cash payments even if we have sufficient funds to make them. Furthermore, our ability to purchase the notes or to pay cash upon the conversion of the notes may be limited by law or regulatory authority. In addition, if we fail to purchase the notes, to pay special interest, if any, due on the notes, or to pay the amount of cash due upon conversion, we will be in default under the respective indentures governing the notes, which in turn may result in the acceleration of other indebtedness we may then have. If the repayment of the other indebtedness were to be accelerated, we may not have sufficient funds to repay that indebtedness and to purchase the notes or to pay the amount of cash due upon conversion.

The need to repay such convertible senior notes could cause us to incur additional borrowings or the sale of additional notes to investors. We may also experience cash flow shortfalls in the future, and we may otherwise require additional external funding, or we may need to raise funds to take advantage of unanticipated opportunities, to make acquisitions of other businesses or companies or to

respond to changing business conditions or unanticipated competitive pressures. Any 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 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.

If we lose key personnel or are unable to hire additional qualified personnel, our business may be harmed.

The success of our business depends upon the continued service of our key personnel, including our Chairman and Chief Executive Officer, Gary Friedman, as well as other members of our senior management responsible for merchandise assortment and other business operations. The loss of the services of our key personnel could make it more difficult to successfully operate our business and achieve our business goals. Our key officers and directors periodically travel together while on company business. We do not have a policy that prohibits key officers and directors from flying together, whether flying commercially or in our corporate aircraft. In addition, we do not maintain key man life insurance policies on any of our key personnel. As a result, we may not be able to cover the financial loss we may incur in losing the services of any of our key personnel.

Competition for qualified employees and personnel in the retail industry is intense, particularly in the San Francisco Bay Area where our headquarters are located, and we may be unable to retain personnel that are important to our business or hire additional qualified personnel. The process of identifying personnel with the combination of skills and attributes required to carry out our goals is often lengthy. Our success depends to a significant degree upon our ability to attract, retain and motivate qualified management, marketing and sales personnel, and store managers, and upon the continued contributions of these people. In addition, our complex operations require the services of qualified and experience management personnel, with expertise in the areas including information technology and supply chain management. We cannot assure you that we will be successful in attracting and retaining qualified executives and personnel.

In addition, our success depends in part upon our ability to attract, motivate and retain a sufficient number of store employees who understand and appreciate our corporate culture and customers. Turnover in the retail industry and food and beverage industry is generally high. Excessive employee turnover will result in higher employee costs associated with finding, hiring and training new store employees. If we are unable to hire and retain store personnel capable of consistently providing a high level of customer service, our ability to open new stores and to expand our food and beverage business may be impaired, the performance of our existing and new stores could be materially adversely affected and our brand image may be negatively impacted.

Material damage to, or interruptions in, our information systems as a result of external factors, staffing shortages and difficulties in updating our existing software or developing or implementing new software could have a material adverse effect on our business or results of operations, and we may be exposed to risks and costs associated with protecting the integrity and security of our customers' information.

We depend largely upon our information technology systems in the conduct of all aspects of our operations, many of which we have only adopted and implemented within the past several years or are in the midst of implementing in connection with rebuilding our supply chain and infrastructure. Our operations are also dependent on the information technology systems of our third party vendors. Such systems are subject to damage or interruption from power outages, computer and telecommunications failures, computer viruses, security breaches and natural disasters. In addition, damage or interruption can also occur as a result of non-technical issues, including vandalism, catastrophic events, and human error. If a computer hacker or other third party is able to circumvent our security measures, he or she could destroy or steal valuable information or disrupt our operations. Because techniques used to obtain unauthorized access or to sabotage systems change frequently and often are not recognized until launched against a target, we may be unable to anticipate these techniques or to implement adequate preventative measures. Damage or interruption to our information systems may require a significant investment to fix or replace the affected system, and we may suffer interruptions in our operations in the interim. Any material interruptions or failures in our systems or the systems of our third party vendors may have a material adverse effect on our business or results of operations.

Additionally, in order for our business to function successfully, we and other market participants must be able to handle and transmit confidential and personal information securely, including in customer orders placed through our website. That information may include data about our customers, including personally identifiable information and credit card information, as well as sensitive information about our vendors and workforce, including social security numbers and bank account information. If our systems are damaged, interrupted or subject to unauthorized access, information about our customers, vendors or workforce could be stolen or misused. Any security breach could expose us to risks of data loss, fines, litigation and liability and could seriously disrupt our operations and harm our reputation, any of which could adversely affect our business. We may be subject to one or more claims or lawsuits related to the intentional or unintentional release of confidential or personal information, including personally identifiable information about our customers, vendors or workforce. In addition to the possibility of fines, lawsuits and other claims, we could be

required to expend significant resources to change our business practices or modify our service offerings in connection with the protection of personally identifiable information, which could have a material adverse effect on our business. Any breach could also cause consumers to lose confidence in the security of our website and choose not to purchase from us.

We are also subject to payment card association rules and network operating rules, including data security rules, certification requirements and rules governing electronic funds transfers, which could change over time. For example, we are subject to Payment Card Industry Data Security Standards (“PCI DSS”), which contain compliance guidelines and standards with regard to our security surrounding the physical and electronic storage, processing and transmission of individual cardholder data. As of October 1, 2015, the payment card industry shifted the liability of certain credit card transactions to retailers who are not able to process Europay, MasterCard, Visa (“EMV”) chip enabled card transactions. As a result, before our implementation of the EVM technology is complete, we may be liable for costs incurred by payment card issuing banks or other third parties for fraudulent transactions initiated through EMV chip enabled cards before our implementation of EMV chip technology. In addition, if our internal systems are breached or compromised, we may be liable for card re-issuance costs, subject to fines and higher transaction fees and lose our ability to accept credit and/or debit card payments from our members, and our business and operating results could be adversely affected.

States and the federal government have enacted additional laws and regulations to protect consumers against identity theft, including laws governing treatment of personally identifiable information. These laws have increased the costs of doing business and, if we fail to implement appropriate safeguards or we fail to detect and provide prompt notice of unauthorized access as required by some of these laws, we could be subject to potential claims for damages and other remedies. If we were required to pay any significant amount in satisfaction of claims under these laws, or if we were forced to cease our business operations for any length of time as a result of our inability to comply fully with any such law, our business, results of operations and financial condition could be adversely affected. We may also incur legal costs if we are required to defend our methods of collection, processing and storage of personal data. Investigations, lawsuits, or adverse publicity relating to our methods of handling personal data could result in increased costs and negative market reaction.

Furthermore, data security breaches suffered by well-known companies and institutions have attracted a substantial amount of media attention, prompting additional state and federal proposals addressing data privacy and security. As the data privacy and security laws and regulations evolve, we may be subject to more extensive requirements to protect the customer information that we process in connection with the purchases of our products. Our failure to successfully respond to these risks and uncertainties could reduce website sales and have a material adverse effect on our business or results of operations.

We currently maintain insurance to protect against cybersecurity risks and incidents. However, there can be no assurance that such insurance coverage will be available in the future on commercially reasonable terms or at commercially reasonable rates. In addition, insurance coverage may be insufficient or may not cover certain cybersecurity losses and liability.

We face product liability risks and certain of our products may be subject to recalls or other actions by regulatory authorities, and any such recalls or similar actions could have a material adverse effect on our business.

We face product liability, product safety and product compliance risks relating to the design, manufacturing, raw material sourcing, testing, contents, importation, sale, use and performance of some of our products. The products we sell must be designed and manufactured to be safe for their intended purposes. Some of our products must comply with certain federal and state laws and regulations. For example, some of our products are subject to the Consumer Product Safety Act, the Federal Hazardous Substances Act and the Consumer Product Safety Improvement Act, or the “CPSIA”, which empower the Consumer Product Safety Commission, or the “CPSC”, to establish product bans, substance bans, substance limits, performance requirements, test methods and other compliance verification processes. The CPSC is empowered to take action against hazards presented by consumer products, up to and including product recalls. We are required to report certain incidents related to the safety and compliance of our products to the CPSC, and failure to do so could result in a civil penalty. The CPSC is particularly active in regulation and enforcement activities related to the kinds of children’s products sold in our RH Baby & Child division. Certain of the products we sell are subject to the Lacey Act, prohibiting the importation and sale of products containing illegally harvested wood, among other things. Likewise, many of our products are subject to the regulations of the California Air Resources Board, or the “CARB”, regarding formaldehyde emissions from composite wood products (e.g., plywood and medium density fiberboard).

If we experience negative publicity, regardless of any factual basis, customer complaints or litigation alleging illness or injury, related to our products, or if there are allegations of failure to comply with applicable regulations, our brand reputation would be harmed.

We maintain a product safety and compliance program to help ensure our products are safe, legal and made consistently in compliance with our values. Nevertheless, our products have, from time to time, been subject to recall for product safety and compliance reasons, and concerns of product safety and compliance could result in future voluntary or involuntary removal of products, product recalls, other actions by applicable government authorities or product liability, personal injury or property damage claims.

Federal, state, provincial and local legislators and regulators in the United States, Canada and the U.K., where our products are sold, continue to adopt new product laws and regulations. These new laws and regulations have increased or likely will significantly increase the regulatory requirements governing the manufacture and sale of certain of our products as well as the potential penalties for noncompliance with applicable regulations. In addition, product recalls, removal of products, product compliance enforcement actions and defending product liability claims can result in, among other things, lost sales, diverted resources, potential harm to our reputation and increased customer service costs, any of which could have a material adverse effect on our business and results of operations.

There are claims made against us and/or our management from time to time that can result in litigation or regulatory proceedings, which could distract management from our business activities and result in significant liability.

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. Such legal proceedings may include claims related to our employment practices, 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, consumer class action claims relating to our consumer practices including the collection of zip code or other information from customers, and claims alleging securities fraud. 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 United States 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 our management or us could result in unexpected expenses and liability and could also materially adversely affect our operations and our reputation.

Intellectual property claims by third parties or our failure or inability to protect our intellectual property rights could diminish the value of our brand and weaken our competitive position.

Third parties have and may in the future assert intellectual property claims against us, particularly as we expand our business to include new products and product categories and move into other geographic markets. Our defense of any claim, regardless of its merit, could be expensive and time consuming and could divert management resources. Successful infringement claims against us could result in significant monetary liability and prevent us from selling some of our products. In addition, resolution of claims may require us to redesign our products, license rights from third parties or cease using those rights altogether, which could have a material adverse impact on our business, financial condition or results of operations.

We currently rely on a combination of copyright, trademark, patent, trade dress and unfair competition laws, as well as confidentiality procedures and licensing arrangements, to establish and protect our intellectual property rights. We believe that our trademarks and other proprietary rights have significant value and are important to identifying and differentiating certain of our products and brand from those of our competitors and creating and sustaining demand for certain of our products. We have from time to time encountered other retailers selling products substantially similar to our products or misrepresenting that the products such retailers were selling were our products. We cannot assure you that the steps taken by us to protect our intellectual property rights will be adequate to prevent infringement of our rights by others, including imitation of our products and misappropriation of our brand. The costs of defending and enforcing our intellectual property assets may incur significant time and legal expense, and we may not be entirely successful in protecting our assets and enforcing our rights. If we are unable to protect and maintain our intellectual property rights, the value of our brand could be diminished and our competitive position could suffer.

Compliance with laws, including laws relating to our business activities outside of the United States, may be costly, and changes in laws could make conducting our business more expensive or otherwise change the way we do business.

We are subject to numerous regulations, including labor and employment, customs, truth-in-advertising, consumer protection, e-commerce, privacy, safety, real estate, environmental and zoning and occupancy laws, and other laws and regulations that regulate retailers generally or govern our business. If these regulations were to change or were violated by us or our vendors or buying agents, the costs of certain goods could increase, or we could experience delays in shipments of our goods, be subject to fines or penalties, or suffer reputational harm, which could reduce demand for our products and harm our business and results of operations.

In addition to increased regulatory compliance requirements, changes in laws could make ordinary conduct of our business more expensive or require us to change the way we do business. For example, as a retail business, changes in laws related to employee

benefits and treatment of employees, including laws related to limitations on employee hours, supervisory status, leaves of absence, mandated health benefits or overtime pay, could negatively impact us by increasing compensation and benefits costs for overtime and medical expenses. In addition, relatively new United States health care laws and potential global and domestic greenhouse gas emission requirements and other environmental legislation and regulations could result in increased direct compliance costs for us (or may cause our vendors to raise the prices they charge us in order to maintain profitable operations because of increased compliance costs), increased transportation costs or reduced availability of raw materials.

In fiscal 2016 we sourced 88% of our products from outside the United States, and we are increasing the level of our international sourcing activities in an effort to obtain more of our products directly from vendors located outside the United States. Additionally, we have expanded our business-to-business sales. The foreign and U.S. laws and regulations that are applicable to our operations are complex and may increase the costs of regulatory compliance, or limit or restrict the products or services we sell or subject our business to the possibility of regulatory actions or proceedings. The United States Foreign Corrupt Practices Act, and other similar laws and regulations, generally prohibit companies and their intermediaries from making improper payments to foreign governmental officials for the purpose of obtaining or retaining business. While our policies mandate compliance with applicable laws and regulations, including anti-bribery laws and other anti-corruption laws, we cannot assure you that we will be successful in preventing our employees or other agents from taking actions in violation of these laws or regulations. Such violations, or allegations of such violations, could disrupt our business and result in a material adverse effect on our financial condition, results of operations and cash flows.

Labor organizing and other activities could negatively impact us.

Currently, none of our employees are represented by a union. However, our employees have the right at any time to form or affiliate with a union, and union organizational activities have occurred from time to time. We cannot predict the negative effects that any future organizing activities will have on our business and operations. If we were to become subject to work stoppages, we could experience disruption in our operations and increases in our labor costs, either of which could materially adversely affect our business, financial condition or results of operations.

In addition, several of our retail stores are currently under construction. If the contractors we hire to perform the construction work do not employ union labor, our locations may be subject to picketing and other labor actions that could discourage our customers from entering our stores, which could adversely affect our business at those locations and our results of operations, including our same-store sales metrics.

Fluctuations in our tax obligations and effective tax rate and realization of our deferred tax assets, including net operating loss carryforwards, may result in volatility of our results of operations.

We are subject to income taxes in the United States and certain foreign jurisdictions. We record income tax expense based on our estimates of future payments, which include reserves for uncertain tax positions in multiple tax jurisdictions, and valuation allowances related to certain net deferred tax assets, including net operating loss carryforwards. At any one time, many tax years are subject to audit by various taxing jurisdictions. The results of these audits and negotiations with taxing authorities may affect the ultimate settlement of these issues. Under United States federal and state income tax laws, if over a rolling three-year period, the cumulative change in our ownership exceeds 50%, our ability to utilize our net operating loss carryforwards to offset future taxable income may be limited. Changes in ownership can occur due to transactions in our stock or the issuance of additional shares of our common stock or, in certain circumstances, securities convertible into our common stock. It is possible that transactions in our stock that may not be within our control may cause us to exceed the 50% cumulative change threshold and may impose a limitation on the utilization of our net operating loss carryforwards in the future. Any such limitation on the timing of utilizing our net operating loss carryforwards would increase the use of cash to settle our tax obligations. We expect that throughout the year there could be ongoing variability in our quarterly tax rates as events occur and exposures are evaluated.

In addition, our effective tax rate in a given financial statement period may be materially impacted by changes in the mix and level of earnings, timing of the utilization of net operating loss carryforwards, changes in the valuation allowance for deferred taxes or by changes to existing accounting rules or regulations. Further, tax legislation may be enacted in the future that could negatively impact our current or future tax structure and effective tax rates.

Changes to accounting rules or regulations may adversely affect our results of operations.

New accounting rules or regulations and varying interpretations of existing accounting rules or regulations have occurred and may occur in the future. A change in accounting rules or regulations may even affect our reporting of transactions completed before the change is effective, and future changes to accounting rules or regulations or the questioning of current accounting practices may adversely affect our results of operations.

Our total assets include intangible assets with an indefinite life, goodwill and trademarks, and substantial amounts of long-lived assets, principally property and equipment. Changes to estimates or projections used to assess the fair value of these assets, or results of operations that are lower than our current estimates at certain store locations, may cause us to incur impairment charges that could adversely affect our results of operations.

Our total assets include intangible assets with an indefinite life, goodwill and trademarks, and substantial amounts of property and equipment. We make certain estimates and projections in connection with impairment analyses for these long-lived assets. We also review the carrying value of these assets for impairment whenever events or changes in circumstances indicate that the carrying value of the asset may not be recoverable. We will record an impairment loss when the carrying value of the underlying asset, asset group or reporting unit exceeds its fair value. These calculations require us to make a number of estimates and projections of future results. If these estimates or projections change, we may be required to record additional impairment charges on certain of these assets. If these impairment charges were significant, our results of operations would be adversely affected. In fiscal 2016, we recorded impairment charges on long-lived assets of \$5.5 million due to the decisions made to integrate the RHCA product line into the broader RH platform and of \$4.8 million due to the decision to sell an aircraft. No such related charges were recorded in fiscal 2015 or fiscal 2014.

If we are unable to implement and maintain effective internal control over financial reporting in the future, the accuracy and timeliness of our financial reporting may be adversely affected.

We are subject to Section 404 of the Sarbanes-Oxley Act of 2002, as amended (the "Sarbanes-Oxley Act"), which requires us to maintain internal control over financial reporting and to report any material weaknesses in such internal control. We have in the past periodically experienced deficiencies in our internal controls that have been identified during the audit process or at other times. Management has concluded that our internal control over financial reporting was effective as of January 28, 2017. However, if we identify in the future one or more material weaknesses in our internal control over financial reporting, we will be unable to assert that our internal control over financial reporting is effective. In addition, our independent registered public accounting firm is required to attest to the effectiveness of our internal control over financial reporting. Therefore, even if our management concludes in the future that our internal control over financial reporting is effective, our independent registered public accounting firm may issue a report that is qualified if they are not satisfied with our controls or the level at which our controls are documented, designed, operated, or reviewed. Material weaknesses and significant deficiencies may be identified during the audit process or at other times.

Our reporting obligations as a public company place a significant strain on our management and our operational and financial resources and systems and will continue to do so for the foreseeable future. If we fail to timely achieve and maintain the adequacy of our internal control over financial reporting, we may not be able to produce reliable financial reports. Our failure to achieve and maintain effective internal control over financial reporting could prevent us from filing our periodic reports on a timely basis, which could result in the loss of investor confidence in the reliability of our financial statements, harm our business, and negatively impact the trading price of our common stock.

Our operations are subject to risks of natural disasters, acts of war, 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 disasters or other similar events, including floods, hurricanes, earthquakes, widespread illness or fires. In particular, our corporate headquarters is located in Northern California, certain of our distribution centers are located in California and other parts of our operations are located in Northern and Southern California, each of which is vulnerable to the effects of disasters, including fires and earthquakes that could disrupt our operations and affect our results of operations. Many of our vendors are also located in areas that may be affected by such events. Moreover, geopolitical or public safety conditions which affect consumer behavior and spending may impact our business. Terrorist attacks in the United States or threats of terrorist attacks in the United States in the future, as well as future events occurring in response to or in connection with them, could again result in reduced levels of consumer spending. Any of these occurrences could have a significant impact on our results of operations, revenue and costs.

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, 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. 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 and have a material adverse effect on our business, financial condition and results of operations.

Risks Related to Ownership of Our Common Stock

Our common stock price may be volatile or may decline regardless of our operating performance.

The market price for our common stock has in the past been, and may in the future be volatile. As a retailer, our results are significantly affected by factors outside our control, particularly consumer spending and consumer confidence, which can significantly affect our stock price. In addition, the market price of our common stock may fluctuate significantly in response to a number of other factors, including those described elsewhere in this “Risk Factors” section, as well as the following:

- quarterly variations in our results of operations compared to market expectations;
- changes in preferences of our customers;
- announcements of new products or significant price reductions by us or our competitors;
- size of our public float;
- stock price performance of our competitors;
- fluctuations in stock market prices and volumes;
- default on our indebtedness;
- actions by competitors or other shopping center tenants;
- changes in senior management or key personnel;
- changes in financial estimates by securities analysts or failure to meet their expectations;
- actual or anticipated negative earnings or other announcements by us or other retail companies;
- downgrades in our credit ratings or the credit ratings of our competitors;
- natural disasters or other similar events;
- issuances or expected issuances of capital stock; and
- global economic, legal and regulatory changes unrelated to our performance.

In addition, stock markets have experienced extreme price and volume fluctuations that have affected and continue to affect the market prices of equity securities of many retail companies. Stockholders can institute securities class action litigation following periods of market volatility, and we are currently subject to such a class action securities lawsuit. Such securities litigation can incur substantial costs and our resources and the attention of management could be diverted from our business.

We cannot guarantee that our share repurchase program will be successful or enhance stockholder value, and our share repurchase program may negatively affect the volatility of our common stock price.

On February 21, 2017, our Board of Directors authorized a stock repurchase program of up to \$300 million. Such repurchase program may be implemented through open market purchases, privately negotiated transactions or other means, including through Rule 10b5-1 trading plans or through the use of other techniques such as accelerated share repurchases. We can provide no assurances of the exact impact of any share repurchases on our business. The use of capital to repurchase shares may yield beneficial impact on earnings per share but may divert capital from other purposes including other investments that we might undertake with respect to the business.

The repurchase program has no expiration date, does not require the purchase of any minimum number of shares and may be suspended, modified or discontinued at any time without prior notice. Any such suspension, modification or discontinuance of our stock repurchase program could result in a decrease in the trading price of our common stock. In addition, the existence of the repurchase program, repurchases of our common stock pursuant to such program, or a decision not to purchase shares under such program could affect the trading price of our common stock or increase its volatility. For example, the existence of a share repurchase program could cause our stock price to be higher than it would be in the absence of such a program and could potentially reduce the market liquidity for our common stock. Conversely, a prolonged delay in repurchasing shares under the authorized stock repurchase program could negatively impact our reputation and investor confidence in us and may negatively impact our stock price.

In addition, although our stock repurchase program is intended to enhance long-term stockholder value by representing an attractive investment and use of capital by the Company, there can be no assurance that any stock repurchases under the program will in fact enhance stockholder value. For example, the market price of our common stock may subsequently decline below the levels at

which any repurchases are made. Short-term fluctuations in the market price of our common stock could reduce the program's effectiveness. Furthermore, any strategy of this kind regarding capital allocation may have unanticipated effects on our business and financial results. While we will seek to target capital toward investments that we believe will achieve good returns for our shareholders, these decisions involve a significant amount of judgment regarding the availability of capital and the anticipated growth of the business in both revenue and earnings in future periods.

Although our Board of Directors has approved the share repurchase program, we are not obligated to repurchase any specific dollar amount or to acquire any specific number of shares. In addition, although we are not obligated to repurchase any shares under our existing program, we may decide to pursue additional repurchase programs in the future. We may incur debt in connection with our business in the event that we use other cash resources to purchase shares, which may affect the financial performance of our business during future periods or our liquidity and the availability of capital for other needs of the business.

Substantial future sales of our common stock, or the perception in the public markets that these sales may occur, may depress our stock price.

In the future, we may also issue our securities in connection with a capital raise or acquisitions. The amount of shares of our common stock issued in connection with a capital raise or acquisition could constitute a material portion of our then-outstanding shares of our common stock, which would result in dilution.

In addition, sales of substantial amounts of our common stock in the public market, or the perception that these sales could occur, could adversely affect the price of our common stock and could impair our ability to raise capital through the sale of additional shares.

Anti-takeover provisions in our charter documents and Delaware law might discourage or delay acquisition attempts for us that you might consider favorable.

Our certificate of incorporation and bylaws contain provisions that may make the acquisition of our Company more difficult without the approval of our board of directors. These provisions:

- establish a classified board of directors so that not all members of our board of directors are elected at one time;
- authorize the issuance of undesignated preferred stock, the terms of which may be established and the shares of which may be issued without stockholder approval, and which may include super voting, special approval, dividend or other rights or preferences superior to the rights of the holders of common stock;
- prohibit stockholder action by written consent, which requires all stockholder actions to be taken at a meeting of our stockholders;
- provide that our board of directors is expressly authorized to make, alter or repeal our bylaws; and
- establish advance notice requirements for nominations for elections to our board of directors or for proposing matters that can be acted upon by stockholders at stockholder meetings.

Our certificate of incorporation also contains a provision that provides us with protections similar to Section 203 of the Delaware General Corporation Law ("DGCL"), and prevents us from engaging in a business combination with a person who acquires at least 15% of our common stock for a period of three years from the date such person acquired such common stock unless board or stockholder approval is obtained prior to the acquisition, subject to certain exceptions. These anti-takeover provisions and other provisions under Delaware law could discourage, delay or prevent a transaction involving a change in control of our Company, even if doing so would benefit our stockholders. These provisions could also discourage proxy contests and make it more difficult for you and other stockholders to elect directors of your choosing and to cause us to take other corporate actions you desire.

We do not expect to pay any cash dividends for the foreseeable future.

We do not anticipate that we will pay any cash dividends on shares of our common stock for the foreseeable future. Any determination to pay dividends in the future will be at the discretion of our board of directors and will depend upon results of operations, financial condition, contractual restrictions, restrictions imposed by applicable law and other factors our board of directors deems relevant. Accordingly, realization of a gain on your investment will depend on the appreciation of the price of our common stock, which may never occur. Investors seeking cash dividends in the foreseeable future should not purchase our common stock.

We expect that our common stock may experience increased trading volatility in connection with our Convertible Notes Financings.

In June 2015, we issued \$250 million of 0.00% convertible senior notes due 2020 and, on July 2, 2015, we issued an additional \$50 million pursuant to the exercise of the over-allotment option granted to the initial purchasers as part of the June 2015 offering (collectively, the “2020 Notes”). In June 2014, we issued \$300 million of 0.00% convertible senior notes due 2019 and, on June 24, 2014, we issued an additional \$50 million pursuant to the exercise of the over-allotment option granted to the initial purchasers as part of the June 2014 offering (the “2019 Notes” and, together with the 2020 Notes, the “Notes”). In connection with each offering of the Notes, we entered into convertible note hedge transactions with certain counterparties (the “Bond Hedge”) and warrant transactions (the “Warrants” and together with the Notes and the Bond Hedge, the “Convertible Notes Financings”) with the same counterparties (the “hedge counterparties”).

We have been advised that, in connection with establishing their initial hedge positions with respect to the Bond Hedge and Warrants, the hedge counterparties and/or their affiliates would likely purchase shares of our common stock or enter into various derivative transactions with respect to our common stock concurrently with, or shortly after, the pricing of the Notes, including with certain investors in the Notes. These hedging activities could increase (or reduce the size of any decrease in) the market price of our common stock or the Notes.

In addition, we expect that many investors in, including future purchasers of, the Notes may employ, or seek to employ, a convertible arbitrage strategy with respect to the Notes. Investors would typically implement such a strategy by selling short the common stock underlying the Notes and dynamically adjusting their short position while continuing to hold the Notes. Investors may also implement this type of strategy by entering into swaps on our common stock in lieu of or in addition to short selling the common stock.

Further, investors in the Notes may periodically modify their arbitrage strategies with respect to the Notes or modify their hedge positions with respect to the Notes from time to time. The hedge counterparties and/or their respective affiliates also may periodically modify their hedge positions from time to time (and are likely to do so during the conversion period relating to any conversion of the Notes or following any repurchase of Notes by us on any fundamental repurchase date or otherwise). Such modifications may be implemented by entering into or unwinding various derivatives with respect to our common stock, and/or by purchasing or selling shares of our common stock or other securities of the Company in secondary market transactions and/or open market transactions. The effect, if any, of these transactions and activities on the market price of our common stock or the trading prices of the Notes (which could affect a noteholder’s ability to convert the Notes or the amount and value of the consideration received upon conversion of the Notes) will depend in part on market conditions and cannot be ascertained at this time. Any of these activities, however, could adversely affect the market price of our common stock.

It is not possible to predict the effect that these hedging or arbitrage strategies adopted by holders of the Notes or counterparties to the Bond Hedge and Warrants will have on the market price of our common stock. For example, the SEC and other regulatory and self-regulatory authorities have implemented various rules and taken certain actions, and may in the future adopt additional rules and take other actions, that may impact those engaging in short selling activity involving equity securities (including our common stock). Such rules and actions include Rule 201 of SEC Regulation SHO, the adoption by the Financial Industry Regulatory Authority, Inc. of a “Limit Up-Limit Down” program, the imposition of market-wide circuit breakers that halt trading of securities for certain periods following specific market declines, and the implementation of certain regulatory reforms required by the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010. Any changes in government regulations or other factors that affect the manner in which third parties can engage in hedging strategies, including entering into short sales or swaps on our common stock, could adversely affect the trading prices and the liquidity of the Notes and/or our common stock.

Taken together, the Bond Hedge and Warrants are intended, but not guaranteed, to offset any actual earnings dilution that could occur upon delivery of shares of common stock to satisfy to our conversion obligation under the Notes. For the 2020 Notes, the corresponding Bond Hedge and Warrants are intended to limit the earnings dilution that our stockholders would experience until the Company’s common stock is above approximately \$189.00 per share, the strike price of the 2020 Notes warrant transactions, which represented a 100% premium over the closing price of our common stock at the time we entered into the Bond Hedge and Warrants related to the 2020 Notes. For the 2019 Notes, the corresponding Bond Hedge and Warrants are intended to limit the earnings dilution that our stockholders would experience until the Company’s common stock is above approximately \$171.98 per share, the strike price of the 2019 Notes warrant transactions, which represented a 100% premium over the closing price of our common stock at the time we entered into the Bond Hedge and Warrants related to the 2019 Notes. However, these transactions are complex, and there can be no assurance that they will operate as planned.

We do not make any representation or prediction as to the direction or magnitude of any potential effect that the transactions described above may have on the price of our common stock. In addition, we do not make any representation that the counterparties to

those transactions will engage in these transactions or activities or that these transactions and activities, once commenced, will not be discontinued without notice; the counterparties or their affiliates may choose to engage in, or discontinue engaging in, any of these transactions or activities with or without notice at any time, and their decisions will be in their sole discretion and not within our control.

We may issue additional shares of our common stock or instruments convertible into shares of our common stock, including in connection with the conversion of the Notes, and thereby materially and adversely affect the market price of our common stock and the trading prices of the Notes.

We are not restricted from issuing additional shares of our common stock or other instruments convertible into, or exchangeable or exercisable for, shares of our common stock during the life of each of the Notes. If we issue additional shares of our common stock or instruments convertible into shares of our common stock, it may materially and adversely affect the market price of our common stock and, in turn, the trading prices of the Notes. In addition, the conversion of some or all of the Notes may dilute the ownership interests of existing holders of our common stock, and any sales in the public market of any shares of our common stock issuable upon such conversion of the Notes could adversely affect prevailing market prices of our common stock. In addition, the anticipated conversion of the Notes could depress the market price of our common stock.

The fundamental change provisions of the Notes and the terms of the Bond Hedge and Warrants may delay or hinder an otherwise beneficial takeover attempt of us.

The fundamental change purchase rights allow holders of Notes to require us to purchase all or a portion of their Notes upon the occurrence of a fundamental change. The provisions of the indenture governing the Notes requiring an increase to the conversion rate for conversions in connection with a make-whole fundamental change, including certain corporate transactions such as a change in control, may result in a change in the value of the Notes. Additionally, upon certain change of control transactions, the offsetting Bond Hedge and Warrants that we entered into at the time we issued the Notes may be exercised and/or terminated early. As a result of these provisions, we may be required to make payments to, or renegotiate terms with, holders of the Notes and/or the hedge counterparties.

These features of the Notes and the Bond Hedge and Warrants, including the financial implications of any renegotiation of the above-mentioned provisions, could have the effect of delaying or preventing a change of control, whether or not it is desired by, or beneficial to, our stockholders, and may result in the acquisition of us being on terms less favorable to our stockholders than it would otherwise be, or could require us to pay a portion of the consideration available in such a transaction to holders of the Notes or Warrants or the counterparties to the Bond Hedge.

Item 1B. Unresolved Staff Comments

None.

Item 2. Properties

We have approximately 1,200,000 leased gross square feet for 48 legacy Galleries, 6 larger format Design Galleries, 8 next generation Design Galleries, 1 RH Modern Gallery, 5 RH Baby & Child Galleries, and 15 Waterworks showrooms. The initial lease term of our retail Galleries generally ranges from 10 to 15 years, and certain leases contain renewal options for up to an additional 25 years. We have approximately 800,000 leased gross square feet for 28 outlet stores that were open as of January 28, 2017.

Most leases for our retail Galleries and outlets provide for a minimum rent, typically including escalating rent increases. In addition, certain leases have a percentage rent based upon sales after minimum thresholds are achieved. Leases generally require us to pay insurance, utilities, real estate taxes, repair and maintenance expenses, and common area maintenance.

Leased Properties

The following table summarizes the location and size of our leased distribution centers and corporate facilities occupied as of January 28, 2017:

Location	Leased Square Footage (Approximate)
<i>RH Furniture Fulfillment Centers</i>	
Patterson, California	1,501,000
Baltimore (North East), Maryland	1,195,000
Mira Loma, California	886,000
Grand Prairie, Texas ⁽¹⁾ ⁽²⁾	859,000
Baltimore (Essex), Maryland ⁽²⁾	508,000
Home delivery locations ⁽³⁾	1,148,000
<i>RH Small Parcel Fulfillment Center</i>	
West Jefferson, Ohio ⁽¹⁾	1,224,000
<i>Waterworks Fulfillment Center</i>	
Brookfield, Connecticut	160,000
<i>Corporate Facilities</i>	
Corte Madera, California ⁽⁴⁾	265,000
Richmond, California ⁽⁵⁾	259,000
Danbury, Connecticut ⁽⁶⁾	26,000
Other	18,000

(1) Customer service center operations are also performed at this location.

(2) Home delivery operations are also performed at this location.

(3) Represents square footage of nine of our eleven home delivery locations. The other two home delivery locations are located at our Grand Prairie, Texas and Baltimore (Essex), Maryland fulfillment centers.

(4) Location of RH Headquarters. Includes approximately 8,000 square feet of warehouse space.

(5) Represents warehouse space.

(6) Location of Waterworks Headquarters.

Owned Properties

We currently own two Galleries: the approximately 9,000 square foot property which is the location of our Gallery in San Francisco's Design District and the approximately 19,000 square foot property which is the location of our Gallery on Yonge Street in Toronto, Canada.

Additionally, we own properties in Yountville, California, including the building occupying our wine tasting room and the adjacent parcel of land, which is expected to be the location of a future Design Gallery.

We believe that our current offices and facilities are in good condition, are being used productively and are adequate to meet our requirements for the foreseeable future.

Item 3. 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, refer to Note 19—*Commitments and Contingencies* in our consolidated financial statements within Part II of this Annual Report on Form 10-K.

Item 4. Mine Safety Disclosures

Not applicable.

PART II

Item 5. Market For Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

Market Information and Dividend Policy

Our common stock trades under the symbol "RH" on the NYSE. The following table sets forth the highest and lowest closing prices for our common stock on the NYSE for the periods indicated.

	<u>Highest</u>	<u>Lowest</u>
Fiscal 2015		
First Quarter	\$ 99.19	\$ 84.85
Second Quarter	\$ 105.63	\$ 86.93
Third Quarter	\$ 103.69	\$ 91.06
Fourth Quarter	\$ 105.64	\$ 60.22
Fiscal 2016		
First Quarter	\$ 59.49	\$ 36.65
Second Quarter	\$ 42.77	\$ 25.39
Third Quarter	\$ 36.38	\$ 28.13
Fourth Quarter	\$ 38.99	\$ 26.09

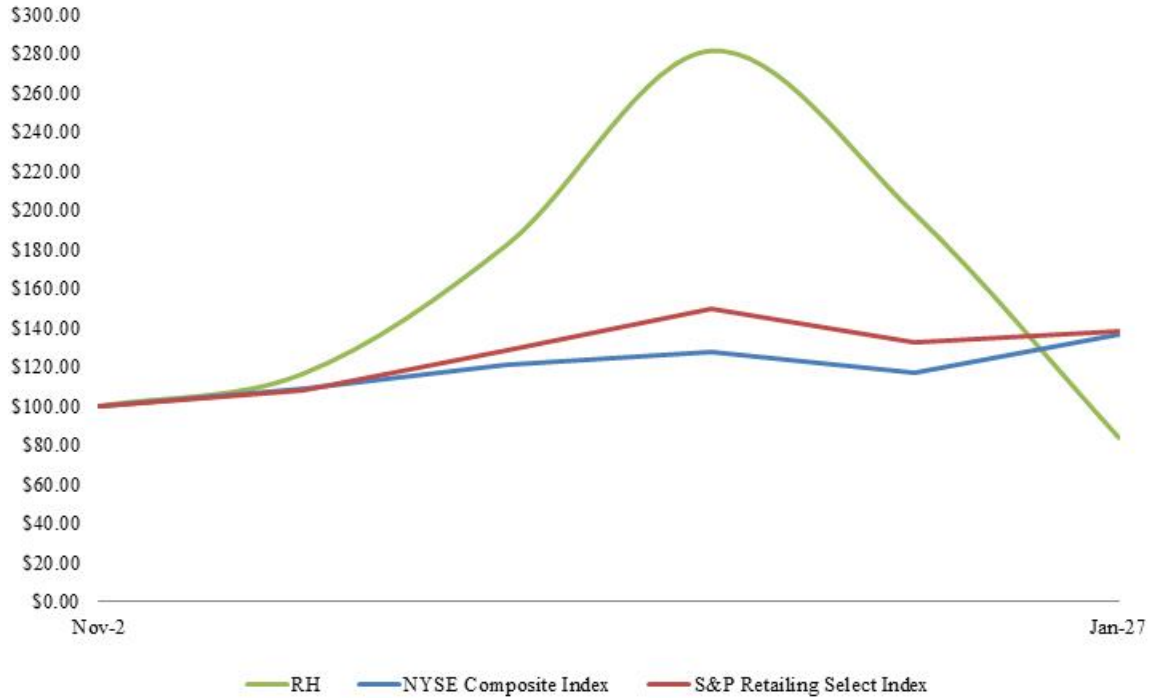
The number of stockholders of record of our common stock as of January 28, 2017 was 40. This number excludes stockholders whose stock is held in nominee or street name by brokers.

No dividends have been declared or paid on our common stock. We do not currently anticipate that we will pay any cash dividends on our common stock in the foreseeable future.

Stock Performance Graph

This performance graph shall not be deemed "soliciting material" or to be "filed" with the SEC for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities under that Section, and shall not be deemed to be incorporated by reference into any filing of RH under the Securities Act of 1933, as amended, or the Exchange Act.

The following graph and table compare the cumulative total stockholder return for our common stock during the period from November 2, 2012 (the date our common stock commenced trading on the NYSE) through January 28, 2017 in comparison to the NYSE Composite Index and the S&P Retailing Select Index, our peer group index. The graph and the table below assume that \$100 was invested at the market close on November 2, 2012 in the common stock of RH, the NYSE Composite Index and the S&P Retailing Select Index. Data for the NYSE Composite Index and the S&P Retailing Select Index assumes reinvestments of dividends. The comparisons in the graph and table are required by the SEC and are not intended to be indicative of possible future performance of our common stock.



	11/2/2012	2/1/2013	1/31/2014	1/30/2015	1/29/2016	01/27/2017
RH	100.00	116.50	182.44	281.45	198.14	83.89
NYSE Composite Index	100.00	108.87	121.04	127.96	116.97	137.02
S&P Retailing Select Index	100.00	107.88	128.22	149.53	132.53	137.97

Repurchases of Common Stock during the Three Months Ended January 28, 2017

During the three months ended January 28, 2017, we repurchased the following shares of our common stock:

	Number of Shares	Average Purchase Price Per Share
<i>October 30, 2016 to November 26, 2016</i>		
No activity	—	\$ —
<i>November 27, 2016 to December 31, 2016</i>		
Shares withheld from delivery ⁽¹⁾	7,291	34.96
<i>January 1, 2017 to January 28, 2017</i>		
No activity	—	—
Total	7,291	\$ 34.96

- (1) Reflects shares withheld from delivery to satisfy exercise price and tax withholding obligations of employee recipients that occur upon the exercise of stock options and vesting of restricted stock units granted under the Company's 2012 Stock Incentive Plan.

On February 21, 2017, our Board of Directors authorized a stock repurchase program of up to \$300 million. For additional information, refer to Note 22—*Subsequent Event* in our consolidated financial statements within Part II of this Annual Report on Form 10-K.

Item 6. Selected Consolidated Financial Data

The following tables present RH's consolidated financial and operating data as of the dates and for the periods indicated.

RH's was formed as a Delaware corporation on August 18, 2011. On November 7, 2012, RH completed an initial public offering and acquired all of the outstanding shares of capital stock of Restoration Hardware, Inc. In connection with the initial public offering, common stock of RH was issued in replacement of prior unit awards under the Team Resto Ownership Plan. These transactions are referred to as the "Reorganization." Prior to the Reorganization, RH did not engage in any business or other activities except in connection with its formation and the Reorganization. Accordingly, all financial and other information herein relating to periods prior to the completion of the Reorganization is that of Restoration Hardware, Inc.

The selected consolidated financial data as of January 28, 2017 and January 30, 2016 and for the fiscal years ended January 28, 2017, January 30, 2016, and January 31, 2015, were derived from consolidated financial statements included in *Item 8—Financial Statements and Supplementary Data*. The selected consolidated financial data as of January 31, 2015 and as of and for the periods ended February 1, 2014 and February 2, 2013 were derived from consolidated financial statements for such years not included herein.

The fiscal years ended January 28, 2017, January 30, 2016, January 31, 2015 and February 1, 2014 each consisted of 52 weeks. The fiscal year ended February 2, 2013 consisted of 53 weeks. The Company's next 53-week fiscal year is the fiscal year ended February 3, 2018.

The selected historical consolidated data presented below should be read in conjunction with *Item 1A—Risk Factors*, *Item 7—Management's Discussion and Analysis of Financial Condition and Results of Operations*, our consolidated financial statements and the notes to our consolidated financial statements.

	Year Ended				
	January 28, 2017	January 30, 2016	January 31, 2015	February 1, 2014	February 2, 2013
(dollars in thousands, except per share amounts)					
Statements of Income:					
Net revenues	\$ 2,134,871	\$ 2,109,006	\$ 1,867,422	\$ 1,550,961	\$ 1,193,046
Cost of goods sold	1,455,084	1,356,314	1,176,648	994,081	756,597
Gross profit	679,787	752,692	690,774	556,880	436,449
Selling, general and administrative expenses	626,751	567,131	525,048	502,029	505,485
Income (loss) from operations	53,036	185,561	165,726	54,851	(69,036)
Interest expense—net	44,482	35,677	17,551	5,733	5,776
Income (loss) before income taxes	8,554	149,884	148,175	49,118	(74,812)
Income tax expense (benefit) (1)	3,153	58,781	57,173	30,923	(62,023)
Net income (loss)	\$ 5,401	\$ 91,103	\$ 91,002	\$ 18,195	\$ (12,789)
Weighted-average shares used in computing basic net income (loss) per share	40,691,483	40,190,448	39,457,491	38,671,564	9,428,828
Basic net income (loss) per share	\$ 0.13	\$ 2.27	\$ 2.31	\$ 0.47	\$ (1.36)
Weighted-average shares used in computing diluted net income (loss) per share	40,926,840	42,256,559	41,378,210	40,416,630	9,428,828
Diluted net income (loss) per share	\$ 0.13	\$ 2.16	\$ 2.20	\$ 0.45	\$ (1.36)
Other Financial and Operating Data:					
Direct as a percentage of net revenues(2)	45 %	49 %	50 %	47 %	46 %
Growth in net revenues:					
Stores (3)	9 %	16 %	14 %	27 %	20 %
Direct	(7) %	10 %	28 %	33 %	30 %
Total	1 %	13 %	20 %	30 %	25 %
Comparable brand revenue growth (4)	(7) %	11 %	20 %	31 %	28 %
Capital expenditures (5)	\$ 157,644	\$ 133,460	\$ 110,359	\$ 93,868	\$ 49,058
Construction related deposits (6)	\$ 23,380	\$ 20,049	\$ 9,250	\$ —	\$ —
Adjusted net income (7)	\$ 51,789	\$ 114,772	\$ 97,636	\$ 69,101	\$ 37,739
	January 28, 2017	January 30, 2016	January 31, 2015	February 1, 2014	February 2, 2013
(in thousands)					
Balance Sheet Data:					
Cash and cash equivalents (as revised)	\$ 87,023	\$ 331,467	\$ 145,686	\$ 13,389	\$ 8,354
Short-term and long-term investments(8)	175,889	152,855	80,506	—	—
Working capital (9)	722,355	861,304	540,299	276,919	239,253
Total assets (as revised)	2,192,520	2,067,944	1,522,036	1,025,103	789,613
Convertible senior notes due 2019—net(10)	314,543	300,711	287,487	—	—
Convertible senior notes due 2020—net(10)	239,876	224,887	—	—	—
Revolving line of credit	—	—	—	85,425	82,501
Financing obligations under build-to-suit lease transactions	203,015	146,621	124,770	33,165	—
Notes payable for share repurchases	19,390	19,523	19,285	2,710	—
Total debt (including current portion)(11)	581,318	552,702	314,514	90,331	87,029
Total stockholders' equity	919,869	886,160	702,916	545,272	451,611

(1) As of the end of fiscal 2012, our U.S. operations achieved a position of cumulative profits (adjusted for permanent differences) for the most recent three-year period. We concluded that this record of cumulative profitability in recent years, coupled with our business plan for profitability in future periods, provided assurance that our future tax benefits more likely than not would be realized. Accordingly, in the year ended February 2, 2013, we released all of our U.S. valuation allowance of \$57.2 million against net deferred tax assets.

(2) Direct revenues include sales through our Source Books, websites, and Trade and Contract businesses.

- (3) Stores data represents retail stores, including Waterworks showrooms, plus outlet stores.
- (4) Comparable brand revenue growth includes direct net revenues and retail comparable store sales, including RH Baby & Child and RH Modern Galleries. Comparable brand revenue growth excludes retail non-comparable store sales, closed store sales and outlet store net revenues. Comparable store sales have been calculated based upon retail stores, excluding outlet stores, that were open at least fourteen full months as of the end of the reporting period and did not change square footage by more than 20% between periods. If a store is closed for seven days during a month, that month will be excluded from comparable store sales. Waterworks revenue is excluded from comparable brand revenue growth and will be added in the first full month following the anniversary of the acquisition. Membership revenue is excluded from comparable brand revenue growth and will be added in the first full month following the anniversary of the program launch. The impact on net revenues related to the product recalls in fiscal 2016 has been excluded from comparable brand revenue growth. Because fiscal 2012 was a 53-week year, comparable brand revenue growth percentage for fiscal 2012 excludes the extra week of revenue.
- (5) Capital expenditures include the acquisition of buildings and land in fiscal 2015. There was no acquisition of buildings and land in any of the other periods presented.
- (6) Construction related deposits relate to payments to escrow accounts for future construction of next generation Design Galleries.
- (7) 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 net income (loss), adjusted for the impact of certain non-recurring and other items that we do not consider representative of our ongoing 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.

	Year Ended				
	January 28, 2017	January 30, 2016	January 31, 2015	February 1, 2014	February 2, 2013
	(in thousands)				
Net income (loss)	\$ 5,401	\$ 91,103	\$ 91,002	\$ 18,195	\$ (12,789)
Adjustments pre-tax:					
Amortization of debt discount (a)	26,404	19,803	6,852	—	—
Product line impairments (b)	12,743	—	—	—	—
Legal claim (c)	8,701	19,046	7,700	—	—
Impact of inventory step-up (d)	6,835	—	—	—	—
Reorganization related costs (e)	5,698	—	—	—	—
Aircraft impairment (f)	4,767	—	—	—	—
Recall accrual (g)	4,615	—	—	—	—
Non-cash and other one-time compensation (h)	3,672	—	—	63,155	115,055
Acquisition related costs (i)	2,847	—	—	—	—
Initial public offering costs (j)	—	—	—	—	10,755
Special committee investigation and remediation (k)	—	—	—	—	4,778
Management and pre-IPO board fees (l)	—	—	—	—	4,258
Anti-dumping exposure (m)	—	—	—	—	3,250
Lease termination costs (n)	—	—	—	—	(386)
Follow-on offering fees (o)	—	—	—	2,895	—
Subtotal adjusted items	76,282	38,849	14,552	66,050	137,710
Impact of income tax items (p)	(29,894)	(15,180)	(7,918)	(15,144)	(87,182)
Adjusted net income	<u>\$ 51,789</u>	<u>\$ 114,772</u>	<u>\$ 97,636</u>	<u>\$ 69,101</u>	<u>\$ 37,739</u>

- (a) 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") and for the \$300 million aggregate principal amount of convertible senior notes that were issued in June and July 2015 (the "2020 Notes"), we separated the 2019 Notes and 2020 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 and 2020 Notes over their respective terms. The equity components represent the difference between the proceeds from the issuance of the 2019 Notes and 2020 Notes and the fair value of the liability components of the 2019 Notes and 2020 Notes, respectively.

Amounts are presented net of interest capitalized for capital projects of \$2.4 million, \$2.3 million and \$1.1 million during fiscal 2016, fiscal 2015 and fiscal 2014, respectively.

- (b) Represents the impairments associated with RH Contemporary Art and RH Kitchen. RH Contemporary Art has been integrated into the broader RH platform and no longer operates as a separate division. This resulted in cost of goods sold of \$1.1 million which represents impairment of inventory, and selling, general and administrative expenses of \$10.6 million which represents lease related charges, property and equipment disposals, and donations. The impairment related to RH Kitchen is a result of the alignment with the Waterworks Kitchen product line strategy. This resulted in cost of goods sold of \$1.0 million which represents impairment of inventory.
- (c) Represents charges incurred or the estimated cumulative impact of coupons redeemed in connection with a legal claim alleging that the Company violated California's Song-Beverly Credit Card Act of 1971 by requesting and recording ZIP codes from customers paying with credit cards. Refer to Note 19 — *Commitments and Contingencies* in our consolidated financial statements.
- (d) Represents the non-cash amortization of the inventory fair value adjustment recorded in connection with our acquisition of Waterworks.
- (e) Represents costs associated with a reorganization, which include severance costs and related taxes, partially offset by a reversal of stock-based compensation expense related to unvested equity awards.
- (f) Represents the impairment recorded upon reclassification of aircraft as asset held for sale.
- (g) In the fourth quarter of fiscal 2016, we initiated a product recall of certain of our products. The recall, which affected our results for fiscal 2016, had the following effect on our income before taxes:

	<u>Year Ended</u>	
	<u>January 28,</u>	
	<u>2017</u>	
	(in thousands)	
Reduction of net revenues	\$	3,441
Incremental cost of goods sold		535
Impact on gross profit		3,976
Incremental selling, general and administrative expenses		639
Impact on income before income taxes	\$	4,615

- (h) The adjustment for fiscal 2016 represents a non-cash compensation charge related to one-time, fully vested option grants made in connection with our acquisition of Waterworks. Fiscal 2013 includes a \$33.7 million non-cash compensation charge related to the one-time, fully vested option granted to Mr. Friedman upon his reappointment as Chairman and Co-Chief Executive Officer in July 2013 and a \$29.5 million non-cash compensation charge related to the performance-based vesting of certain shares granted to Mr. Friedman. Fiscal 2012 includes a \$92.0 million non-cash compensation charge related to equity grants at the time of the Reorganization, as well as a non-cash compensation charge of \$23.1 million related to the performance-based vesting of certain shares granted to Mr. Alberini and Mr. Friedman.
- (i) Represents costs incurred in connection with our acquisition of Waterworks including professional fees.
- (j) Represents costs incurred in connection with our initial public offering, including a fee of \$7.0 million to Catterton Management Company, LLC, Tower Three Partners LLC and GJK Capital Advisors, LLC in accordance with our management services agreement, payments of \$2.2 million to certain former executives and bonus payments to employees of \$1.3 million.
- (k) Represents legal and other professional fees incurred in connection with the investigation conducted by the special committee of the board of directors relating to our Chief Executive Officer, Gary Friedman, and our subsequent remedial actions.
- (l) Includes fees and expenses paid in accordance with our management services agreement with Home Holdings, as well as fees and expense reimbursements paid to our board of directors prior to the initial public offering.
- (m) Represents expense incurred as a result of increased tariff obligations of one of our foreign suppliers following the U.S. Department of Commerce's review of the anti-dumping duty order on wooden bedroom furniture from China for the period from January 1, 2011 through December 31, 2011.
- (n) Includes lease termination costs for retail stores that were closed prior to their respective lease termination dates. The lease termination amount in fiscal 2012 includes changes in estimates regarding liabilities for future lease payments for closed stores.
- (o) Represents legal and other professional fees incurred in connection with our follow-on offerings in May 2013 and July 2013.
- (p) As of the end of fiscal 2012, our U.S. operations achieved a position of cumulative profits for the most recent three-year period. We concluded that this record of cumulative profitability in recent years, coupled with our business plan for profitability in future periods provided assurance that our future tax benefits more likely than not would be realized. Accordingly, in fiscal 2012, we released all of our U.S. valuation allowance against net deferred tax assets. In

addition, income tax items exclude the tax benefit related to the resolution of our Canada Revenue Agency examination in fiscal 2012, exclude the tax benefit from the utilization of federal and state net operating losses, and assume a normalized tax rate of 40% for fiscal 2012 through fiscal 2014. The adjustment for fiscal 2015 represents the tax effect of the adjusted items based on our effective tax rate of 39.2%. Fiscal 2016 assumes a normalized tax rate of 39%

- (8) As of fiscal 2016, fiscal 2015 and fiscal 2014, \$142.7 million, \$130.8 million and \$62.2 million, respectively, of our investments are due within one year. As of fiscal 2016, fiscal 2015 and fiscal 2014, \$33.2 million, \$22.1 million and \$18.3 million, respectively, of our investments are due within two years.
- (9) Working capital is defined as current assets, less current liabilities, excluding the current portion of long-term debt.
- (10) Represents our obligations, net of debt discount, related to the 2019 Notes and 2020 Notes. The aggregate principal amounts due under the 2019 Notes and 2020 Notes are \$350 million and \$300 million, respectively.
- (11) Total debt (including current portion) includes the 2019 Notes and 2020 Notes, net of debt discount, revolving line of credit, term loan, notes payable for share repurchases and capital lease obligations.

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

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, tableware, 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 business is fully integrated across our multiple channels of distribution, consisting of our stores, Source Books and websites. As of January 28, 2017, we operated a total of 85 retail Galleries, consisting of 50 legacy Galleries, 6 larger format Design Galleries, 8 next generation Design Galleries, 1 RH Modern Gallery and 5 RH Baby & Child Galleries throughout the United States and Canada, and 15 Waterworks showrooms in the United States and in the U.K. In addition, as of January 28, 2017, we operated 28 outlet stores throughout the United States and Canada.

In fiscal 2016, we have experienced a slowdown in sales and substantially lower level of profits than in prior periods. We have undertaken initiatives to specifically address the temporal factors affecting our results in fiscal 2016, in addition to the other numerous initiatives we are undertaking to improve our business and financial performance in fiscal 2017 and beyond. If these initiatives are successful, we may return to rates of growth in revenues and improvements in margins and profitability that are more in line with our historical growth patterns prior to the downturn that we experienced in fiscal 2016. However, there can be no assurance that these efforts will be successful or that we will not encounter other operational difficulties during fiscal 2017 and future time periods that may have a negative impact on growth and profitability. For further information on the temporal factors affecting our results and our initiatives, see *Item 7—Management's Discussion and Analysis of Financial Condition and Results of Operations—Overview—Key Value Driving Strategies* and *Item 7—Management's Discussion and Analysis of Financial Condition and Results of Operations—Factors Affecting our Results of Operations*.

We have also decided to lower our new Gallery opening cadence to three to five Galleries per year, which we believe will drive high-quality, sustainable growth and lower our capital requirements and execution risk over the course of our real estate transformation. We also believe the slower opening cadence will put less pressure on our infrastructure, enabling greater capital discipline throughout the organization.

Acquisition of Waterworks

On May 27, 2016, we acquired a controlling interest in Design Investors WW Acquisition Company, LLC, which owns the business operating under the name "Waterworks," for consideration consisting of approximately \$119.9 million, consisting of \$118.4 million funded with available cash and \$1.5 million representing the fair value of rollover units, which amount is subject to adjustment for changes in working capital and other items. After the transaction, and giving effect to equity interests acquired by management in the business, we own in excess of 90% of the total equity interests in Waterworks.

Waterworks has long been the definition of the well-appointed bath, and is the only complete bath and kitchen business offering fittings, fixtures, furniture, furnishings, accessories, lighting, hardware and surfaces under one brand in the market. Waterworks is composed of the Waterworks, Waterworks Kitchen and Waterworks Studio brands, all built on a foundation of impeccable style, design integrity, quality and craftsmanship. Waterworks prides itself on its deep relationships in the design community and the technical expertise and tenure of its people.

Waterworks products are sold through its 15 showrooms in the United States and in the U.K., as well as through its boutique retail partners, hospitality division and online.

Key Value Driving Strategies

In order to drive growth across our business, we are focused on the following long-term key strategies:

- *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 next generation Design Galleries that are sized to the potential of each market and the size of our assortment. New next generation Design Gallery sites are identified based on a variety of factors, including timing of legacy Gallery lease expiration, availability of suitable new site locations, the negotiation of favorable economic terms to the Company for the new location, as well as satisfactory and timely completion of real estate development including procurement of permits and completion of construction. The number of next generation 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.

Based on recent trends and our plans for product assortment expansion and new businesses, we are generally targeting a range of 25,000 to 60,000 leased selling square feet for new locations. Landlords are currently offering us leases that accommodate these space requirements and that have favorable terms, which are typically available only to anchor tenants. Based on our analysis, we believe we have the opportunity to operate next generation Design Galleries in 60 to 70 locations in the United States and Canada.

- *Expand Our Offering and Increase Our Market Share.* We believe we have a significant opportunity to increase our market share by:
 - growing our merchandise assortment;
 - introducing new products and categories, including our introduction of RH Modern, RH TEEN and the addition of the Waterworks business;
 - expanding our service offerings, including the introduction of the RH Interior Design program and cafes, wine vaults and coffee bars at our next generation Design Galleries;
 - 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, our digital marketing initiatives and our advertising and public relations activities and events.
- *Elevate the Customer Experience.* 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 improvements in product quality and enhancements in sourcing, product availability, in-home delivery and all aspects of customer care and service. We plan to invest significant time in fiscal 2017 architecting a new fully integrated back-end operating platform, inclusive of the supply chain network, the home delivery experience as well as a new metric driven quality system and company-wide decision data. 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 planned launch of an integrated food and beverage experience in a number of our new Galleries, will further enhance our customers' in-store experience, in addition to allowing us to further disrupt the highly fragmented home furnishings landscape and achieve market share gains.
- *Increase Operating Margins.* We have the opportunity to continue to improve our operating margins by leveraging our fixed occupancy, advertising and corporate general and administrative costs, as well as leveraging our scalable infrastructure. Key areas in which we believe we will increase operating margins include:
 - *Occupancy Leverage*—We believe that our real estate transformation will allow us to better leverage our fixed occupancy costs. Our next generation Design Galleries are expected to generate increased sales volumes in each market. We expect that these increased sales volumes, coupled with the favorable economics and lower rent per square foot, as compared to our legacy Galleries, will provide significant leverage of our retail occupancy costs. We also expect leverage in our supply chain network design as we optimize our inventory investments over time and further leverage our distribution center infrastructure.
 - *Advertising Cost Leverage*—We believe the physical expression and retail experience in our next generation Design Galleries serve as the best form of advertising for RH. Our next generation Design Galleries are expected to generate increased sales volumes in each market as compared to the legacy Gallery in that market. As a result, the higher sales volumes achieved will leverage our fixed advertising expenditures in each market. We also continue to explore opportunities to further optimize our Source Book strategy and enhance our online marketing initiatives.
 - *Improved Product Margin & Shipping Efficiencies*—We believe we can obtain additional operating margin expansion from improved product margins and shipping efficiencies. We believe we have pricing power that should continue to improve as we continue to take market share in the highly-fragmented luxury home furnishings market. As our newer categories and products gain scale, we also expect improved vendor pricing. In addition, we anticipate further efficiencies of in-sourcing our home delivery locations and opportunities to optimize our shipping model over time and plan to invest significant time in fiscal 2017 architecting a new fully integrated back-end operating platform, inclusive of the supply chain network, the home delivery experience as well as a new metric driven quality system and company-wide decision data.
 - *Other Selling, General and Administrative Expenses*—We believe that as we increase our sales we have significant opportunity to leverage our fixed corporate and other general and administrative expenses.

- *Optimize the Allocation of Capital in the Business.* We believe that our operations and current initiatives present a significant opportunity to optimize the allocation of capital in our business, including generating free cash flow and optimizing cash on our balance sheet. Our current efforts to optimize the allocation of capital in our business include taking steps such as seeking to rationalize our SKU count and reduce overall levels of inventory, which includes selling slower moving, discontinued and other inventory through markdowns and our outlet channel, and optimizing our distribution network that is used to move merchandise to achieve greater efficiency and lower requirements for carrying inventory to meet customer demand. We plan to lower our new Gallery opening cadence to three to five Galleries per year, which we believe will result in improved deal economics, lower build out costs and higher returns. We also believe the slower opening cadence will put less pressure on our infrastructure, enabling greater capital discipline throughout the organization. In addition, we have a number of assets that can be sold to third parties in order to generate cash. We may enter into sale and leaseback transactions with respect to certain real estate that we own, for example, and may enter into capital or operating leases in lieu of purchasing or holding certain assets that are used in our business. We intend to continue to seek out and evaluate opportunities for effectively managing and deploying capital in ways that support and enhance our business initiatives and strategies.
- *Pursue International Expansion.* We plan to strategically expand our business into select countries outside of the United States, Canada and the U.K. in the future. We believe that our luxury brand positioning and unique aesthetic will have strong international appeal.

In fiscal 2016, we made several strategic investments and changes to our business model that we believe will strengthen our brand and position the business for growth in the future. However, our fiscal 2016 results also reflect the effect of temporal issues that we have faced, including the costs related to the launch of RH Modern; the timing of recognizing membership revenues related to the transition from a promotional to a membership model; efforts to reduce inventories and rationalize our SKU count; and the decision to move our 2016 Source Book mailing from the spring 2016 to the fall. We continue to believe that we are making the necessary investments and changes to position our business for the long-term. In fiscal 2017, we expect to anniversary the costs related to the launch of RH Modern; benefit from the deferral of membership revenue, plus capture additional revenue from new members and renewals; cycle our efforts to reduce inventories and rationalize our SKU count; and build revenues from the mailing strategy of our 2016 Source Books. We also expect incremental revenues from the four new Design Galleries opened in 2016, our successful hospitality experience at RH Chicago, The Gallery at the Three Arts Club, and new Design Galleries expected to open in 2017.

Factors Affecting Our Results of Operations

Various factors affected our results for the periods presented in this “Management’s Discussion and Analysis of Financial Condition and Results of Operations” including the following:

Our Strategic Initiatives. We are in the process of implementing a number of significant business initiatives that have had and will continue to have an impact on our results of operations, including:

- the introduction and expansion of new product categories and services, including the launch of RH Modern, RH TEEN and the acquisition of Waterworks;
- efforts to reduce inventories and rationalize our SKU count;
- the transition from a promotional to a membership model;
- changes in our Source Book circulation strategy including the depth, frequency and timing of mailings as well as the scope of product offerings displayed in our Source Books;
- changes in the Gallery opening cadence;
- the development of our new larger format Design Galleries, which we refer to as next generation Design Galleries, in a number of new locations;
- the optimization of our store sizes to better fit anticipated demand in a given market;
- efforts to elevate the customer experience including architecting a new fully integrated back-end operating platform, inclusive of the supply chain network, the home delivery experience as well as a new metric driven quality system and company-wide decision data, vendor product initiatives and changes to the way we operate our distribution centers, home delivery hubs and customer service centers; and
- the introduction of an integrated hospitality experience, including the roll out of an integrated food and beverage experience in a number of our new Galleries.

As a result of the number of current business initiatives we are pursuing, we have experienced in the past, and may experience in the future, significant period-to-period variability in our financial performance and results of operations.

Our fiscal 2016 results were negatively impacted by several factors, including:

- *Costs Related to the Launch of RH Modern.* We experienced incremental costs related to the launch of RH Modern in fiscal 2016. Although there has been considerable demand for RH Modern products, we encountered initial difficulties in ramping up production in response to this demand. Due in part to these difficulties, we implemented initiatives to elevate the customer experience during the first and second quarters of fiscal 2016. We invested approximately \$16 million of customer accommodations that were a direct offset to net revenues, as well as \$4 million of expedited shipping charges and other product costs. These efforts resulted in substantial customer accommodations and related expenses which negatively affected our financial results during these periods.
- *Timing of Recognizing RH Members Program Revenues.* Our fiscal 2016 financial results were negatively impacted by the timing of recognizing membership revenues related to our transition from a promotional to a membership model via the introduction of the RH Members Program. The RH Members Program fee is amortized on a monthly basis over the annual membership period and therefore at the time of launching the program these fees negatively impact margin in the short-term. We introduced the RH Members Program as an alternative to prior practices involving numerous event-driven promotions, which has changed the promotional cadence of our business from historical norms. The multiple sale events and email communications during the year did not reflect the brand we are building, nor were those promotions aligned with how our customers shop with us. Our business has evolved from a “product” based business to a “project” based business. The RH Members Program allows our customers to shop for what they want, when they want, and receive the greatest value. Since the launch of the RH Members Program, we have learned that the selling cycle with members is longer, as transactions are not closed with the urgency of artificially imposed sale deadlines, and the timing of recognizing membership revenues evenly over the membership period will depress margins in the short term.
- *Efforts to Reduce Inventories and Rationalize SKU Count.* In fiscal 2016, we commenced initiatives to streamline and optimize our inventory levels and to refine and rationalize our merchandise assortment through markdowns in an effort to forego adding a planned furniture distribution center to the network in fiscal 2017.
- *Decision to Push Our 2016 Source Book Mailing from Spring to Fall.* We believe our decision to move the mailing of our annual Source Books from spring to the fall in fiscal 2016 had a negative impact on our net revenues. The Fall 2016 mailing was not complete until mid-December and therefore was not as meaningful a contributor to net revenues in fiscal 2016 as in fiscal 2015 where sales benefited from a longer build of the Spring 2015 Source Books.

Our Ability to Source and Distribute Products Effectively. Our net revenues and gross profit are affected by our ability to purchase our merchandise in sufficient quantities at competitive prices. Our current and anticipated demand, our level of net revenues have been adversely affected in prior periods by constraints in our supply chain, including the inability of our vendors to produce sufficient quantities of some merchandise in a manner that was able to match market demand from our customers, leading to higher levels of customer back orders and lost sales. For example, some of our vendors experienced difficulty in producing goods in sufficient quantity to meet initial customer demand in connection with the introduction of our RH Modern.

Consumer Preferences and Demand. Our ability to maintain our appeal to existing customers and attract new customers depends on our ability to originate, develop and offer a compelling product assortment responsive to customer preferences and design trends. We have successfully introduced a large number of new products during recent periods, which we believe has been a contributing factor in our sales and results of operations. We also acquired Waterworks in fiscal 2016 and have added Waterworks product offerings to our platform. Periods in which our products have achieved strong customer acceptance generally have had more favorable results. If we misjudge the market for our products or the product lines that we acquire, we may be faced with excess inventories for some products and may be required to become more promotional in our selling activities, which would impact our net revenues and gross profit.

The Waterworks Acquisition. We acquired a controlling interest in Design Investors WW Acquisition Company, LLC, which owns the business operating under the name “Waterworks,” on May 17, 2016. For fiscal 2016, the increase in our net revenues was primarily due to the acquisition of Waterworks, which contributed \$74.8 million, or 4%, to our net revenues. Despite contributing to our net revenues, in fiscal 2016, Waterworks had an operating loss of \$12.9 million, which had a substantial negative impact on our net income and earnings. The Waterworks operating loss included non-cash amortization of \$6.8 million related to the inventory fair value adjustment recorded in connection with our acquisition of Waterworks, as well as a non-cash compensation charge of \$3.7 million related to the one-time, fully vested option grants made in connection with our acquisition of Waterworks.

Overall Economic Trends. The industry in which we operate is cyclical, and consequently our revenues are affected by general economic conditions including conditions that affect the housing market. We target consumers of high-end home furnishings. As a result, we believe that our sales are sensitive to a number of macroeconomic factors that influence consumer spending generally, but that our sales are particularly affected by the health of the higher end customer and demand levels from that customer demographic. While the overall home furnishings market may be influenced by factors such as employment levels, interest rates, demographics of new household formation and the affordability of homes for the first time home buyer, the higher end of the housing market may be disproportionately influenced by other factors including the number of foreign buyers in higher end real estate markets in the U.S., the number of second and third homes being bought and sold, stock market prices and the perceived prospect for capital appreciation in higher end real estate. We have in the past experienced volatility in our sales trends related to many of these factors and believe our sales may be impacted by these economic factors in future periods. Additionally, we have seen a weakness in consumer spending at the luxury end of the retail market. These headwinds tied to macroeconomic factors may continue in future quarters. For more information, refer to *Item 1A—Risk Factors—Changes in consumer spending and factors that influence spending of the specific consumers we target, including the health of the high-end housing market, may significantly impact our revenue and results of operations.*

Fluctuation in Quarterly Results. Our quarterly results have historically varied depending upon a variety of factors, including the timing and extent of product offerings, promotional events, store openings, shifts in the timing of holidays and the timing and circulation of our Source Books, among other things. As a result of these factors, our working capital requirements and demands on our product distribution and delivery network may fluctuate during the year. Unique factors in any given quarter may affect period-to-period comparisons between the quarters being compared, and the results for any quarter are not necessarily indicative of the results that we may achieve for a full fiscal year. In addition, the introduction of the RH Members Program may influence the seasonality of our business, which previously fluctuated based on the timing of our promotional events.

In fiscal 2016, the vast majority of our product newness was introduced in the fall of fiscal 2016, primarily due to the decision to move the mailing of our annual Interiors Source Book to the fall, whereas our Interiors Source Book was circulated in the spring in the prior years. The timing and cadence of new product introductions is an important factor when comparing quarter and year over year results.

As a result of the number of current business initiatives we are pursuing, we have experienced in the past and may experience in the future significant period-to-period variability in our financial performance and results of operations. While we anticipate that these initiatives will support the growth of our business, costs and timing issues associated with pursuing these initiatives can negatively affect our growth rates in the short term and may amplify fluctuations in our growth rate from quarter to quarter. In addition, we anticipate that our net revenues, adjusted net income and other performance metrics will remain variable as our business model continues to emphasize high growth and numerous, concurrent and evolving business initiatives.

Product Recalls. In fiscal 2016, we initiated product recalls on certain of our products. These recalls impacted our results for the fourth quarter of fiscal 2016. We established a reserve for the product recalls after considering various factors including estimates for future returns, logistics for managing product returns, as well as legal fees.

The recalls had the following effect on our income before income taxes:

	Year Ended	
	January 28,	
	2017	
	(in thousands)	
Reduction of net revenues	\$	3,441
Incremental cost of goods sold		535
Impact on gross profit		3,976
Incremental selling, general and administrative expenses		639
Impact on income before income taxes	\$	4,615

How We Assess the Performance of Our Business

In assessing the performance of our business, we consider a variety of financial and operating measures that affect our results of operations, including:

Net Revenues. Net revenues reflect our sale of merchandise plus shipping and handling revenue collected from our customers, less returns and discounts. Revenues are recognized upon receipt of product by our customers. We collect annual membership fees related to the RH Members Program, which are recorded as deferred revenue and recognized as revenue on a straight-line basis over the membership period, or one year.

Gross Profit. Gross profit is equal to our net revenues less cost of goods sold. Gross profit as a percentage of our net revenues is referred to as gross margin. Cost of goods sold include the direct cost of purchased merchandise; inventory shrinkage, inventory adjustments due to obsolescence, including excess and slow-moving inventory and lower of cost or market reserves; inbound freight; all freight costs to get merchandise to our stores; design, buying and allocation costs; occupancy costs related to store operations and our supply chain, such as rent and common area maintenance for our leases; depreciation and amortization of leasehold improvements, equipment and other assets in our stores and distribution centers. In addition, cost of goods sold include all logistics costs associated with shipping product to our customers, which are partially offset by shipping income collected from customers (recorded in net revenues). We expect gross profit to increase to the extent that we successfully grow our net revenues and leverage the fixed portion of cost of goods sold.

Our gross profit can be favorably impacted by sales volume increases, as occupancy and certain other costs that are largely fixed do not necessarily increase proportionally with volume increases. Changes in the mix of our products may also impact our gross profit. We review our inventory levels on an ongoing basis in order to identify slow-moving merchandise and use product markdowns and our outlet stores to efficiently sell these products. The timing and level of markdowns are driven primarily by customer acceptance of our merchandise. The primary drivers of the costs of individual goods are raw materials costs, which fluctuate based on a number of factors beyond our control, including commodity prices, changes in supply and demand, general economic conditions, competition, import duties, tariffs and government regulation, logistics costs (which may increase in the event of, for example, expansions of or interruptions in the operation of our distribution centers, furniture home delivery hubs and customer service center or damage or interruption to our information systems) and labor costs in the countries where we source our merchandise. We place orders with merchandise vendors primarily in United States dollars and, as a result, are not exposed to significant foreign currency exchange risk.

Our gross profit may not be comparable to other specialty retailers, as some companies may not include all or a portion of the costs related to their distribution network and store occupancy in calculating gross profit as we and many other retailers do, but instead may include them in selling, general and administrative expenses. In addition, certain of our store leases are accounted for as build-to-suit lease transactions which result in our recording a portion of our rent payments under these agreements in interest expense on the consolidated statements of income.

Selling, General and Administrative Expenses. Selling, general and administrative expenses include all operating costs not included in cost of goods sold. These expenses include payroll and payroll related expenses, store expenses other than occupancy and expenses related to many of our operations at our corporate headquarters, including utilities, depreciation and amortization, credit card fees and marketing expense, which primarily includes Source Book production, mailing and print advertising costs. All store pre-opening costs are included in selling, general and administrative expenses and are expensed as incurred. Selling, general and administrative expenses as a percentage of net revenues are usually higher in lower-volume quarters and lower in higher-volume quarters because a significant portion of the costs is relatively fixed.

In recent periods we have experienced increased selling, general and administrative expenses, excluding certain one-time and non-cash items discussed in “Basis of Presentation and Results of Operations” below. The most significant components of these increases are employment costs due to company growth and expansion, an increase in professional fees and other corporate costs, an increase in corporate occupancy costs associated with our corporate office expansion and upgraded technology systems, as well as an increase in credit card fees due to increased revenues. We expect certain of these expenses to continue to increase as we continue to open new stores, develop new product categories and otherwise pursue our current business initiatives.

Adjusted Net Income. We believe that adjusted net income is a useful measure of operating performance, as the adjustments eliminate non-recurring and other items that are not reflective of underlying business performance, facilitate a comparison of our operating performance on a consistent basis from period-to-period and provide for a more complete understanding of factors and trends affecting our business. We also use adjusted net income as one of the primary methods for planning and forecasting overall expected performance and for evaluating on a quarterly and annual basis actual results against such expectations.

We define adjusted net income as consolidated net income, adjusted for the impact of certain non-recurring and other items that we do not consider representative of our ongoing operating performance. Refer to Item 6—*Selected Consolidated Financial Data* for further information.

Comparable Brand Revenue. We believe that comparable brand revenue is a meaningful metric to evaluate period-to-period changes in net revenue performance given the integrated multi-channel nature of our business, the synergies between our retail stores, websites and Source Books, and the fact that customers shop across all of these channels.

Comparable brand revenue growth includes direct net revenues and retail comparable store sales, including RH Baby & Child and RH Modern Galleries. Comparable brand revenue growth excludes retail non-comparable store sales, closed store sales and outlet store net revenues. Comparable store sales have been calculated based upon retail stores, excluding outlet stores, that were open at

least fourteen full months as of the end of the reporting period and did not change square footage by more than 20% between periods. If a store is closed for seven days during a month, that month will be excluded from comparable store sales. Waterworks revenue is excluded from comparable brand revenue growth and will be added in the first full month following the anniversary of the acquisition. Membership revenue is excluded from comparable brand revenue growth and will be added in the first full month following the anniversary of the program launch. The impact on net revenues related to the product recalls in fiscal 2016 has been excluded from comparable brand revenue growth.

As the comparable brand revenue metric includes changes in retail store net revenues (i.e. comparable store sales) on a period-to-period basis and also incorporates changes in net revenues resulting from Source Book and websites sales, we believe this metric provides better information to investors in terms of evaluating our business performance and a better basis to compare performance to that of key competitors.

Basis of Presentation and Results of Operations

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

	Year Ended		
	January 28, 2017	January 30, 2016	January 31, 2015
	(dollars in thousands)		
Statements of Income:			
Net revenues	\$ 2,134,871	\$ 2,109,006	\$ 1,867,422
Cost of goods sold	<u>1,455,084</u>	<u>1,356,314</u>	<u>1,176,648</u>
Gross profit	679,787	752,692	690,774
Selling, general and administrative expenses	<u>626,751</u>	<u>567,131</u>	<u>525,048</u>
Income from operations	53,036	185,561	165,726
Interest expense—net	<u>44,482</u>	<u>35,677</u>	<u>17,551</u>
Income before income taxes	8,554	149,884	148,175
Income tax expense	<u>3,153</u>	<u>58,781</u>	<u>57,173</u>
Net income	<u>\$ 5,401</u>	<u>\$ 91,103</u>	<u>\$ 91,002</u>
Other Financial and Operating Data:			
Direct as a percentage of net revenues ⁽¹⁾	45 %	49 %	50 %
Growth in net revenues:			
Stores ⁽²⁾	9 %	16 %	14 %
Direct	(7) %	10 %	28 %
Total	1 %	13 %	20 %
Comparable brand revenue growth ⁽³⁾	(7) %	11 %	20 %
Capital expenditures ⁽⁴⁾	\$ 157,644	\$ 133,460	\$ 110,359
Construction related deposits ⁽⁵⁾	\$ 23,380	\$ 20,049	\$ 9,250

(1) Direct revenues include sales through our Source Books, websites, and phone orders, including our Contract business and a portion of our Trade business.

(2) Stores data represents retail stores, including Waterworks showrooms, plus outlet stores. Net revenues for outlet stores, which includes warehouse sales, for fiscal 2016, fiscal 2015 and fiscal 2014 were \$144.6 million, \$142.8 million and \$121.6 million, respectively.

(3) Comparable brand revenue growth includes direct net revenues and retail comparable store sales, including RH Baby & Child and RH Modern Galleries. Comparable brand revenue growth excludes retail non-comparable store sales, closed store sales and outlet store net revenues. Comparable store sales have been calculated based upon retail stores, excluding outlet stores, that were open at least fourteen full months as of the end of the reporting period and did not change square footage by more than 20% between periods. If a store is closed for seven days during a month, that month will be excluded from comparable store sales. Waterworks revenue is excluded from comparable brand revenue growth and will be added in the first full month following the anniversary of the acquisition. Membership revenue is excluded from comparable brand revenue growth and will be added in the first full month following the anniversary of the program launch. The impact on net revenues related to the product recalls in fiscal 2016 has been excluded from comparable brand revenue growth.

(4) Capital expenditures include the acquisition of buildings and land in fiscal 2015. There was no acquisition of buildings and land in fiscal 2016 or fiscal 2014.

(5) Construction related deposits relate to payments to escrow accounts for future construction of next generation Design Galleries.

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

	Year Ended		
	January 28, 2017	January 30, 2016	January 31, 2015
Statements of Income:			
Net revenues	100.0%	100.0%	100.0%
Cost of goods sold	68.2	64.3	63.0
Gross profit	31.8	35.7	37.0
Selling, general and administrative expenses	29.3	26.9	28.1
Income from operations	2.5	8.8	8.9
Interest expense—net	2.1	1.7	1.0
Income before income taxes	0.4	7.1	7.9
Income tax expense	0.1	2.8	3.0
Net income	0.3%	4.3%	4.9%

We operate a fully integrated distribution model through our stores, catalogs and websites. The following table shows a summary of our stores net revenues, which include all sales for orders placed in Galleries, as well as sales through outlet stores, and our direct net revenues, which include sales through our catalogs and websites.

	Year Ended		
	January 28, 2017	January 30, 2016	January 31, 2015
(in thousands)			
Stores	\$ 1,178,860	\$ 1,083,600	\$ 933,179
Direct	956,011	1,025,406	934,243
Net revenues	\$ 2,134,871	\$ 2,109,006	\$ 1,867,422

Fiscal 2016 Compared to Fiscal 2015

The following table sets forth financial results for each of our reportable segments for fiscal 2016. The Waterworks results presented below represent financial results for the period subsequent to our acquisition on May 27, 2016.

	Year Ended January 28, 2017		
	RH Segment	Waterworks (a)	Total
(dollars in thousands)			
Net revenues	\$ 2,060,044	\$ 74,827	\$ 2,134,871
Cost of goods sold	1,403,853	51,231	1,455,084
Gross profit	656,191	23,596	679,787
Selling, general and administrative expenses	590,288	36,463	626,751
Income (loss) from operations	\$ 65,903	\$ (12,867)	\$ 53,036

- (a) Waterworks results for fiscal 2016 include non-cash amortization of \$6.8 million related to the inventory fair value adjustment recorded in connection with our acquisition of Waterworks, as well as a non-cash compensation charge of \$3.7 million related to the one-time, fully vested option grants made in connection with our acquisition of Waterworks.

Net revenues

Consolidated net revenues increased \$25.9 million, or 1.2%, to \$2,134.9 million in fiscal 2016 compared to \$2,109.0 million in fiscal 2015. We had 85 and 69 retail stores open at January 28, 2017 and January 30, 2016, respectively. Stores sales increased \$95.3 million, or 8.8%, to \$1,178.9 million in fiscal 2016 compared to \$1,083.6 million in fiscal 2015. Direct sales decreased \$69.4 million, or 6.8%, to \$956.0 million in fiscal 2016 compared to \$1,025.4 million in fiscal 2015. While we recorded an increase in our net revenues in fiscal 2016 as compared to fiscal 2015, we experienced a decline in our comparable brand revenue of 7% for fiscal 2016 which was primarily driven by the decline in direct sales resulting from the change in timing of the Source Book circulation.

On May 27, 2016, we acquired a controlling interest in Waterworks. As a result of this acquisition, we acquired 15 Waterworks showrooms and included such additional retail stores in our weighted-average leased selling square footage for fiscal 2016. Waterworks net revenues were \$74.8 million, which represented 4% of our net revenues for fiscal 2016.

RH Segment net revenues decreased \$49.0 million, or 2.3%, to \$2,060.0 million in fiscal 2016 compared to \$2,109.0 million in fiscal 2015. Factors that adversely affected net revenues during fiscal 2016 included our decision to move the mailing of our annual Source Books to the fall, whereas our Source Books were circulated in the spring in the prior year. The Fall 2016 mailing was not complete until mid-December and therefore was not as meaningful a contributor to net revenues in fiscal 2016 as in fiscal 2015 where sales benefited from a longer build of the Spring 2015 Source Books. The change in the timing of the Source Book circulation also contributed to the decline in direct net revenues.

In addition, our transition from a promotional model to the RH Members Program, which recognizes the membership fee over an annual period, had a negative impact on the timing of our revenue recognition.

Net revenues were also reduced by an estimated \$16 million due to customer accommodations related to RH Modern production delays and our investment to elevate the customer experience and \$3.4 million due to product recalls in fiscal 2016.

A number of positive factors are contributing to our net revenues, including the increase in our store count and weighted average leased selling square footage which includes our non-comparable next generation Design Galleries and our standalone RH Modern Gallery that opened in the fall of 2015. Other factors that contributed to our net revenues include the launch of RH Modern and RH TEEN in the second half of 2015, the introduction of new products and new product categories and the expansion of existing product assortments.

Concurrently with the above, we have experienced unfavorable macroeconomic factors including weakness in consumer spending at the luxury end of the retail market. These factors may continue to negatively impact net revenues in future quarters.

The above factors and other current and future operational initiatives of the Company may create additional uncertainty with respect to our net revenues and profit in the near term.

Gross profit

Consolidated gross profit decreased \$72.9 million, or 9.7%, to \$679.8 million in fiscal 2016 from \$752.7 million in fiscal 2015. As a percentage of net revenues, gross margin decreased 3.9% to 31.8% of net revenues in fiscal 2016 from 35.7% of net revenues in fiscal 2015.

Waterworks gross profit was \$23.6 million, or 31.5%, for fiscal 2016, which was negatively impacted by \$6.8 million of amortization related to the inventory fair value adjustment recorded in connection with the acquisition.

RH Segment gross profit decreased \$96.5 million, or 12.8%, to \$656.2 million in fiscal 2016 from \$752.7 million in fiscal 2015. As a percentage of net revenues, gross margin decreased 3.8% to 31.9% of net revenues in fiscal 2016 from 35.7% of net revenues in fiscal 2015.

RH Segment gross profit for fiscal 2016 was negatively impacted by \$4.0 million related to the reduction of revenue and costs associated with product recalls and \$2.2 million due to inventory impairments related to RH Contemporary Art and RH Kitchen.

RH Segment gross profit for fiscal 2016 and fiscal 2015 were also negatively impacted by \$7.7 million and \$17.2 million, respectively, related to the estimated cumulative impact of coupons redeemed in connection with a legal claim alleging that the Company violated California's Song-Beverly Credit Card Act of 1971 by requesting and recording ZIP codes from customers paying with credit cards. The coupons expired in March 2016. Refer to Note 19—*Commitments and Contingencies* in our consolidated financial statements.

Excluding the inventory impairments, product recalls and impact of the coupons redeemed in connection with the legal claim mentioned above, RH Segment gross margin would have decreased 4.0% to 32.5% of net revenues in fiscal 2016 from 36.5% of net revenues in fiscal 2015. This decrease is primarily due to a decline in our product margins related to the higher discount rate offered through the RH Members Program versus our promotional cadence in fiscal 2015. We experienced deleverage in our gross margins related to rationalizing our SKU count and reducing inventories through markdowns and our outlet channel. We also had lower gross margins and higher shipping costs due to customer accommodations and related expenses as a result of our initiative to elevate the customer experience, including production delays related to RH Modern. In addition, we also experienced higher shipping costs, including transportation related to floorset changes. Further, we experienced deleverage in occupancy costs due to the addition of a new distribution center in the third fiscal quarter of 2015 for which the rent expense was primarily recorded in interest expense through January 2016 based on requirements under Accounting Standards Codification ("ASC") 840—*Leases*.

Selling, general and administrative expenses

Consolidated selling, general and administrative expenses increased \$59.7 million, or 10.5%, to \$626.8 million in fiscal 2016 compared to \$567.1 million in fiscal 2015, \$36.5 million of which was directly related to our acquisition of Waterworks.

RH Segment selling, general and administrative expenses increased \$23.2 million, or 4.1%, to \$590.3 million in fiscal 2016 compared to \$567.1 million in fiscal 2015. The increase was primarily related to an increase in employment and employment related costs of \$14.0 million due to Company growth, an increase in corporate occupancy costs of \$11.5 million primarily due to increased depreciation associated with upgrades in our technology infrastructure, and an increase in professional fees and other corporate costs. In addition, during fiscal 2016 we incurred certain one-time charges, including a \$10.6 million impairment associated with RH Contemporary Art and RH Kitchen, \$5.7 million associated with a reorganization, including severance costs and related taxes, \$4.8 million related to the impairment recorded due to the decision to sell an aircraft, \$2.8 million related to charges and expenses incurred as a result of the Waterworks transaction, \$1.0 million related to the estimated cumulative impact of coupons redeemed in connection with the legal claim mentioned above and \$0.6 million in costs associated with product recalls. These increases were partially offset by a \$1.8 million charge incurred in connection with the legal claim included in selling, general and administrative expenses for fiscal 2015.

These increases were partially offset by a decrease in advertising and marketing costs of \$30.1 million related to our decision to move the mailing of our annual Source Books from the spring to the fall.

Excluding the one-time charges recorded in fiscal 2016 and fiscal 2015 mentioned above, RH Segment selling, general and administrative expenses were 27.4% and 26.8% of net revenues in fiscal 2016 and fiscal 2015, respectively. The increase in selling, general and administrative expenses as a percentage of net revenues was primarily driven by increased employment and employment related costs, an increase in corporate occupancy costs primarily related to depreciation associated with upgrades in our technology infrastructure and an increase in professional fees and other corporate costs. These increases were partially offset by decreases in advertising and marketing costs.

Interest expense—net

Interest expense increased \$8.8 million to \$44.5 million in fiscal 2016 compared to \$35.7 million in fiscal 2015. Interest expense consisted of the following:

	Year Ended	
	January 28, 2017	January 30, 2016
	(in thousands)	
Amortization of convertible senior notes debt discount	\$ 28,822	\$ 22,114
Build-to-suit lease transactions	13,447	10,766
Other interest expense	7,620	7,052
Capitalized interest for capital projects	(2,418)	(2,311)
Interest income	(2,989)	(1,944)
Total interest expense—net	<u>\$ 44,482</u>	<u>\$ 35,677</u>

Income tax expense

Income tax expense was \$3.2 million in fiscal 2016 compared to \$58.8 million in fiscal 2015. Our effective tax rate was 36.9% in fiscal 2016 compared to 39.2% in fiscal 2015.

Fiscal 2015 Compared to Fiscal 2014

Net revenues

Net revenues increased \$241.6 million, or 12.9%, to \$2,109.0 million in fiscal 2015 compared to \$1,867.4 million in fiscal 2014. Comparable brand revenue growth was 11% in fiscal 2015. We had 69 and 67 retail stores open at January 30, 2016 and January 31, 2015, respectively. Stores sales increased \$150.4 million, or 16.1%, to \$1,083.6 million in fiscal 2015 compared to \$933.2 million in fiscal 2014. Direct sales increased \$91.2 million, or 9.8%, to \$1,025.4 million in fiscal 2015 compared to \$934.2 million in fiscal 2014. The increase in net revenues was due to a combination of the expansion of existing product assortment and the introduction of new products. In addition, we believe the increase in our weighted-average leased selling square footage from 572,000 square feet in fiscal 2014 to 641,000 square feet in fiscal 2015 contributed to our net revenue growth. We believe the introduction of experiential

brand enhancing products and services, such as expanded design ateliers, the RH Interior Design program and an integrated culinary experience, is increasing our brand awareness, and has allowed us to further disrupt the highly fragmented home furnishings landscape and achieve market share gains.

The growth in our net revenues was negatively impacted by the timing of our new product introductions during fiscal 2015 as compared to fiscal 2014. In fiscal 2015, more than half of our product newness was introduced in the fall of 2015, primarily with the launch of RH Modern and RH Teen, whereas in fiscal 2014 the majority of our new product introductions coincided with our Spring Source Book mailing. Further, there was a significant reduction in total circulated pages in fiscal 2015 as compared to fiscal 2014.

Gross profit

Gross profit increased \$61.9 million, or 9.0%, to \$752.7 million in fiscal 2015 from \$690.8 million in fiscal 2014. As a percentage of net revenues, gross margin decreased 1.3% to 35.7% of net revenues in fiscal 2015 from 37.0% of net revenues in fiscal 2014.

Gross profit for fiscal 2015 was negatively impacted by \$17.2 million related to the estimated cumulative impact of coupons redeemed in connection with a legal claim alleging that the Company violated California's Song-Beverly Credit Card Act of 1971 by requesting and recording ZIP codes from customers paying with credit cards. The coupons expired in March 2016. Refer to Note 19—*Commitments and Contingencies* in our consolidated financial statements.

Excluding the impact of the coupons redeemed in connection with the legal claim mentioned above, gross margin would have decreased 0.5% due primarily to higher shipping costs, lower merchandise margins associated with additional warehouse sales, and deleverage in occupancy costs due to the addition of a new distribution center. These increased costs were partially offset by improvements in other product related costs and leverage of our fixed supply chain and retail occupancy costs.

Selling, general and administrative expenses

Selling, general and administrative expenses increased \$42.1 million, or 8.0%, to \$567.1 million in fiscal 2015 compared to \$525.0 million in fiscal 2014.

Selling, general and administrative expenses in fiscal 2015 included \$1.8 million related to the estimated cumulative impact of coupons redeemed in connection with a legal claim alleging that the Company violated California's Song-Beverly Credit Card Act of 1971 by requesting and recording ZIP codes from customers paying with credit cards. Selling, general and administrative expenses in fiscal 2014 included an approximately \$8 million charge incurred in connection with the legal claim.

Excluding the impact of coupons redeemed and the charge incurred in connection with the legal claim mentioned above, the increase in selling, general and administrative expenses of \$47.9 million in fiscal 2015 compared to fiscal 2014 was primarily related to an increase in employment and employment related costs of \$32.8 million due to company growth and expansion, an increase in professional fees and other corporate costs, an increase in corporate occupancy costs associated with our corporate office expansion and upgraded technology systems, as well as an increase in credit card fees due to increased revenues. These increases were partially offset by a decrease in advertising and marketing costs of \$7.0 million.

Selling, general and administrative expenses were 26.8% and 27.7% of net revenues in fiscal 2015 and fiscal 2014, respectively, excluding the impact of coupons redeemed and the charge incurred in connection with the legal claim mentioned above. The improvement in selling, general and administrative expenses as a percentage of net revenues was primarily driven by leverage in our advertising and marketing costs.

Interest expense—net

Interest expense increased \$18.1 million to \$35.7 million in fiscal 2015 compared to \$17.6 million in fiscal 2014. Interest expense consisted of the following:

	Year Ended	
	January 30, 2016	January 31, 2015
	(in thousands)	
Amortization of convertible senior notes debt discount	\$ 22,114	\$ 7,969
Build-to-suit lease transactions	10,766	5,465
Other interest expense	7,052	5,817
Capitalized interest for capital projects	(2,311)	(1,639)
Interest income	(1,944)	(61)
Total interest expense—net	<u>\$ 35,677</u>	<u>\$ 17,551</u>

Income tax expense

Income tax expense was \$58.8 million in fiscal 2015 compared to \$57.2 million in fiscal 2014. Our effective tax rate was 39.2% in fiscal 2015 compared to 38.6% in fiscal 2014.

Quarterly Results

The following table sets forth our historical quarterly consolidated statements of income for each of the last eight fiscal quarters ended through January 28, 2017. This quarterly information has been prepared on the same basis as our annual audited financial statements and includes all adjustments that we consider necessary to fairly state the financial information for the fiscal quarters presented. The quarterly data should be read in conjunction with our consolidated financial statements and the related notes included in *Item 8—Financial Statements and Supplementary Data*.

Our quarterly results have historically varied depending upon a variety of factors, including our product offerings, promotional events, store openings, shifts in the timing of holidays and the timing of Source Book releases, among other things. As a result of these factors, our working capital requirements and demands on our product distribution and delivery network may fluctuate during the year and results of a period shorter than a full year may not be indicative of results expected for the entire year.

	Fiscal 2015				Fiscal 2016			
	First Quarter	Second Quarter	Third Quarter	Fourth Quarter	First Quarter	Second Quarter	Third Quarter	Fourth Quarter
	(dollars in thousands)							
Net revenues	\$ 422,445	\$ 506,942	\$ 532,411	\$ 647,208	\$ 455,456	\$ 543,381	\$ 549,328	\$ 586,706
Cost of goods sold	279,027	312,679	341,661	422,947	327,981	363,542	373,509	390,052
Gross profit	143,418	194,263	190,750	224,261	127,475	179,839	175,819	196,654
Selling, general, and administrative expenses	126,389	137,840	145,874	157,028	138,950	157,824	160,433	169,544
Income (loss) from operations	17,029	56,423	44,876	67,233	(11,475)	22,015	15,386	27,110
Interest expense—net	5,649	7,406	11,003	11,619	10,528	10,909	11,091	11,954
Income (loss) before income taxes	11,380	49,017	33,873	55,614	(22,003)	11,106	4,295	15,156
Income tax expense (benefit)	4,224	19,082	13,163	22,312	(8,533)	4,188	1,778	5,720
Net income (loss)	<u>\$ 7,156</u>	<u>\$ 29,935</u>	<u>\$ 20,710</u>	<u>\$ 33,302</u>	<u>\$ (13,470)</u>	<u>\$ 6,918</u>	<u>\$ 2,517</u>	<u>\$ 9,436</u>
Adjusted net income (loss) (1)	\$ 9,842	\$ 36,022	\$ 27,736	\$ 41,172	\$ (2,066)	\$ 17,908	\$ 8,019	\$ 27,928
Comparable brand revenue growth (2)	15%	16%	7%	9%	4%	(3)%	(6)%	(18)%

- (1) Adjusted net income (loss) is a supplemental measure of financial performance that is not required by, or presented in accordance with, GAAP. We define adjusted net income (loss) as net income (loss), adjusted for the impact of certain non-recurring and other items that we do not consider representative of our ongoing operating performance. Adjusted net income (loss) is included in this filing because management believes that adjusted net income (loss) 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 (loss) for the periods indicated below.

	Fiscal 2015				Fiscal 2016			
	First Quarter	Second Quarter	Third Quarter	Fourth Quarter	First Quarter	Second Quarter	Third Quarter	Fourth Quarter
Net income (loss)	\$ 7,156	\$ 29,935	\$ 20,710	\$ 33,302	\$ (13,470)	\$ 6,918	\$ 2,517	\$ 9,436
Adjustments pre-tax:								
Product line impairments (a)	—	—	—	—	—	—	—	12,743
Amortization of debt discount (b)	2,702	4,493	6,415	6,193	6,442	6,479	6,629	6,854
Aircraft impairment (c)	—	—	—	—	—	—	—	4,767
Recall accrual (d)	—	—	—	—	—	—	—	4,615
Impact of inventory step-up (e)	—	—	—	—	—	3,401	1,786	1,648
Legal claim (f)	1,568	5,474	5,076	6,928	8,701	—	—	—
Acquisition related costs (g)	—	—	—	—	2,069	778	—	—
Reorganization related costs (h)	—	—	—	—	1,415	3,309	974	—
Non-cash compensation (i)	—	—	—	—	—	3,672	—	—
Subtotal adjusted items	4,270	9,967	11,491	13,121	18,627	17,639	9,389	30,627
Impact of income tax items (j)	(1,584)	(3,880)	(4,465)	(5,251)	(7,223)	(6,649)	(3,887)	(12,135)
Adjusted net income (loss)	\$ 9,842	\$ 36,022	\$ 27,736	\$ 41,172	\$ (2,066)	\$ 17,908	\$ 8,019	\$ 27,928

- (a) The adjustment for the fourth quarter of fiscal 2016 represents the impairments associated with the RH Contemporary Art and RH Kitchen. RH Contemporary Art has been integrated into the broader RH platform and no longer operates as a separate division. This resulted in cost of goods sold of \$1.1 million which represents impairment of inventory and selling, general and administrative expenses of \$10.6 million which represents lease related charges, property and equipment disposals, and donations. The impairment related to RH Kitchen is a result of the alignment with the Waterworks Kitchen product line strategy. This resulted in cost of goods sold of \$1.0 million which represents impairment of inventory.
- (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") and for the \$300 million aggregate principal amount of convertible senior notes that were issued in June and July 2015 (the "2020 Notes"), we separated the 2019 Notes and 2020 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 and 2020 Notes over their respective terms. The equity components represent the difference between the proceeds from the issuance of the 2019 Notes and 2020 Notes and the fair value of the liability components of the 2019 Notes and 2020 Notes, respectively. Amounts are presented net of interest capitalized for capital projects of \$0.5 million, \$0.6 million, \$0.4 million and \$0.8 million during the first, second, third and fourth quarters of fiscal 2015, respectively. Amounts are presented net of interest capitalized for capital projects of \$0.6 million, \$0.7 million, \$0.6 million and \$0.5 million during the first, second, third and fourth quarters of fiscal 2016, respectively.
- (c) The adjustment for the fourth quarter of fiscal 2016 represents the impairment recorded upon reclassification of aircraft as asset held for sale.
- (d) The adjustment for the fourth quarter of fiscal 2016 represents the reduction of net revenues and costs associated with product recalls.
- (e) The adjustments for the second, third and fourth quarters of fiscal 2016 represent the non-cash amortization of the inventory fair value adjustment recorded in connection with our acquisition of Waterworks.
- (f) The adjustments in the first, second, third and fourth quarters of fiscal 2015 and the first quarter of fiscal 2016 represent the estimated cumulative impact of coupons redeemed in connection with a legal claim alleging that the Company violated California's Song-Beverly Credit Card Act of 1971 by requesting and recording ZIP codes from customers paying with credit cards. Refer to Note 19—*Commitments and Contingencies* in our consolidated financial statements.
- (g) The adjustments for the first and second quarters of fiscal 2016 represent costs incurred in connection with our acquisition of Waterworks including professional fees.

- (h) The adjustments for the first, second and third quarters of fiscal 2016 represent costs associated with a reorganization, which include severance costs and related taxes, partially offset by a reversal of stock-based compensation expense related to unvested equity awards.
 - (i) The adjustment for the second quarter of fiscal 2016 represents a non-cash compensation charge related to one-time, fully vested option grants made in connection with our acquisition of Waterworks.
 - (j) The adjustments for the first, second, third and fourth quarters of fiscal 2015 represent the tax effect of the adjusted items based on our effective tax rates of 37.1%, 38.9%, 38.9% and 39.2%, respectively. The adjustments for the first, second and third quarters of fiscal 2016 represent the tax effect of the adjusted items based on our effective tax rates of 38.8%, 37.7% and 41.4%, respectively. The fourth quarter of fiscal 2016 assumes a normalized tax rate of 39%.
- (2) Comparable brand revenue growth includes direct net revenues and retail comparable store sales, including RH Baby & Child and RH Modern Galleries. Comparable brand revenue growth excludes retail non-comparable store sales, closed store sales and outlet store net revenues. Comparable store sales have been calculated based upon retail stores, excluding outlet stores, that were open at least fourteen full months as of the end of the reporting period and did not change square footage by more than 20% between periods. If a store is closed for seven days during a month, that month will be excluded from comparable store sales. Waterworks revenue is excluded from comparable brand revenue growth and will be added in the first full month following the anniversary of the acquisition. Membership revenue is excluded from comparable brand revenue growth and will be added in the first full month following the anniversary of the program launch. The impact on net revenues related to the product recalls in the fourth quarter of fiscal 2016 has been excluded from comparable brand revenue growth.

Liquidity and Capital Resources

General

Our business relies on cash flows from operations, net cash proceeds from the issuance of the convertible senior notes, as well as the revolving line of credit as our primary sources of liquidity. Our primary cash needs are for merchandise inventories, payroll, Source Books and other catalogs, store rent, capital expenditures associated with opening new stores and updating existing stores, as well as 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. The most significant components of our working capital are cash and cash equivalents, merchandise inventories, accounts payable and other current liabilities. Our working capital varies as a result of changes in our inventory levels, which may fluctuate based on the timing of new product introductions and based on progress made towards our efforts to optimize inventories and rationalize our SKU count, and changes in prepaid costs related to our Source Books. We believe that cash expected to be generated from operations, net cash proceeds from the issuance of the convertible senior notes and borrowing availability under the revolving line of credit or other financing arrangements will be sufficient to meet working capital requirements, anticipated capital expenditures and other capital needs for the next 12 months.

We may pursue additional strategies to generate additional liquidity for our operations, including through the strategic sale of assets, utilization of our revolving line of credit, and entry into debt financing arrangements that present attractive terms, and to deploy cash in ways that enhance shareholder value, including through our share repurchase program (refer to "Share Repurchase Program" below). In addition, we have \$650 million in aggregate principal amount of convertible notes that mature in June 2019 and June 2020, respectively. We may need to access additional financing in order to repay such convertible notes in cash at their respective maturity dates and 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 investments in capital expenditures for fiscal 2016 totaled \$157.6 million and we made payments of \$23.4 million in fiscal 2016 to escrow accounts for future construction of next generation Design Galleries. We expect to have gross capital expenditures of approximately \$140 million to \$160 million in fiscal 2017, primarily related to our efforts to continue our growth and expansion, including construction of our new Galleries and infrastructure investments. We expect our fiscal 2017 capital expenditures will be offset by proceeds from sales of assets of approximately \$15 million to \$25 million. The majority of the current lease arrangements for our new 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, we do not expect to receive significant contributions directly from our landlords related to the building of our larger format and next generation Design Galleries in fiscal 2017.

Cash Flow Analysis

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

	Year Ended		
	January 28, 2017	January 30, 2016	January 31, 2015
		As Revised	As Revised
		(in thousands)	
Provided by operating activities	\$ 78,845	\$ 126,704	\$ 79,243
Used in investing activities	(321,497)	(227,397)	(200,548)
Provided by (used in) financing activities	(2,241)	286,782	253,800
Increase (decrease) in cash and cash equivalents	(244,444)	185,781	132,297
Cash and cash equivalents at end of period	87,023	331,467	145,686

We have experienced substantial fluctuation in our cash and cash equivalents year over year. Cash and cash equivalents decreased by \$244.4 million from fiscal 2015 to fiscal 2016, compared to an increase of cash and cash equivalents of \$185.8 million from fiscal 2014 to fiscal 2015.

Net Cash Provided By Operating Activities

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

For fiscal 2016, net cash provided by operating activities was \$78.8 million and consisted of net income of \$5.4 million and non-cash items of \$150.8 million, partially offset by an increase in cash used for working capital and other activities of \$77.4 million. Working capital and other activities consisted primarily of decreases in accounts payable and accrued liabilities of \$50.3 million related to timing of payments, increases in prepaid expenses of \$36.9 million related to the timing of the distribution of our Interiors Source Book and estimated federal tax payments and decreases in other current liabilities of \$23.8 million related to payments for federal and state tax liabilities. This was partially offset by increases in deferred revenue and customer deposits of \$24.0 million and an increase in other non-current obligations of \$8.7 million primarily due to a deferred contract incentive payment.

For fiscal 2015, net cash provided by operating activities (as revised) was \$126.7 million and consisted of net income of \$91.1 million and non-cash items of \$78.1 million, partially offset by an increase in cash used for working capital and other activities of \$42.5 million. Working capital and other activities consisted primarily of increases in inventory of \$166.5 million related to the increase in both existing and new products, as well as to support the opening of our new distribution center in Northern California. This was partially offset by increases in accounts payable and accrued liabilities of \$29.2 million, increases in other current liabilities of \$39.6 million primarily due to an increase in our federal tax liabilities, increases in deferred revenue and customer deposits of \$33.2 million and increases in deferred rent and lease incentives of \$13.6 million primarily due to the profit participation arrangements for our distribution center facilities.

For fiscal 2014, net cash provided by operating activities (as revised) was \$79.2 million and consisted of net income of \$91.0 million and non-cash items of \$47.1 million, partially offset by an increase in cash used for working capital and other activities of \$58.9 million. Working capital and other activities consisted primarily of increases in inventory of \$106.0 million to support our revenue growth, increases in non-current assets of \$6.0 million primarily related to an increase in deposits, as well as decreases in other current liabilities of \$3.1 million related to payments made for federal and state taxes. These uses of cash from working capital components were partially offset by increases in accounts payable and accrued liabilities of \$22.2 million, increases in deferred revenue and customers deposits of \$20.0 million due to the timing of shipments made at fiscal quarter end and increased special orders and decreases in prepaid expenses and other current assets of \$15.1 million primarily due to a decrease in vendor deposits and capitalized Source Book costs.

Net Cash Used In Investing Activities

Investing activities consist primarily of investments in capital expenditures related to new Gallery openings, the acquisition of buildings and land, investments in supply chain and systems infrastructure, construction related deposits, as well as activities associated with investing in available-for-sale securities.

For fiscal 2016, net cash used in investing activities was \$321.5 million primarily due to \$157.6 million of investments in new Galleries, information technology and systems infrastructure, supply chain, and other corporate assets, as well as our acquisition of

Waterworks, net of cash acquired, of \$116.1 million. In addition, we made payments of \$23.4 million to escrow accounts for future construction of next generation Design Galleries and investments in available-for-sale securities of \$248.5 million, partially offset by maturities and sales of such investments of \$187.3 million and \$37.1 million, respectively.

For fiscal 2015, net cash used in investing activities was \$227.4 million and consisted of investments of \$133.5 million related to new Galleries, supply chain, renovations to our corporate headquarters, information technology and systems infrastructure. During fiscal 2015, we made payments of \$20.0 million to escrow accounts for future construction of next generation Design Galleries. In addition, we made investments in available-for-sale securities of \$217.4 million, partially offset by maturities of such investments of \$143.8 million.

For fiscal 2014, net cash used in investing activities was \$200.5 million and consisted of investments of \$110.4 million related to new Galleries, supply chain, information technology and systems infrastructure. During fiscal 2014, we made payments of \$9.3 million to escrow accounts for future construction of certain next generation Design Galleries. In addition, we made investments in available-for-sale securities of \$91.6 million, partially offset by maturities of such investments of \$11.1 million.

Net Cash Provided By (Used In) Financing Activities

Financing activities consist primarily of borrowings related to the convertible senior notes offering, borrowings and repayments related to the revolving line of credit and capital contributions.

For fiscal 2016, net cash used in financing activities was \$2.2 million primarily due to tax shortfalls from the exercise of stock options of \$3.3 million and cash paid for employee taxes related to net settlement of equity awards of \$1.6 million. The cash used in these financing activities was partially offset by net proceeds from the exercise of stock options of \$3.3 million.

For fiscal 2015, net cash provided by financing activities was \$286.8 million primarily due to the \$300 million convertible senior notes issued in June 2015, which provided net proceeds of \$256.0 million after taking into consideration the convertible note hedge and warrant transactions, as well as discounts upon original issuance and offering costs. Net proceeds and excess tax benefits from the exercise of stock options provided \$25.6 million and \$10.4 million, respectively. The cash provided by these financing activities was partially offset by cash paid for employee taxes related to net settlement of equity awards of \$5.0 million.

For fiscal 2014, net cash provided by financing activities was \$253.8 million primarily due to the \$350 million convertible senior notes issued in June 2014, which provided net proceeds of \$311.7 million after taking into consideration the convertible note hedge and warrant transactions, as well as the debt issuance costs. Net proceeds and excess tax benefits from the exercise of stock options each provided \$16.4 million and borrowings under build-to-suit lease transactions provided \$1.8 million. The cash provided by these financing activities was partially offset by net repayments on the revolving line of credit of \$85.4 million.

Non-Cash Transactions

Non-cash transactions consists of non-cash additions of property and equipment and the issuance of notes payable related to share repurchases from former employees.

Build-to-Suit Lease Transactions

The non-cash additions of property and equipment due to build-to-suit lease transactions are the result of the accounting requirements of Accounting Standards Codification (“ASC”) 840—Leases (“ASC 840”) for those construction projects for which we are the “deemed owner” of the construction project given the extent to which we are involved in constructing the leased asset. If we are the “deemed owner” for accounting purposes, upon commencement of the construction project, we are required to capitalize contributions by the landlord toward construction as property and equipment on our consolidated balance sheets. The contributions by the landlord toward construction, including the building, existing site improvements at construction commencement and any amounts paid by the landlord to those responsible for construction, are included as property and equipment additions due to build-to-suit lease transactions within the non-cash section of our consolidated statements of cash flows.

Over the lease term, these non-cash additions to property and equipment due to build-to-suit lease transactions do not impact our cash outflows, nor do they impact net income within our consolidated statements of income.

In fiscal 2014, we concluded that we were the deemed owner for accounting purposes for a new distribution center located in California during the construction period pursuant to ASC 840. During the construction period, we capitalized the cash and non-cash assets contributed by the landlord for the construction of the distribution center on our consolidated balance sheets as an increase in property and equipment and an increase in financing obligations under build-to-suit lease transactions. During the fourth quarter of

fiscal 2015, upon the completion of the construction period, we performed a sale-leaseback analysis and determined that we did not have any prohibitive forms of continuing involvement and therefore removed the asset and corresponding liability of \$74.9 million from our consolidated balance sheet as of January 30, 2016. The effected sale leaseback did not have an impact on the consolidated statements of income or consolidated statements of cash flows in fiscal 2015 or in fiscal 2016.

Convertible Senior Notes

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 over-allotment 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 us 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. 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. 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, 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 will be 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 fiscal 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. As of January 28, 2017, none of these conditions have occurred and, as a result, the 2020 Notes are not convertible as of January 28, 2017. 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, regardless of the foregoing circumstances. 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.

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 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 6.47% 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.

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.

Debt issuance costs related to the 2020 Notes were comprised of discounts upon original issuance of \$3.8 million and third party offering costs of \$2.3 million. 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 consolidated balance sheets.

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 over-allotment option in July 2015, we entered into convertible note hedge transactions whereby we have the option to purchase a total of approximately 5.1 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 \$68.3 million. In addition, we sold warrants whereby the holders of the warrants have the option to purchase a total of approximately 5.1 million shares of our common stock at a price of \$189.00 per share. We received \$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 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 consolidated balance sheets.

0.00% Convertible Senior Notes due 2019

In June 2014, we issued \$350 million aggregate principal amount of 0.00% convertible senior notes due 2019 (the "2019 Notes") in a private offering. The 2019 Notes are governed by the terms of an indenture between us and U.S. Bank National Association, as the Trustee. The 2019 Notes will mature on June 15, 2019, unless earlier purchased by us or converted. The 2019 Notes will not bear interest, except that the 2019 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 2019 Notes. The 2019 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 2019 Notes, which may result in the acceleration of the maturity of the 2019 Notes, as described in the indenture governing the 2019 Notes.

The initial conversion rate applicable to the 2019 Notes is 8.6143 shares of common stock per \$1,000 principal amount of 2019 Notes, which is equivalent to an initial conversion price of approximately \$116.09 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," we will, in certain circumstances, increase the conversion rate by a number of additional shares for a holder that elects to convert its 2019 Notes in connection with such make-whole fundamental change.

Prior to March 15, 2019, the 2019 Notes will be convertible only under the following circumstances: (1) during any calendar quarter commencing after September 30, 2014, 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 fiscal 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 2019 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 January 28, 2017, none of these conditions have occurred and, as a result, the 2019 Notes are not convertible as of January 28, 2017. On and after March 15, 2019, 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 2019 Notes at any time, regardless of the foregoing circumstances. Upon conversion, the 2019 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.

We may not redeem the 2019 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 2019 Notes for cash at a price equal to 100% of the principal amount of the 2019 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 2019 Notes, we separated the 2019 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 2019 Notes and the fair value of the liability component of the 2019 Notes. The debt discount will be amortized to interest expense using an effective interest rate of 4.51% over the expected life of the 2019 Notes. The equity component is not remeasured as long as it continues to meet the conditions for equity classification.

In accounting for the debt issuance costs related to the issuance of the 2019 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 2019 Notes, and debt issuance costs attributable to the equity component are netted with the equity component in stockholders' equity.

Debt issuance costs related to the 2019 Notes were comprised of discounts and commissions payable to the initial purchasers of \$4.4 million and third party offering costs of \$1.0 million. Discounts, commissions payable to the initial purchasers 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 2019 balance on the consolidated balance sheets.

2019 Notes—Convertible Bond Hedge and Warrant Transactions

In connection with the offering of the 2019 Notes, we entered into convertible note hedge transactions whereby we have the option to purchase a total of approximately 3.0 million shares of our common stock at a price of approximately \$116.09 per share. The total cost of the convertible note hedge transactions was \$73.3 million. In addition, we sold warrants whereby the holders of the warrants have the option to purchase a total of approximately 3.0 million shares of our common stock at a price of \$171.98 per share. We received \$40.4 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 dilution from the conversion of the 2019 Notes and to effectively increase the overall conversion price from \$116.09 per share to \$171.98 per share. As these transactions meet certain accounting criteria, the convertible note hedges and warrants are recorded in stockholders' equity and are not accounted for as derivatives. 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 consolidated balance sheets.

We recorded a deferred tax liability of \$27.5 million in connection with the debt discount associated with the 2019 Notes and recorded a deferred tax asset of \$28.6 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 consolidated balance sheets.

Revolving Line of Credit

In August 2011, Restoration Hardware, Inc., along with its Canadian subsidiary, Restoration Hardware Canada, Inc., entered into a credit agreement (the "prior credit agreement") with Bank of America, N.A., as administrative agent, and certain other lenders. On November 24, 2014, the existing credit agreement was amended and restated (the "amended and restated credit agreement") to, among other things, increase the existing revolving line of credit by \$182.5 million and eliminate the \$15.0 million term loan facility under the existing credit agreement. Under the amended and restated credit agreement, we have the option to increase the amount of the revolving line of credit by up to an additional \$200.0 million, subject to satisfaction of certain customary conditions at the time of such increase. As a result of the amended and restated credit agreement, unamortized deferred financing fees of \$0.2 million related to the previous facility were expensed in the fourth quarter of fiscal 2014 and \$0.9 million related to the previous facility will be amortized over the life of the new revolving line of credit, which has a maturity date of November 24, 2019.

On August 12, 2015, Restoration Hardware, Inc. and Restoration Hardware Canada, Inc. entered into a First Amendment (the "Amendment") to the amended and restated credit agreement. The Amendment changes the amended and restated credit agreement definition of "Change of Control" (the occurrence of which triggers a default under the amended and restated credit agreement) so that changes in the composition of the board of directors due to actual or threatened proxy solicitations are treated in the same way as other changes in the composition of the board of directors.

The availability of credit at any given time under the amended and restated 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, the 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 amended and restated credit agreement are secured by substantially all of Restoration Hardware, Inc.'s assets, including accounts receivable, inventory, intangible assets, property, equipment, goods and fixtures.

Borrowings under the revolving line of credit are subject to interest, at the borrowers' option, at either the bank's reference rate or LIBOR (or the BA Rate or the Canadian Prime Rate, as such terms are defined in the amended and restated 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 amended and restated credit agreement contains various restrictive covenants, including, among others, limitations on the ability to grant 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 amended and restated credit agreement does not contain any significant financial or coverage ratio covenants unless the domestic availability under the revolving line of credit is less than the greater of (i) \$20.0 million and (ii) 10% of the lesser of (A) the aggregate domestic commitments under the amended and restated credit agreement and (B) the domestic borrowing base. If the availability under the amended and restated credit agreement is less than the foregoing amount, then Restoration Hardware, Inc. is required to maintain a consolidated fixed charge coverage ratio of at least one to one. Such ratio was approximately the ratio on the last day of each month on a trailing twelve-month basis of (a) (i) consolidated EBITDA (as defined in the agreement) minus (ii) capital expenditures, minus (iii) the income taxes paid in cash to (b) the sum of (i) debt service charges plus (ii) certain dividends and distributions paid. As of January 28, 2017, Restoration Hardware, Inc. was in compliance with all covenants of the amended and restated credit agreement, and if the availability under the amended and restated credit agreement was less than the amount described above, Restoration Hardware, Inc. would have been in compliance with the consolidated fixed charge coverage ratio described in the previous sentence.

The amended and restated credit agreement requires a daily sweep of cash 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) \$20.0 million and (B) 10% of the lesser of the domestic commitments and the domestic borrowing base.

On June 27, 2014, we paid off the principal balance and related interest under the prior credit agreement of \$154.8 million using proceeds from the issuance of the 2019 Notes. As of January 28, 2017, Restoration Hardware, Inc. had no amounts outstanding under the amended and restated credit agreement. As of January 28, 2017, Restoration Hardware, Inc. had \$535.2 million undrawn borrowing availability under the amended and restated credit agreement and had \$14.4 million in outstanding letters of credit.

Share Repurchase Program

On February 21, 2017, our Board of Directors authorized a stock repurchase program of up to \$300 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.

Contractual Obligations

As of January 28, 2017, our future contractual cash obligations over the next several periods were as follows:

	Payments Due by Period				
	Total	2017	2018-2019	2020-2021	Thereafter
	(in thousands)				
Convertible senior notes due 2019	\$ 350,000	\$ —	\$ 350,000	\$ —	\$ —
Convertible senior notes due 2020	300,000	—	—	300,000	—
Revolving line of credit (1)	—	—	—	—	—
Operating leases (2)	683,291	89,776	152,688	114,494	326,333
Other non-current obligations (3)	797,382	31,971	76,753	82,790	605,868
Capital lease obligations	15,088	1,216	2,299	2,418	9,155
Notes payable for share repurchases	19,390	—	893	—	18,497
Letters of credit	14,366	14,366	—	—	—
Total	\$ 2,179,517	\$ 137,329	\$ 582,633	\$ 499,702	\$ 959,853

- (1) Under the amended and restated credit agreement, the revolving line of credit has a maturity date of November 24, 2019.
- (2) We enter into operating leases in the normal course of business. Most lease arrangements provide us with the option to renew the leases at defined terms. The table above does not include future obligations for renewal options that have not yet been exercised. The future operating lease obligations would change if we were to exercise these options. Amounts above do not include estimated contingent rent due under operating leases. Our obligation for contingent rent as of January 28, 2017 was \$2.6 million.
- (3) Other non-current obligations include estimated payments for rent associated with build-to-suit lease transactions. These amounts may be reduced in the event we are able to effect a sale-leaseback on any of these locations.

Other Commitments

The Company enters into various cancellable commitments related to the procurement of merchandise inventory. As of January 28, 2017, these merchandise inventory purchase commitments were \$278.2 million.

As of January 28, 2017, the liability of \$2.5 million for unrecognized tax benefits associated with uncertain tax positions (refer to Note 13—*Income Taxes* in our consolidated financial statements) has not been included in the contractual obligations table above as we are not able to reasonably estimate when cash payments for these liabilities will occur or the amount by which these liabilities will increase or decrease over time.

Off Balance Sheet Arrangements

We have no material off balance sheet arrangements as of January 28, 2017.

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. Management evaluates its accounting policies, estimates, and judgments on an on-going basis. Management bases its 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.

Management evaluated the development and selection of its critical accounting policies and estimates and believes that the following involve a higher degree of judgment or complexity and are most significant to reporting our results of operations and financial position, and are therefore discussed as critical. The following critical accounting policies reflect the significant estimates and judgments used in the preparation of our consolidated financial statements. With respect to critical accounting policies, even a relatively minor variance between actual and expected experience can potentially have a materially favorable or unfavorable impact on subsequent results of operations. However, our historical results for the periods presented on the consolidated financial statements have not been materially impacted by such variances. More information on all of our significant accounting policies can be found in Note 3—*Significant Accounting Policies* to our audited consolidated financial statements.

Revenue Recognition

We recognize revenues and the related cost of goods sold when merchandise is received by our customers. Revenues from direct-to-customer and home-delivered sales are recognized when the merchandise is delivered to the customer. Revenues from “cash-and-carry” store sales are recognized at the point of sale in the store. Discounts or other accommodations provided to customers are accounted for as a reduction of sales.

We recognize shipping and handling fees as revenue when the merchandise is received by our customers. Costs of shipping and handling are included in cost of goods sold.

We defer revenue associated with orders that have been shipped by us to our customers but have not yet been received by the customer. As we recognize revenue when the merchandise is received by our customers, it is included as deferred revenue on the consolidated balance sheets while in-transit.

We collect annual membership fees related to the RH Members Program, which is recorded as deferred revenue and is recognized as revenue on a straight-line basis over the membership period, or one year.

Sales tax collected is not recognized as revenue but is included in accounts payable and accrued expenses on the consolidated balance sheets as it is ultimately remitted to governmental authorities.

We reserve for projected merchandise returns. Merchandise returns are often resalable merchandise and are refunded by issuing the same payment tender of the original purchase. Merchandise exchanges of the same product and price are not considered merchandise returns and, therefore, are excluded when calculating the sales returns reserve.

Our customers may return purchased items for a refund. We provide an allowance for sales returns, net of cost of goods sold, based on historical return rates.

Merchandise Inventories

Our merchandise inventories are comprised of finished goods and are carried at the lower of cost or market, with cost determined on a weighted-average cost method and market determined based on the estimated net realizable value. To determine if the value of inventory should be marked down below original cost, we consider current and anticipated demand, customer preference and the merchandise age. The inventory value is adjusted periodically to reflect current market conditions, which requires management judgments that may significantly affect the ending inventory valuation, as well as gross margin. The significant estimates used in inventory valuation are obsolescence (including excess and slow-moving inventory and lower of cost or market reserves) and estimates of inventory shrinkage. We adjust our inventory for obsolescence based on historical trends, aging reports, specific identification and our estimates of future retail sales prices.

Reserves for shrinkage are estimated and recorded throughout the period as a percentage of net sales based on historical shrinkage results and current inventory levels. Actual shrinkage is recorded throughout the year based upon periodic cycle counts and the results of our annual physical inventory count. Actual inventory shrinkage and obsolescence can vary from estimates due to factors including the mix of our inventory (which ranges from large furniture to decorative accessories) and execution against loss prevention initiatives in our stores, distribution centers, off-site storage locations and with third-party transportation providers.

Due to these factors, our obsolescence and shrinkage reserves contain uncertainties. Both estimates have calculations that require management to make assumptions and to apply judgment regarding a number of factors, including market conditions, the selling environment, historical results and current inventory trends. If actual obsolescence or shrinkage change from our original estimates, we adjust our inventory reserves accordingly throughout the period. Management does not believe that changes in the assumptions used in these estimates would have a significant effect on our net income or inventory balances. We have not made any material changes to our assumptions included in the calculations of the obsolescence and shrinkage reserves during the periods presented or recorded significant adjustments related to the physical inventory process.

Advertising Expenses

Advertising expenses primarily represent the costs associated with our catalog mailings, as well as print and website marketing.

Capitalized Catalog Costs

Capitalized catalog costs consist primarily of third-party incremental direct costs to prepare, print and distribute Source Books. Such costs are capitalized and amortized over their expected period of future benefit. Such amortization is based upon the ratio of actual revenues to the total of actual and estimated future revenues on an individual Source Book basis. Estimated future revenues are based upon various factors such as the total number of Source Books and pages circulated, the probability and magnitude of consumer response and the merchandise assortment offered. Each Source Book is generally fully amortized within a twelve-month period after they are mailed and the majority of the amortization occurs within the first five to nine months, with the exception of the Holiday Source Books, which are generally fully amortized within a three-month period after they are mailed. Capitalized catalog costs are evaluated for realizability on a regular basis by comparing the carrying amount associated with each Source Book to the estimated probable remaining future sales associated with that Source Book.

Our catalog amortization calculation requires management to make assumptions and to apply judgment regarding a number of factors, including market conditions, the selling environment and the probability and magnitude of consumer response to certain Source Books and merchandise assortment offered. If actual revenues associated with our Source Books differ from our original estimates, we adjust our catalog amortization schedules accordingly. Management does not believe that changes in the assumptions used in these estimates would have a significant effect on our net income as changes in the assumptions do not impact the total cost of the Source Books to be amortized. However, changes in the assumptions could impact the timing of the future catalog amortization expense recorded to the consolidated statement of income.

Website and Print Advertising

Website and print advertising expenses, which include e-commerce advertising, web creative content and direct marketing activities such as print media, radio and other media advertising, are expensed as incurred or upon the release of the content or the initial advertisement.

Impairment of Goodwill and Long-Lived Assets

Goodwill

We evaluate goodwill annually to determine whether it is impaired or whenever events occur or circumstances change that would indicate that the fair value of a reporting unit is less than its carrying amount. Conditions that may indicate impairment include, but are not limited to, a significant adverse change in customer demand or business climate that could affect the value of an asset; general economic conditions, such as increasing Treasury rates or unexpected changes in gross domestic product growth; a change in our market share; budget-to-actual performance and consistency of operating margins and capital expenditures; a product recall or an adverse action or assessment by a regulator; or changes in management or key personnel. We selected the fourth fiscal quarter to perform our annual goodwill impairment testing.

We review goodwill for impairment by first assessing qualitative factors to determine whether it is more likely than not that the fair value of the reporting unit is less than its carrying amount as a basis for determining whether it is necessary to perform the two-step goodwill impairment test. If it is determined that it is not more likely than not that the fair value of the reporting unit is less than its carrying amount, it is unnecessary to perform the two-step goodwill impairment test. If it is determined that it is more likely than not that the fair value of the reporting unit is less than its carrying amount, the two-step test is performed to identify potential goodwill impairment.

In the first step, we compare the fair value of the reporting unit, generally defined as the same level as or one level below an operating segment, to its carrying value. If the fair value of the reporting unit exceeds the carrying value of the net assets assigned to that unit, goodwill is considered not impaired and we are not required to perform further testing. If the carrying value of the net assets assigned to the reporting unit exceeds the fair value of the reporting unit, then we must perform the second step of the impairment test in order to determine the implied fair value of the reporting unit's goodwill. If the carrying value of a reporting unit's goodwill exceeds its implied fair value, then we would record an impairment loss equal to the difference.

A reporting unit is an operating segment or a business unit one level below that operating segment, for which discrete financial information is prepared and regularly reviewed by management. We have deemed RH Segment and Waterworks to be the reporting units for which goodwill is independently tested.

Our tests for impairment of goodwill resulted in a determination that the fair value of our reporting units exceeded the carrying value of their respective net assets as of January 28, 2017. We do not anticipate any material impairment charges in the near term.

Long-Lived Assets

Long-lived assets, such as property and equipment and intangible assets subject to amortization, are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset group may not be recoverable. Conditions that may indicate impairment include, but are not limited to, a significant adverse change in customer demand or business climate that could affect the value of an asset group, an operating loss or expectation of future operating losses, negative operating cash flows or expectation of future negative operating cash flows or an adverse action or assessment by a regulator. If one of more of these circumstances is present, we would perform an impairment test and record an impairment charge if the sum of the estimated undiscounted future cash flows related to an asset group is less than the carrying value and would recognize a loss equal to the difference between the carrying value and the fair value, usually determined by the estimated discounted cash flow analysis of the asset group.

We have determined that we have two asset groups: RH Segment and Waterworks. In both cases, the assets for each group include Galleries, catalogs and websites. Along with the support of the distribution centers and corporate assets, each asset group is fully integrated as part of an omni-channel model and dependent on each other in generating cash flows. We evaluate long-lived tangible assets at the asset group level, which is the lowest level at which independent cash flows can be identified.

Since there is typically no active market for our long-lived tangible assets, we estimate fair values based on the expected future cash flows. We estimate future cash flows based on historical results, current trends, and operating and cash flow projections. Our estimates are subject to uncertainty and may be affected by a number of factors outside our control, including general economic conditions and the competitive environment. While we believe our estimates and judgments about future cash flows are reasonable, future impairment charges may be required if the expected cash flow estimates, as projected, do not occur or if events change requiring us to revise our estimates.

Lease Accounting

We lease stores, distribution facilities, office space and, less significantly, certain machinery and equipment. We classify leases at the inception of the lease as a capital lease or an operating lease.

Build-to-Suit Lease Transactions

We are sometimes involved in the construction of leased stores, which, depending on the extent to which we are involved, we may be the “deemed owner” of the leased premises for accounting purposes during the construction period pursuant to ASC 840. If we are the “deemed owner” for accounting purposes, upon commencement of the construction project, we are required to capitalize the cash and non-cash assets contributed by the landlord for construction as property and equipment on our consolidated balance sheets. The contributions by the landlord toward construction, including the building, existing site improvements at construction commencement and any amounts paid by the landlord to those responsible for construction, are included as property and equipment additions due to build-to-suit lease transactions within the non-cash section of our consolidated statements of cash flows. Over the lease term, these non-cash additions to property and equipment due to build-to-suit lease transactions do not impact our cash outflows, nor do they impact net income within our consolidated statements of income.

Upon completion of the construction project, we perform a sale-leaseback analysis to determine if we do not have any forms of “continuing involvement” and therefore can remove the assets and related liabilities from our consolidated balance sheets. If the assets and related liabilities cannot be removed from our consolidated balance sheets, we account for the transactions as a financing lease. These lease transactions are referred to as build-to-suit lease transactions.

Rent expense relating to the land is recognized on a straight-line basis once construction begins, which is determined using the fair value of the leased land at construction commencement and our incremental borrowing rate. Once cash payments commence under the lease, all amounts in excess of land rent expense are recorded as a debt-service payment and are recognized as interest expense and a reduction of the financing obligation.

Similar to capital leases, the expense recorded within the consolidated statements of income over the lease term is equal to the cash rent payments made under the lease. The primary difference in the consolidated statements of income between build-to-suit lease transactions and operating leases is the timing of recognition and the classification of expenses. Expenses related to operating leases are classified as rent expense compared to expenses related to build-to-suit lease transactions which are classified as a combination of rent expense, depreciation expense and interest expense.

Operating and Capital Leases

In a capital or an operating lease, the expected lease term begins with the date that we take possession of the equipment or the leased space for construction and other purposes. The expected lease term may also include the exercise of renewal options if the exercise of the option is determined to be reasonably assured. The expected term is also used in the determination of whether a store is a capital or operating lease.

Certain of our property and equipment are held under capital leases. These assets are included in property and equipment and depreciated over the lesser of the useful life of the asset or the lease term. For buildings held under capital leases, unless the fair value of the land at lease inception exceeds 25% of the aggregate fair value of the leased land and buildings, rent payments under the leases are recognized using the effective interest method as a reduction of the capital lease obligation and interest expense. Pursuant to ASC 840, at lease inception, if the fair value of the underlying land exceeds 25% of the fair value of the real estate (land and buildings), we allocate a portion of the cash payments under the lease to land rent expense equal to the product of the fair value of the leased land at construction commencement and our incremental borrowing rate. The remaining cash payment is treated as debt-service payments and recognized as a reduction of the capital lease obligation and an increase in interest expense.

All other leases are considered operating leases in accordance with ASC 840. Assets subject to an operating lease and the related lease payments are not recorded on the consolidated balance sheets. For leases that contain lease incentives, premiums and minimum rent expenses, we recognize rent expense on a straight-line basis over the lease term. Tenant improvement allowances received from landlords under operating leases are recorded in deferred rent and lease incentives on the consolidated balance sheets, and are amortized on a straight-line basis over the lease term.

Stock-Based Compensation

We use the straight-line method of accounting for stock-based compensation, which we believe is the predominant method used in our industry. We recognize the fair value of stock-based compensation in the consolidated financial statements as compensation expense over the requisite service period. In addition, excess tax benefits related to stock-based compensation awards are reflected as financing cash flows. For service-only awards, compensation expense is recognized on a straight-line basis, net of forfeitures, over the requisite service period for the fair value of awards that actually vest. Fair value for restricted stock units is valued using the closing price of our stock on the date of grant. The fair value of each option award granted under our award plan is estimated on the date of grant using a Black-Scholes Merton option pricing model which requires the input of subjective assumptions regarding the expected term, expected volatility, dividend yield and risk-free interest rate. We elected to calculate the expected term of the option awards using the "simplified method." This election was made based on the lack of sufficient historical exercise data to provide a reasonable basis upon which to estimate expected term. Under the "simplified" calculation method, the expected term is calculated as an average of the vesting period and the contractual life of the options.

Income Taxes

We account for income taxes under an asset and liability approach that requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been recognized in our consolidated financial statements or tax returns. In estimating future tax consequences, we generally take into account all expected future events then known to us, other than changes in the tax law or rates which have not yet been enacted and which are not permitted to be considered. Accordingly, we may record a valuation allowance to reduce our net deferred tax assets to the amount that is more-likely-than-not to be realized. The determination as to whether a deferred tax asset will be realized is made on a jurisdictional basis and is based upon management's best estimate of the recoverability of our net deferred tax assets. Future taxable income and ongoing prudent and feasible tax planning are considered in determining the amount of the valuation allowance, and the amount of the allowance is subject to adjustment in the future. Specifically, in the event we are to determine that we are not more-likely-than-not able to realize our net deferred tax assets in the future, an adjustment to the valuation allowance would decrease income in the period such determination is made. This allowance does not alter our ability to utilize the underlying tax net operating loss and credit carryforwards in the future, the utilization of which is limited to achieving future taxable income.

In assessing the need for a valuation allowance, we consider both positive and negative evidence related to the likelihood of realization of the deferred tax assets. If, based on the weight of available evidence, it is more-likely-than-not the deferred tax assets will not be realized, we record a valuation allowance. The weight given to the positive and negative evidence is commensurate with the extent to which the evidence may be objectively verified. As such, it is generally difficult for positive evidence regarding projected future taxable income exclusive of reversing taxable temporary differences to outweigh objective negative evidence of recent financial reporting losses. United States GAAP states that cumulative losses in recent years are a significant piece of negative evidence that is difficult to overcome in determining that a valuation allowance is not needed against deferred tax assets.

As of January 28, 2017, we have retained a valuation allowance totaling \$0.8 million against deferred tax assets for our Waterworks U.K. operations.

The accounting standard for uncertainty in income taxes prescribes a recognition threshold that a tax position is required to meet before being recognized in the financial statements and provides guidance on derecognition, measurement, classification, interest and penalties, accounting in interim periods, disclosure and transition issues. Differences between tax positions taken in a tax return and amounts recognized in the financial statements generally result in an increase in a liability for income taxes payable or a reduction of an income tax refund receivable, or a reduction in a deferred tax asset or an increase in a deferred tax liability, or both. We recognize interest and penalties related to unrecognized tax benefits in tax expense.

Recently Issued Accounting Pronouncements

For information regarding recently issued accounting pronouncements, refer to Note 3—*Significant Accounting Policies* in our consolidated financial statements within Part II of this Annual Report on Form 10-K.

Item 7A. Quantitative and Qualitative Disclosure of Market Risks

Interest Rate Risk

Our investments include cash, cash equivalents and both short-term and long-term investments including investment-grade interest-bearing securities such as money market funds, certificates of deposit, commercial paper, municipal and government agency obligations and guaranteed obligations of the U.S. government. The primary objective of our investment activities is to preserve principal while maximizing income without significantly increasing risk. We do not enter into investments for trading or speculative purposes. Our investments are exposed to market risk due to a fluctuation in interest rates, which may affect our interest income and the fair market value of our investments. We believe that our exposure to interest rate risk is not significant and a 1% movement in market interest rates would not have a significant impact on the total value of our portfolio. We actively monitor changes in interest rates.

We are subject to interest rate risk in connection with borrowings under our revolving line of credit which bears interest at variable rates. At January 28, 2017, there were no amounts outstanding under the revolving line of credit. As of January 28, 2017, we had \$535.2 million undrawn borrowing availability under the revolving line of credit and had \$14.4 million in outstanding letters of credit. We currently do not engage in any interest rate hedging activity and we have no intention to do so in the foreseeable future. Based on the average interest rate on the revolving line of credit during the three months ended January 28, 2017, and to the extent that borrowings were outstanding, 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.

As of January 28, 2017, we had \$350 million principal amount of 0.00% convertible senior notes due 2019 outstanding (the “2019 Notes”). As this instrument does not bear interest, we do not have interest rate risk exposure related to this debt.

As of January 28, 2017, 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.

Market Price Sensitive Instruments

0.00% Convertible Senior Notes due 2019

In connection with the issuance of the 2019 Notes, we entered into privately-negotiated convertible note hedge transactions with certain counterparties. The convertible note hedge transactions relate to, collectively, 3.0 million shares of our common stock, which represents the number of shares of our common stock underlying the 2019 Notes, subject to anti-dilution adjustments substantially similar to those applicable to the 2019 Notes. These convertible note hedge transactions are expected to reduce the potential earnings dilution with respect to our common stock upon conversion of the 2019 Notes and/or reduce our exposure to potential cash or stock payments that may be required upon conversion of the 2019 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 \$171.98 per share. Refer to Note 10—*Convertible Senior Notes* in our consolidated financial statements.

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, 5.1 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 10—*Convertible Senior Notes* in our 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.

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

	January 28, 2017	January 30, 2016
		As Revised
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 87,023	\$ 331,467
Short-term investments	142,677	130,801
Accounts receivable—net	34,191	28,567
Merchandise inventories	752,304	725,392
Asset held for sale	4,900	—
Prepaid expense and other current assets	117,162	79,020
Total current assets	1,138,257	1,295,247
Long-term investments	33,212	22,054
Property and equipment—net	682,056	515,605
Goodwill	173,603	124,301
Trademarks and domain names	100,624	48,309
Other intangible assets—net	133	227
Non-current deferred tax assets	28,466	36,739
Other non-current assets	36,169	25,462
Total assets	\$ 2,192,520	\$ 2,067,944
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable and accrued expenses	\$ 226,980	\$ 262,284
Deferred revenue and customer deposits	145,918	106,769
Other current liabilities	43,271	65,072
Total current liabilities	416,169	434,125
Convertible senior notes due 2019—net	312,379	297,703
Convertible senior notes due 2020—net	235,965	220,000
Financing obligations under build-to-suit lease transactions	203,015	146,621
Deferred rent and lease incentives	60,439	53,986
Other non-current obligations	44,684	29,349
Total liabilities	1,272,651	1,181,784
Commitments and contingencies (Note 19)	—	—
Stockholders' equity:		
Preferred stock, \$0.0001 par value per share, 10,000,000 shares authorized, no shares issued or outstanding as of January 28, 2017 and January 30, 2016	—	—
Common stock, \$0.0001 par value per share, 180,000,000 shares authorized, 41,123,521 shares issued and 40,828,633 shares outstanding as of January 28, 2017; 40,878,163 shares issued and 40,583,275 shares outstanding as of January 30, 2016	4	4
Additional paid-in capital	790,866	763,566
Accumulated other comprehensive loss	(1,692)	(2,700)
Retained earnings	150,214	144,813
Treasury stock—at cost, 294,888 shares as of both January 28, 2017 and January 30, 2016	(19,523)	(19,523)
Total stockholders' equity	919,869	886,160
Total liabilities and stockholders' equity	\$ 2,192,520	\$ 2,067,944

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

RH
CONSOLIDATED STATEMENTS OF INCOME
(In thousands, except share and per share amounts)

	Year Ended		
	January 28, 2017	January 30, 2016	January 31, 2015
Net revenues	\$ 2,134,871	\$ 2,109,006	\$ 1,867,422
Cost of goods sold	1,455,084	1,356,314	1,176,648
Gross profit	679,787	752,692	690,774
Selling, general and administrative expenses	626,751	567,131	525,048
Income from operations	53,036	185,561	165,726
Interest expense—net	44,482	35,677	17,551
Income before income taxes	8,554	149,884	148,175
Income tax expense	3,153	58,781	57,173
Net income	<u>\$ 5,401</u>	<u>\$ 91,103</u>	<u>\$ 91,002</u>
Weighted-average shares used in computing basic net income per share	40,691,483	40,190,448	39,457,491
Basic net income per share	\$ 0.13	\$ 2.27	\$ 2.31
Weighted-average shares used in computing diluted net income per share	40,926,840	42,256,559	41,378,210
Diluted net income per share	\$ 0.13	\$ 2.16	\$ 2.20

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

RH
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(In thousands)

	Year Ended		
	January 28, 2017	January 30, 2016	January 31, 2015
Net income	\$ 5,401	\$ 91,103	\$ 91,002
Net gains (losses) from foreign currency translation	1,003	(2,164)	(1,143)
Net unrealized holding gains (losses) on available-for-sale investments	5	(34)	12
Total comprehensive income	<u>\$ 6,409</u>	<u>\$ 88,905</u>	<u>\$ 89,871</u>

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

RH
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(In thousands, except share amounts)

	Common Stock		Additional Paid-In Capital	Accumulated Other Comprehensive Income (Loss)	Retained Earnings (Accumulated Deficit)	Treasury Stock		Total Stockholders' Equity
	Shares	Amount				Shares	Amount	
Balances—February 1, 2014	39,124,764	4	584,641	629	(37,292)	40,353	(2,710)	545,272
Stock-based compensation	—	—	17,072	—	—	—	—	17,072
Issuance of restricted stock	7,592	—	—	—	—	—	—	—
Vested and delivered restricted stock units	56,003	—	(2,795)	—	—	—	—	(2,795)
Exercise of stock options—including tax benefit	956,091	—	32,500	—	—	—	—	32,500
Repurchases of common stock	(251,910)	—	—	—	—	251,910	(16,575)	(16,575)
Equity component value of convertible note issuance—net	—	—	70,506	—	—	—	—	70,506
Sale of common stock warrant	—	—	40,390	—	—	—	—	40,390
Purchase of convertible note hedge	—	—	(73,325)	—	—	—	—	(73,325)
Net income	—	—	—	—	91,002	—	—	91,002
Net losses from foreign currency translation	—	—	—	(1,143)	—	—	—	(1,143)
Net unrealized holding gains (losses) on investments	—	—	—	12	—	—	—	12
Balances—January 31, 2015	39,892,540	4	668,989	(502)	53,710	292,263	(19,285)	702,916
Stock-based compensation	—	—	24,223	—	—	—	—	24,223
Issuance of restricted stock	6,535	—	—	—	—	—	—	—
Vested and delivered restricted stock units	78,769	—	(4,863)	—	—	—	—	(4,863)
Exercise of stock options—including tax benefit	608,056	—	35,885	—	—	—	—	35,885
Repurchases of common stock	(2,625)	—	—	—	—	2,625	(238)	(238)
Equity component value of convertible note issuance—net	—	—	77,192	—	—	—	—	77,192
Sale of common stock warrant	—	—	30,390	—	—	—	—	30,390
Purchase of convertible note hedge	—	—	(68,250)	—	—	—	—	(68,250)
Net income	—	—	—	—	91,103	—	—	91,103
Net losses from foreign currency translation	—	—	—	(2,164)	—	—	—	(2,164)
Net unrealized holding gains (losses) on investments	—	—	—	(34)	—	—	—	(34)
Balances—January 30, 2016	40,583,275	4	763,566	(2,700)	144,813	294,888	(19,523)	886,160
Stock-based compensation	—	—	28,930	—	—	—	—	28,930
Issuance of restricted stock	33,555	—	—	—	—	—	—	—
Vested and delivered restricted stock units	88,538	—	(1,531)	—	—	—	—	(1,531)
Exercise of stock options—including tax benefit	123,265	—	(99)	—	—	—	—	(99)
Net income	—	—	—	—	5,401	—	—	5,401
Net gains from foreign currency translation	—	—	—	1,003	—	—	—	1,003
Net unrealized holding gains (losses) on investments	—	—	—	5	—	—	—	5
Balances—January 28, 2017	40,828,633	\$ 4	\$ 790,866	\$ (1,692)	\$ 150,214	294,888	\$ (19,523)	\$ 919,869

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

RH
CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands)

	Year Ended		
	January 28, 2017	January 30, 2016	January 31, 2015
		As Revised	As Revised
CASH FLOWS FROM OPERATING ACTIVITIES			
Net income	\$ 5,401	\$ 91,103	\$ 91,002
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	56,995	44,595	34,463
Impairments	17,137	—	—
Product recalls	4,615	—	—
Net non-cash charges resulting from inventory step-up	6,835	—	—
Amortization of purchase premiums and accretion of purchases discount—net	1,022	1,166	—
Amortization of debt discount	28,822	22,114	7,969
Excess tax (benefit) shortfall from exercise of stock options	3,288	(10,443)	(16,421)
Stock-based compensation expense	29,214	24,223	17,072
Deferred income taxes	(221)	(6,011)	2,693
Other non-cash interest expense	3,121	2,473	1,342
Change in assets and liabilities—net of acquisition:			
Accounts receivable	588	(2,629)	(3,991)
Merchandise inventories	(4,304)	(166,505)	(106,036)
Prepaid expense and other assets	(36,889)	10,817	9,093
Accounts payable and accrued expenses	(50,307)	29,196	22,222
Deferred revenue and customer deposits	23,977	33,213	19,955
Other current liabilities	(23,820)	39,580	(3,131)
Deferred rent and lease incentives	4,662	13,597	3,574
Other non-current obligations	8,709	215	(563)
Net cash provided by operating activities	<u>78,845</u>	<u>126,704</u>	<u>79,243</u>
CASH FLOWS FROM INVESTING ACTIVITIES			
Capital expenditures	(157,644)	(119,461)	(110,359)
Acquisition of buildings and land	—	(13,999)	—
Construction related deposits	(23,380)	(20,049)	(9,250)
Purchase of trademarks and domain names	(322)	(339)	(453)
Purchase of investments	(248,485)	(217,379)	(91,604)
Maturities of investments	187,338	143,830	11,118
Sales of investments	37,096	—	—
Acquisition of business—net of cash acquired	(116,100)	—	—
Net cash used in investing activities	<u>(321,497)</u>	<u>(227,397)</u>	<u>(200,548)</u>
CASH FLOWS FROM FINANCING ACTIVITIES			
Gross borrowings under revolving line of credit	—	—	749,945
Gross repayments under revolving line of credit	—	—	(835,370)
Revolving line of credit deferred financing fees	—	—	(2,133)
Proceeds from issuance of convertible senior notes	—	296,250	350,000
Proceeds from issuance of warrants	—	30,390	40,390
Purchase of convertible note hedges	—	(68,250)	(73,325)
Debt issuance costs related to convertible senior notes	—	(2,382)	(5,385)
Borrowings under build-to-suit lease transactions	—	—	1,776
Proceeds from exercise of stock options	3,261	25,606	16,400
Excess tax benefit (shortfall) from exercise of stock options	(3,288)	10,443	16,421
Tax withholdings related to issuance of stock-based awards	(1,603)	(5,027)	(3,116)
Other financing activities	(611)	(248)	(1,803)
Net cash provided by (used in) financing activities	<u>(2,241)</u>	<u>286,782</u>	<u>253,800</u>
Effects of foreign currency exchange rate translation	449	(308)	(198)
Net increase (decrease) in cash and cash equivalents	<u>(244,444)</u>	<u>185,781</u>	<u>132,297</u>
Cash and cash equivalents			
Beginning of period	331,467	145,686	13,389
End of period	<u>\$ 87,023</u>	<u>\$ 331,467</u>	<u>\$ 145,686</u>
Cash paid for interest	\$ 16,615	\$ 13,369	\$ 8,611
Cash paid for taxes	48,464	29,135	60,121
Non-cash transactions:			
Property and equipment additions due to build-to-suit lease transactions	55,991	96,323	89,829
Property and equipment reduction due to effected sale leaseback (Note 6)	—	(74,855)	—
Property and equipment additions from use of construction related deposits	10,720	13,915	—
Property and equipment additions in accounts payable and accrued expenses at period-end	9,201	12,108	10,875
Property and equipment acquired under capital lease	16	88	38
Building acquired under capital lease	—	—	6,798
Trademarks and domain names additions in accounts payable and accrued expenses at period-end	—	107	—
Issuance of non-current notes payable related to share repurchases from former employees	—	238	16,575

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

RH
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1—NATURE OF BUSINESS

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

On May 27, 2016, the Company acquired a controlling interest in Design Investors WW Acquisition Company, LLC, which owns the business operating under the name “Waterworks”. Refer to Note 4—*Business Combination*.

As of January 28, 2017, the Company operated a total of 85 retail Galleries and 28 outlet stores in 32 states, the District of Columbia and Canada, which includes 15 Waterworks showrooms in the United States and in the U.K., and had sourcing operations in Shanghai and Hong Kong.

NOTE 2—ORGANIZATION

The Company was formed on August 18, 2011 and capitalized on September 2, 2011 as a holding company for the purposes of facilitating an initial public offering of common equity and was at such time a direct subsidiary of Home Holdings, LLC, a Delaware limited liability company (“Home Holdings”).

On November 1, 2012, the Company acquired all of the outstanding shares of capital stock of Restoration Hardware, Inc., a Delaware corporation, and Restoration Hardware, Inc. became a direct, wholly owned subsidiary of the Company. Restoration Hardware, Inc. was a direct, wholly owned subsidiary of Home Holdings LLC, a Delaware limited liability company (“Home Holdings”) prior to the Company’s initial public offering. Outstanding units issued by Home Holdings under its equity compensation plan, referred to as the Team Resto Ownership Plan, were replaced with common stock of the Company at the time of its initial public offering. These transactions are referred to as the “Reorganization.” On November 7, 2012, the Company completed its initial public offering.

NOTE 3—SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

These consolidated financial statements are prepared in conformity with accounting principles generally accepted in the United States (“GAAP”). The consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries. Accordingly, all intercompany balances and transactions have been eliminated through the consolidation process.

Revisions

During the fourth quarter of fiscal 2016, management determined that the Company had incorrectly reported negative cash balances due to outstanding checks in the accounts payable and accrued expenses financial statement line item in its consolidated balance sheets without properly applying the limited right of offset against cash and cash equivalents in accordance with ASC 210—*Balance Sheet*. This resulted in an overstatement of cash and cash equivalents and an overstatement of accounts payable and accrued expenses on its consolidated balance sheets, as well as a misstatement of the cash provided by operating activities on the consolidated statements of cash flows. There was no impact on the consolidated statements of income or stockholders’ equity related to these misstatements.

The Company assessed the materiality of these misstatements on prior periods’ financial statements in accordance with SEC Staff Accounting Bulletin (“SAB”) No. 99—*Materiality*, codified in Accounting Standards Codification (“ASC”) 250—*Presentation of Financial Statements*, and concluded that these misstatements were not material to any prior annual or interim periods. Accordingly, in accordance with ASC 250 (SAB No. 108—*Considering the Effects of Prior Year Misstatements when Quantifying Misstatements in Current Year Financial Statements*), the amounts have been revised in the consolidated balance sheets and consolidated statements of cash flows. The amounts included in previously reported quarters will be revised in future filings.

The revision decreased cash and cash equivalents and accounts payable and accrued expenses by \$18.4 million as of January 30, 2016. The revisions decreased cash and cash equivalents and accounts payable and accrued expenses by \$2.5 million, \$0.5 million and \$8.3 million as of April 30, 2016, July 30, 2016 and October 29, 2016, respectively.

The following are selected line items from the Company's condensed consolidated balance sheets and condensed consolidated statements of cash flows illustrating the effect of the corrections (*in thousands*):

Condensed Consolidated Balance Sheets			
January 30, 2016			
	As Reported	Adjustment	As Revised
Cash and cash equivalents	\$ 349,897	\$ (18,430)	\$ 331,467
Total current assets	1,313,677	(18,430)	1,295,247
Total assets	2,086,374	(18,430)	2,067,944
Accounts payable and accrued expenses	280,714	(18,430)	262,284
Total current liabilities	452,555	(18,430)	434,125
Total liabilities	1,200,214	(18,430)	1,181,784

Condensed Consolidated Statements of Cash Flows						
Year Ended						
	January 30, 2016			January 31, 2015		
	As Reported	Adjustment	As Revised	As Reported	Adjustment	As Revised
Cash flows from operating activities:						
Change in accounts payable and accrued expenses	\$ 44,378	\$ (15,182)	\$ 29,196	\$ 25,470	\$ (3,248)	\$ 22,222
Net cash provided by operating activities	141,886	(15,182)	126,704	82,491	(3,248)	79,243
Cash and cash equivalents:						
Beginning of period	148,934	(3,248)	145,686	13,389	—	13,389
End of period	349,897	(18,430)	331,467	148,934	(3,248)	145,686

The following are selected line items from the Company's unaudited condensed consolidated balance sheets and unaudited condensed consolidated statements of cash flows illustrating the effect of the corrections (*in thousands*):

Unaudited Condensed Consolidated Balance Sheets			
April 30, 2016			
	As Reported	Adjustment	As Revised
Cash and cash equivalents	\$ 237,156	\$ (2,488)	\$ 234,668
Total current assets	1,244,435	(2,488)	1,241,947
Total assets	2,051,008	(2,488)	2,048,520
Accounts payable and accrued expenses	248,971	(2,488)	246,483
Total current liabilities	406,937	(2,488)	404,449
Total liabilities	1,171,480	(2,488)	1,168,992

Unaudited Condensed Consolidated Balance Sheets			
July 30, 2016			
	As Reported	Adjustment	As Revised
Cash and cash equivalents	\$ 37,677	\$ (514)	\$ 37,163
Total current assets	1,149,164	(514)	1,148,650
Total assets	2,088,641	(514)	2,088,127
Accounts payable and accrued expenses	222,812	(514)	222,298
Total current liabilities	405,249	(514)	404,735
Total liabilities	1,195,683	(514)	1,195,169

Unaudited Condensed Consolidated Balance Sheets			
October 29, 2016			
	As Reported	Adjustment	As Revised
Cash and cash equivalents	\$ 55,426	\$ (8,291)	\$ 47,135
Total current assets	1,151,804	(8,291)	1,143,513
Total assets	2,156,301	(8,291)	2,148,010
Accounts payable and accrued expenses	231,079	(8,291)	222,788
Total current liabilities	419,421	(8,291)	411,130
Total liabilities	1,254,123	(8,291)	1,245,832

	Unaudited Condensed Consolidated Statements of Cash Flows								
	Three Months Ended April 30, 2016			Six Months Ended July 30, 2016			Nine Months Ended October 29, 2016		
	As Reported	Adjustment	As Revised	As Reported	Adjustment	As Revised	As Reported	Adjustment	As Revised
Cash flows from operating activities:									
Change in accounts payable and accrued expenses	\$ (30,546)	\$ 15,942	\$ (14,604)	\$ (81,399)	\$ 17,916	\$ (63,483)	\$ (73,574)	\$ 10,139	\$ (63,435)
Net cash used in operating activities	(106,292)	15,942	(90,350)	(91,565)	17,916	(73,649)	(29,124)	10,139	(18,985)
Cash and cash equivalents:									
Beginning of period	349,897	(18,430)	331,467	349,897	(18,430)	331,467	349,897	(18,430)	331,467
End of period	237,156	(2,488)	234,668	37,677	(514)	37,163	55,426	(8,291)	47,135

Fiscal Years

The Company's fiscal year ends on the Saturday closest to January 31. As a result, the Company's fiscal year may include 53 weeks. The fiscal years ended January 28, 2017 ("fiscal 2016"), January 30, 2016 ("fiscal 2015") and January 31, 2015 ("fiscal 2014") each consisted of 52 weeks. The Company's next 53-week fiscal year is the fiscal year ended February 3, 2018.

Use of Accounting Estimates

The preparation of the Company's 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 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 consolidated financial statements.

Cash and Cash Equivalents

The Company considers all highly liquid investments with original maturities of 90 days or less to be cash equivalents.

Investments

All of the Company's investments are classified as available-for-sale and are carried at fair value. The Company invests excess cash primarily in investment-grade interest-bearing securities such as money market funds, certificates of deposit, commercial paper, government agency obligations and guaranteed obligations of the U.S. government, all of which are subject to minimal credit and market risks. Investments that have an original maturity of 91 days or more at the date of purchase and a current maturity of less than one year are classified as short-term investments, while investments with a current maturity of more than one year are classified as long-term investments. Fair value is determined based on quoted market rates when observable or utilizing data points that are observable, such as quoted prices, interest rates and yield curves. The cost of available-for-sale marketable securities sold is based on the specific identification method. Unrealized holding gains and losses, net of tax, are recorded in accumulated other comprehensive loss on the consolidated statements of stockholders' equity until realized. Realized gains and losses, interest income, dividends, and amortization and accretion of purchase premiums and discounts on investments are included in interest expense on the consolidated statements of income. Total interest income and accretion of purchase discounts on investments were \$2.3 million and \$0.3 million in fiscal 2016, respectively. Total amortization of purchase premiums on investments was \$1.3 million in fiscal 2016. Total interest income and accretion of purchase discounts on investments were \$1.5 million and \$0.1 million in fiscal 2015, respectively. Total amortization of purchase premiums on investments was \$1.2 million in fiscal 2015. Realized gains and losses were not material in fiscal 2016 and fiscal 2015. The Company did not record any dividends in fiscal 2016 and fiscal 2015.

Concentration of Credit Risk

The Company maintains its cash and cash equivalent accounts in financial institutions in both U.S. dollar and Canadian dollar denominations. Accounts at the U.S. institutions are insured by the Federal Deposit Insurance Corporation ("FDIC") up to \$250,000 and accounts at the Canadian institutions are insured by the Canada Deposit Insurance Corporation ("CDIC") up to \$100,000 Canadian dollars. As of January 28, 2017 and January 30, 2016, and at various time throughout these fiscal years, the Company had cash in financial institutions in excess of the amount insured by the FDIC and CDIC. The Company performs ongoing evaluations of these institutions to limit its concentration of credit risk.

Accounts Receivable

Accounts receivable consist primarily of receivables from the Company's 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, which is recorded on a specific identification basis. The allowance for doubtful accounts was \$2.4 million and \$2.3 million as of January 28, 2017 and January 30, 2016, respectively.

Merchandise Inventories

The Company's merchandise inventories are comprised of finished goods and are carried at the lower of cost or market, with cost determined on a weighted-average cost method and market determined based on the estimated net realizable value. To determine if the value of inventory should be marked down below original cost, the Company considers current and anticipated demand, customer preference and the merchandise age. The inventory value is adjusted periodically to reflect current market conditions, which requires management judgments that may significantly affect the ending inventory valuation, as well as gross margin. The significant estimates used in inventory valuation are obsolescence (including excess and slow-moving inventory and lower of cost or market reserves) and estimates of inventory shrinkage. The Company adjusts its inventory for obsolescence based on historical trends, aging reports, specific identification and its estimates of future retail sales prices.

Reserves for shrinkage are estimated and recorded throughout the period as a percentage of shipped sales based on historical shrinkage results and current inventory levels. Actual shrinkage is recorded throughout the year based upon periodic cycle counts and the results of the Company's annual physical inventory count. Actual inventory shrinkage and obsolescence can vary from estimates due to factors including the mix of the Company's inventory (which ranges from large furniture to decorative accessories) and execution against loss prevention initiatives in the Company's stores, distribution centers, off-site storage locations and with its third-party transportation providers.

Due to these factors, the Company's obsolescence and shrinkage reserves contain uncertainties. Both estimates have calculations that require management to make assumptions and to apply judgment regarding a number of factors, including market conditions, the selling environment, historical results and current inventory trends. If actual obsolescence or shrinkage estimates change from the Company's original estimates, the Company will adjust its inventory reserves accordingly throughout the period. Management does not believe that changes in the assumptions used in these estimates would have a significant effect on the Company's net income or inventory balances. The Company's inventory reserve balances were \$33.2 million and \$19.3 million as of January 28, 2017 and January 30, 2016, respectively.

Product Recalls

In fiscal 2016, the Company recorded a \$4.6 million charge related to the recall of certain products. The charge reduced net revenues by \$3.5 million and resulted in cost of goods sold of \$0.5 million and selling, general and administrative expenses of \$0.6 million. The product recall accrual as of January 28, 2017 was \$4.3 million and is included in other current liabilities on the consolidated balance sheets.

Advertising Expenses

Advertising expenses primarily represent the costs associated with the Company's catalog mailings, as well as print and website marketing. Total advertising expense, which is recorded in selling, general and administrative expenses on the consolidated statements of income, was \$79.8 million, \$107.7 million, and \$114.7 million in fiscal 2016, fiscal 2015, and fiscal 2014, respectively.

Capitalized Catalog Costs

Capitalized catalog costs consist primarily of third-party incremental direct costs to prepare, print and distribute Source Books. Such costs are capitalized and amortized over their expected period of future benefit. Such amortization is based upon the ratio of actual revenues to the total of actual and estimated future revenues on an individual Source Book basis. Estimated future revenues are based upon various factors such as the total number of Source Books and pages circulated, the probability and magnitude of consumer response and the merchandise assortment offered. Each Source Book is generally fully amortized within a twelve-month period after they are mailed and the majority of the amortization occurs within the first five to nine months, with the exception of the Holiday Source Books, which are generally fully amortized within a three-month period after they are mailed. Capitalized catalog costs are evaluated for realizability on a regular basis by comparing the carrying amount associated with each Source Book to the estimated probable remaining future sales associated with that Source Book.

The Company's catalog amortization calculation requires management to make assumptions and to apply judgment regarding a number of factors, including market conditions, the selling environment and the probability and magnitude of consumer response to certain Source Books and merchandise assortment offered. If actual revenues associated with the Company's Source Books differ from its original estimates, the Company adjusts its catalog amortization schedules accordingly. Management does not believe that changes in the assumptions used in these estimates would have a significant effect on the Company's net income as changes in the assumptions do not impact the total cost of the Source Books to be amortized. However, changes in the assumptions could impact the timing of the future catalog amortization expense recorded to the consolidated statements of income.

The Company had \$61.3 million and \$35.8 million of capitalized catalog costs that are included in prepaid expense and other current assets on the consolidated balance sheets as of January 28, 2017, and January 30, 2016, respectively. The increase in capitalized catalog costs, as of January 28, 2017, is primarily due to the change in the timing of distribution of the Interiors Source Book, which was circulated in Spring 2015 and was circulated in Fall 2016 for fiscal 2016.

Website and Print Advertising

Website and print advertising expenses, which include e-commerce advertising, web creative content and direct marketing activities such as print media, radio and other media advertising, are expensed as incurred or upon the release of the content or the initial advertisement.

Property and Equipment

Property and equipment is recorded at cost, net of accumulated depreciation and amortization. Depreciation is calculated using the straight-line method, generally using the following useful lives:

Category of Property and Equipment	Useful Life
Building and building improvements	40 years
Machinery, equipment and aircraft	3 to 10 years
Furniture, fixtures and equipment	3 to 7 years
Computer software	3 to 10 years

The cost of leasehold improvements and lease acquisitions is amortized over the lesser of the useful life of the asset or the applicable lease term.

The Company expenses all internal-use software costs incurred in the preliminary project stage and capitalizes certain direct costs associated with the development and purchase of internal-use software, including external costs of materials and services and internal payroll costs related to the software project, within property and equipment. Capitalized costs are amortized on a straight-line basis over the estimated useful lives of the software, generally between three and ten years.

Interest is capitalized on construction in progress and software projects during the period in which expenditures have been made, activities are in progress to prepare the asset for its intended use and interest expense is being incurred. The Company capitalized interest of \$2.4 million, \$2.3 million and \$1.6 million in fiscal 2016, fiscal 2015 and fiscal 2014, respectively. During fiscal 2016 and fiscal 2015, all of the \$2.4 million and \$2.3 million capitalized interest, respectively, relates to the capitalization of non-cash interest associated with the amortization of the convertible senior notes debt discount. During fiscal 2014, \$1.1 million of the \$1.6 million capitalized interest relates to the capitalization of non-cash interest associated with the amortization of the convertible senior notes debt discount.

Property and equipment acquired under non-cancelable leases, which meet the criteria of capital leases, are capitalized and amortized over the lesser of the useful life of the asset or the lease term. For buildings held under capital lease, unless the fair value of the land at lease inception exceeds 25% of the aggregate fair value of the leased land and building, rent payments under the leases are recognized using the effective interest method as a reduction of the capital lease obligation and interest expense. Pursuant to Accounting Standards Codification ("ASC") 840—*Leases* ("ASC 840"), at lease inception, if the fair value of the underlying land exceeds 25% of the fair value of the real estate (land and building), the Company allocates a portion of the cash payments under the lease to land rent expense equal to the product of the fair value of the leased land at construction commencement and the Company's incremental borrowing rate. The remaining cash payment is treated as debt-service payments and recognized as a reduction of the capital lease obligation and an increase in interest expense.

The land purchased by the Company is recorded at cost and is a non-depreciable asset.

Property and equipment is reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of assets may not be recoverable. For a discussion regarding fiscal 2016 impairments, refer to the impairment accounting policy below.

Intangible Assets

Intangible assets reflect the value assigned to trademarks, domain names and the fair market value of the Company's leases. The Company does not amortize trademarks and domain names as the Company defines the life of these assets as indefinite.

Impairment

Goodwill

The Company evaluates goodwill annually to determine whether it is impaired or whenever events occur or circumstances change that would indicate that the fair value of a reporting unit is less than its carrying amount. Conditions that may indicate impairment include, but are not limited to, a significant adverse change in customer demand or business climate that could affect the value of an asset; general economic conditions, such as increasing Treasury rates or unexpected changes in gross domestic product growth; a change in the Company's market share; budget-to-actual performance and consistency of operating margins and capital expenditures; a product recall or an adverse action or assessment by a regulator; or changes in management or key personnel. The Company selected the fourth fiscal quarter to perform its annual goodwill impairment testing.

The Company reviews goodwill for impairment by first assessing qualitative factors to determine whether it is more likely than not that the fair value of the reporting unit is less than its carrying amount as a basis for determining whether it is necessary to perform the two-step goodwill impairment test. If it is determined that it is not more likely than not that the fair value of the reporting unit is less than its carrying amount, it is unnecessary to perform the two-step goodwill impairment test. If it is determined that it is more likely than not that the fair value of the reporting unit is less than its carrying amount, the two-step test is performed to identify potential goodwill impairment.

In the first step, the Company compares the fair value of the reporting unit, generally defined as the same level as or one level below an operating segment, to its carrying value. If the fair value of the reporting unit exceeds the carrying value of the net assets assigned to that unit, goodwill is considered not impaired and the Company is not required to perform further testing. If the carrying value of the net assets assigned to the reporting unit exceeds the fair value of the reporting unit, then the Company must perform the second step of the impairment test in order to determine the implied fair value of the reporting unit's goodwill. If the carrying value of a reporting unit's goodwill exceeds its implied fair value, then the Company would record an impairment loss equal to the difference.

A reporting unit is an operating segment or a business unit one level below that operating segment, for which discrete financial information is prepared and regularly reviewed by management. The Company has deemed RH Segment and Waterworks to be the reporting units for which goodwill is independently tested.

The Company did not recognize any goodwill impairment in fiscal 2016, fiscal 2015 or fiscal 2014.

Trademarks and Domain Names

The Company annually evaluates whether trademarks and domain names continue to have an indefinite life. Trademarks and domain names are reviewed for impairment annually in the fourth quarter and may be reviewed more frequently if indicators of impairment are present. Conditions that may indicate impairment include, but are not limited to, a significant adverse change in customer demand or business climate that could affect the value of an asset, a product recall or an adverse action or assessment by a regulator.

The Company qualitatively assesses indefinite-lived intangible asset impairment to determine whether it is more likely than not that the fair value of the asset is less than its carrying amount. If trademarks and domain names are not qualitatively assessed or if trademarks and domain names are qualitatively assessed and it is determined it is not more likely than not that the asset's fair value is greater than its carrying amount, an impairment review is performed by comparing the carrying value to the estimated fair value, determined using a discounted cash flow methodology. Factors used in the valuation of intangible assets with indefinite lives include, but are not limited to, management's plans for future operations, brand initiatives, recent results of operations and projected future cash flows.

The Company did not recognize any trademarks and domain names impairment in fiscal 2016, fiscal 2015 or fiscal 2014.

Long-Lived Assets

Long-lived assets, such as property and equipment and intangible assets subject to amortization, are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset group may not be recoverable. Conditions that may indicate impairment include, but are not limited to, a significant adverse change in customer demand or business climate that could affect the value of an asset group, an operating loss or expectation of future operating losses, negative operating cash flows or expectation of future negative operating cash flows or an adverse action or assessment by a regulator. If one of more of these circumstances is present, the Company would perform an impairment test and record an impairment charge if the sum of the estimated undiscounted future cash flows related to the asset group is less than the carrying value and would recognize a loss equal to the difference between the carrying value and the fair value, usually determined by the estimated discounted cash flow analysis of the asset group.

The Company has determined that it has two asset groups: RH Segment and Waterworks. In both cases, the assets for each group include Galleries, catalogs and websites. Along with the support of the distribution centers and corporate assets, each asset group is fully integrated as part of an omni-channel model and dependent on each other in generating cash flows. The Company evaluates long-lived tangible assets at the asset group level, which is the lowest level at which independent cash flows can be identified.

Since there is typically no active market for the Company's long-lived tangible assets, the Company estimates fair values based on the expected future cash flows. The Company estimates future cash flows based on store-level historical results, current trends, and operating and cash flow projections. The Company's estimates are subject to uncertainty and may be affected by a number of factors outside its control, including general economic conditions and the competitive environment. While the Company believes its estimates and judgments about future cash flows are reasonable, future impairment charges may be required if the expected cash flow estimates, as projected, do not occur or if events change requiring the Company to revise its estimates.

The Company did not record an impairment charge on long-lived assets in fiscal 2016, except for impairment related to the Company committing to a plan to sell its aircraft and impairment associated with the RH Contemporary Art product line, as discussed in detail below. The Company did not record an impairment charge on long-lived assets in fiscal 2015 or fiscal 2014.

Asset Held for Sale

An asset is considered to be held for sale when all of the following criteria are met:

- Management commits to a plan to sell the property;
- It is unlikely that the disposal plan will be significantly modified or discontinued;
- The property is available for immediate sale in its present condition;
- Actions required to complete the sale of the property have been initiated;
- Sale of the asset is probable and the completed sale is expected to occur within one year; and
- The property is actively being marketed for sale at a price that is reasonable given its current market value.

Upon designation as an asset held for sale, the carrying value of the asset is recorded at the lower of its carrying value or its estimated fair value, less estimated costs to sell, and the Company ceases depreciating the asset.

During the fourth quarter of fiscal 2016, the Company committed to a plan to sell its aircraft, resulting in a reclassification of aircraft from property and equipment to asset held for sale on the consolidated balance sheets as of January 28, 2017. The Company expects the sale of the aircraft to be completed in fiscal 2017. The Company performed an assessment and determined that based on management's best estimate of the selling price of the aircraft, it had an impairment of \$4.8 million in fiscal 2016. Such impairment charge is included in selling, general and administrative expenses on the consolidated statements of income.

RH Contemporary Art Impairment

During the fourth quarter of fiscal 2016, the Company initiated and executed a plan to integrate the RH Contemporary Art ("RHCA") product line into the broader RH platform and no longer operates RHCA as a separate division. As a result, the Company incurred restructuring related costs, including loss on disposal of capitalized property and equipment of \$5.5 million, liability for lease losses of \$3.2 million, inventory impairment of \$2.7 million and other associated costs of \$0.3 million. The Company did not incur any employee termination benefits associated with the integration. The impact to cost of goods sold and selling, general and administrative expenses on the consolidated statements of income was \$1.1 million and \$10.6 million, respectively. As of January 28, 2017, the

Company's liability for lease losses, which is estimated as the net present value of the difference between lease payments and receipts under sublease agreements, was \$3.2 million and is included in other non-current obligations on the consolidated balance sheets.

Lease Accounting

The Company leases stores, distribution facilities, office space and, less significantly, certain machinery and equipment. The Company classifies leases at the inception of the lease as a capital lease or an operating lease.

Build-to-Suit Lease Transactions

The Company is sometimes involved in the construction of leased stores, which, depending on the extent to which it is involved, the Company may be the "deemed owner" of the leased premises for accounting purposes during the construction period pursuant to ASC 840. If the Company is the "deemed owner" for accounting purposes, upon commencement of the construction project, it is required to capitalize the cash and non-cash assets contributed by the landlord for construction property and equipment on its consolidated balance sheets. The contributions by the landlord toward construction, including the building, existing site improvements at construction commencement and any amounts paid by the landlord to those responsible for construction, are included as property and equipment additions due to build-to-suit lease transactions within the non-cash section of the consolidated statements of cash flows. Over the lease term, these non-cash additions to property and equipment due to build-to-suit lease transactions do not impact the Company's cash outflows, nor do they impact net income within the consolidated statements of income.

Upon completion of the construction project, the Company performs a sale-leaseback analysis to determine if it does not have any forms of "continuing involvement" and therefore can remove the assets and related liabilities from its consolidated balance sheets. If the assets and related liabilities cannot be removed from the Company's consolidated balance sheets, the Company accounts for the transactions as a financing lease. These lease transactions are referred to as build-to-suit lease transactions.

Rent expense relating to the land is recognized on a straight-line basis once construction begins, which is determined using the fair value of the leased land at construction commencement and the Company's incremental borrowing rate. Once cash payments commence under the lease, all amounts in excess of land rent expense are recorded as a debt-service payment and are recognized as interest expense and a reduction of the financing obligation.

Similar to capital leases, the expense recorded within the consolidated statements of income over the lease term is equal to the cash rent payments made under the lease. The primary difference in the consolidated statements of income between build-to-suit lease transactions and operating leases is the timing of recognition and the classification of expenses. Expenses related to operating leases are classified as rent expense compared to expenses related to build-to-suit lease transactions which are classified as a combination of rent expense, depreciation expense and interest expense.

Operating and Capital Leases

In a capital or an operating lease, the expected lease term begins with the date that the Company takes possession of the equipment or the leased space for construction and other purposes. The expected lease term may also include the exercise of renewal options if the exercise of the option is determined to be reasonably assured. The expected term is also used in the determination of whether a store is a capital or operating lease.

Certain of the Company's property and equipment are held under capital leases. These assets are included in property and equipment and depreciated over the lesser of the useful life of the asset or the lease term. For buildings held under capital leases, unless the fair value of the land at lease inception exceeds 25% of the aggregate fair value of the leased land and buildings, rent payments under the leases are recognized using the effective interest method as a reduction of the capital lease obligation and interest expense. Pursuant to ASC 840, at lease inception, if the fair value of the underlying land exceeds 25% of the fair value of the real estate (land and buildings), the Company allocates a portion of the cash payments under the lease to land rent expense equal to the product of the fair value of the leased land at construction commencement and the Company's incremental borrowing rate. The remaining cash payment is treated as debt-service payments and recognized as interest expense and a reduction of the capital lease obligation.

All other leases are considered operating leases in accordance with ASC 840. Assets subject to an operating lease and the related lease payments are not recorded on the consolidated balance sheets. For leases that contain lease incentives, premiums and minimum rent expenses, the Company recognizes rent expense on a straight-line basis over the lease term. Tenant improvement allowances received from landlords under operating leases are recorded in deferred rent and lease incentives on the consolidated balance sheets, and are amortized on a straight-line basis over the lease term.

During fiscal 2015, the Company received \$9.2 million related to profit participation arrangements for two of its distribution center facilities. Such amounts were recorded in deferred rent and lease incentives on the consolidated balance sheets and will be amortized on a straight-line basis over their respective lease terms.

Debt Issuance Costs

Debt issuance costs related to the convertible senior notes are recorded as a contra-liability and are presented net against the respective convertible senior note balance on the consolidated balance sheets. Debt issuance costs related to the convertible senior notes are amortized utilizing the effective interest method over the expected life of the respective notes. Such amortization is included in interest expense—net on the consolidated statements of income.

Deferred financing fees related to the revolving line of credit are included in non-current assets on the consolidated balance sheets. Deferred financing fees related to the revolving line of credit are amortized utilizing the straight-line method. Such amortization is included in interest expense—net on the consolidated statements of income.

Revenue Recognition

The Company recognizes revenues and the related cost of goods sold when merchandise is received by its customers. Revenues from direct-to-customer and home-delivered sales are recognized when the merchandise is delivered to the customer. Revenues from “cash-and-carry” store sales are recognized at the point of sale in the store. Discounts or other accommodations provided to customers are accounted for as a reduction of sales.

The Company recognizes shipping and handling fees as revenue when the merchandise is received by its customers. Costs of shipping and handling are included in cost of goods sold.

Sales tax collected is not recognized as revenue but is included in accounts payable and accrued expenses on the consolidated balance sheets as it is ultimately remitted to governmental authorities.

The Company reserves for projected merchandise returns. Merchandise returns are often resalable merchandise and are refunded by issuing the same payment tender of the original purchase. Merchandise exchanges of the same product and price are not considered merchandise returns and, therefore, are excluded when calculating the sales returns reserve.

The Company’s customers may return purchased items for a refund. The Company provides an allowance for sales returns, net of cost of goods sold, based on historical return rates.

A summary of the allowance for sales returns, presented net of cost of goods sold, is as follows (*n thousands*):

	Year Ended		
	January 28, 2017	January 30, 2016	January 31, 2015
Balance at beginning of fiscal year	\$ 12,688	\$ 10,235	\$ 12,142
Waterworks acquisition—beginning balance	523	—	—
Provision for sales returns	106,508	104,028	87,217
Actual sales returns	(109,642)	(101,575)	(89,124)
Balance at end of fiscal year	<u>\$ 10,077</u>	<u>\$ 12,688</u>	<u>\$ 10,235</u>

Deferred Revenue and Customer Deposits

Deferred revenue primarily represents the revenue associated with orders that have been shipped by the Company to its customers but have not yet been received by the customer. As the Company recognizes revenue when the merchandise is received by its customers, it is included as deferred revenue on the consolidated balance sheets while in-transit. Deferred revenue also includes the unrecognized portion of the annual RH Members Program fee. The annual membership fee is recorded as deferred revenue when collected from customers and is recognized as revenue on a straight-line basis over the membership period, or one year.

Customer deposits represent payments made by customers on custom orders. At the time of purchase the Company collects deposits for all custom orders equivalent to 50% of the customer purchase price. Custom order deposits are recognized as revenue when the merchandise is received by the customer.

Gift Cards, Gift Certificates and Merchandise Credits

The Company sells gift cards, gift certificates and issues merchandise credits to its customers in its stores and through its websites and product catalogs. Such gift cards, gift certificates and merchandise credits do not have expiration dates. Revenue associated with gift cards, gift certificates and merchandise credits is deferred until either (i) redemption of the gift cards, gift certificate and merchandise credits or (ii) when the likelihood of redemption is remote and there exists no legal obligation to remit the value of unredeemed gift cards, gift certificates or merchandise credits to the relevant jurisdictions (breakage). The breakage rate is based on monitoring of cards and certificates issued, actual card and certificate redemptions and the Company's analysis of when it believes it is remote that redemptions will occur. Breakage resulted in a reduction of selling, general and administrative expenses on the consolidated statements of income of \$3.0 million, \$2.0 million, and \$3.1 million in fiscal 2016, fiscal 2015, and fiscal 2014, respectively.

Self Insurance

The Company maintains insurance coverage for significant exposures, as well as those risks that, by law, must be insured. In the case of the Company's health care coverage for employees, the Company has a managed self insurance program related to claims filed. Expenses related to this self insured program are computed on an actuarial basis, based on claims experience, regulatory requirements, an estimate of claims incurred but not yet reported ("IBNR") and other relevant factors. The projections involved in this process are subject to uncertainty related to the timing and amount of claims filed, levels of IBNR, fluctuations in health care costs and changes to regulatory requirements. The Company had liabilities of \$2.8 million and \$2.1 million related to health care coverage as of January 28, 2017 and January 30, 2016, respectively.

The Company is self-insured for all workers' compensation claims related to incidents incurred after November 1, 2013 and prior to November 1, 2007. The Company had liabilities of \$3.1 million and \$3.0 million related to workers' compensation claims as of January 28, 2017 and January 30, 2016, respectively.

Stock-Based Compensation

The Company recognizes the fair value of stock-based compensation in the consolidated financial statements as compensation expense over the requisite service period. In addition, excess tax benefits related to stock-based compensation awards are reflected as financing cash flows. For service-only awards, compensation expense is recognized on a straight-line basis, net of forfeitures, over the requisite service period for the fair value of awards that actually vest. Fair value for restricted stock units is valued using the closing price of the Company's stock on the date of grant. The fair value of each option award granted under the Company's award plan is estimated on the date of grant using a Black-Scholes Merton option pricing model which requires the input of subjective assumptions regarding the expected term, expected volatility, dividend yield and risk-free interest rate. The Company elected to calculate the expected term of the option awards using the "simplified method." This election was made based on the lack of sufficient historical exercise data to provide a reasonable basis upon which to estimate expected term. Under the "simplified" calculation method, the expected term is calculated as an average of the vesting period and the contractual life of the options.

Cost of Goods Sold

Cost of goods sold includes, but is not limited to, the direct cost of purchased merchandise, inventory shrinkage, inventory reserves and write-downs, inbound freight, all freight costs to get merchandise to the Company's stores, design and buying costs, occupancy costs related to store operations and supply chain, such as rent, property tax and common area maintenance, depreciation and amortization, and all logistics costs associated with shipping product to customers.

Selling, General and Administrative Expenses

Selling, general and administrative expenses include all operating costs not included in cost of goods sold. These expenses include payroll and payroll related expenses, store expenses other than occupancy and expenses related to many of the Company's operations at its corporate headquarters, including utilities, depreciation and amortization, credit card fees and marketing expense, which primarily includes catalog production, mailing and print advertising costs. All store pre-opening costs are included in selling, general and administrative expenses and are expensed as incurred.

Net Income Per Share

Basic net income per share is computed as net income divided by the weighted-average number of common shares outstanding for the period. Diluted net income per share is computed as net income divided by the weighted-average number of common shares outstanding for the period plus common stock equivalents consisting of shares subject to stock-based awards with exercise prices less

than or equal to the average market price of the Company's common stock for the period, to the extent their inclusion would be dilutive. Potential dilutive securities are excluded from the computation of diluted net income per share if their effect is anti-dilutive.

Income Taxes

The Company accounts for income taxes under an asset and liability approach that requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been recognized in the Company's consolidated financial statements or tax returns. In estimating future tax consequences, the Company generally takes into account all expected future events then known to it, other than changes in the tax law or rates which have not yet been enacted and which are not permitted to be considered. Accordingly, the Company may record a valuation allowance to reduce its net deferred tax assets to the amount that is more-likely-than-not to be realized. The determination as to whether a deferred tax asset will be realized is made on a jurisdictional basis and is based upon management's best estimate of the recoverability of the Company's net deferred tax assets. Future taxable income and ongoing prudent and feasible tax planning are considered in determining the amount of the valuation allowance, and the amount of the allowance is subject to adjustment in the future. Specifically, in the event the Company were to determine that it is not more-likely-than-not able to realize its net deferred tax assets in the future, an adjustment to the valuation allowance would decrease income in the period such determination is made. This allowance does not alter the Company's ability to utilize the underlying tax net operating loss and credit carryforwards in the future, the utilization of which is limited to achieving future taxable income.

The accounting standard for uncertainty in income taxes prescribes a recognition threshold that a tax position is required to meet before being recognized in the financial statements and provides guidance on derecognition, measurement, classification, interest and penalties, accounting in interim periods, disclosure and transition issues. Differences between tax positions taken in a tax return and amounts recognized in the financial statements generally result in an increase in liability for income taxes payable or a reduction of an income tax refund receivable, or a reduction in a deferred tax asset or an increase in a deferred tax liability, or both. The Company recognizes interest and penalties related to unrecognized tax benefits in tax expense.

Comprehensive Income

Comprehensive income is comprised of net income and other gains and losses affecting equity that are excluded from net income. The components of other comprehensive income consist of net gains (losses) on foreign currency translation, net of tax, and net unrealized holding gains (losses) on investments, net of tax.

Foreign Currency Translation

Local currencies are generally considered the functional currencies outside the United States. Assets and liabilities denominated in non-U.S. currencies are translated at the rate of exchange prevailing on the date of the consolidated balance sheets and revenues and expenses are translated at average rates of exchange for the period. The related translation gains (losses) are reflected in the accumulated other comprehensive income section of the consolidated statements of stockholders' equity. Foreign currency gains (losses) resulting from foreign currency transactions are included in selling, general and administrative expenses on the consolidated statements of income and are not material for all periods presented.

Recently Issued Accounting Standards

Revenue from Contracts with Customers

In May 2014, the Financial Accounting Standards Board ("FASB") and International Accounting Standards Board issued their converged accounting standard update on revenue recognition, *Accounting Standards Update 2014-09—Revenue from Contracts with Customers (Topic 606)*. This guidance outlines a single comprehensive model for companies to use in accounting for revenue arising from contracts with customers and supersedes most current revenue recognition guidance, including industry-specific guidance. The core principle of the revenue model is that revenue is recognized when a customer obtains control of a good or service. A customer obtains control when it has the ability to direct the use of and obtain the benefits from the good or service. Under the new guidance, transfer of control is no longer the same as transfer of risks and rewards as indicated in the prior guidance. The FASB deferred the effective date for the new revenue reporting standard for entities reporting under GAAP for one year from the original effective date. In 2016, the FASB issued several amendments to the standard, including principal versus agent considerations when another party is involved in providing goods or services to a customer, the application of identifying performance obligations, and the recognition of expected breakage amounts.

While the Company continues to assess all potential impacts of the standard, it currently believes the most significant impact relates to accounting for gift card breakage. Under the new standard the Company expects to recognize breakage, which is currently recorded as a reduction to selling, general and administrative expenses, as revenue and will be recognized proportional to actual gift

card redemptions. Topic 606 is effective for fiscal years beginning after December 15, 2017, including interim periods within that reporting period, with early adoption permitted for annual reporting periods beginning after December 15, 2016. The standard is required to be applied either retrospectively to each prior reporting period presented or retrospectively with the cumulative effect of initially adopting it recognized at the date of initial application. The Company has not yet selected the transition method.

Consolidation Accounting

In February 2015, the FASB issued *Accounting Standards Update No. 2015-02—Consolidation (Topic 810): Amendments to the Consolidation Analysis*, which improves targeted areas of the consolidation guidance and reduces the number of consolidation models. The amendments to the guidance are effective for fiscal years beginning after December 15, 2015 (the Company's first quarter of fiscal 2016), and interim periods within those years, with early adoption permitted. The Company adopted this guidance in the first quarter of fiscal 2016. The adoption of this standard did not have a material impact on the Company's consolidated financial statements and related disclosures.

Classification of Debt Issuance Costs

In April 2015, the FASB issued *Accounting Standards Update 2015-03—Interest—Imputation of Interest (Subtopic 835-30): Simplifying the Presentation of Debt Issuance Costs*. The amendments in ASU 2015-03 require that debt issuance costs related to a recognized debt liability be presented in the balance sheet as a direct deduction from the carrying amount of that debt liability, consistent with debt discounts. Costs associated with line-of-credit arrangements may continue to be recorded as deferred assets. The update requires retrospective application and represents a change in accounting principle. The debt issuance costs guidance is effective for fiscal years beginning after December 15, 2015, and interim periods within those fiscal years. The Company adopted the guidance on a retrospective basis in the first quarter of fiscal 2016. This is a change from the Company's historical presentation whereby third party offering costs of the Company's convertible senior notes were classified within other non-current asset on the consolidated balance sheets. To conform to the current period presentation, the Company reclassified \$2.1 million as of January 30, 2016 from non-current assets to non-current liabilities on the consolidated balance sheets.

Software Licenses in Cloud Computing Arrangements

In April 2015, the FASB issued *Accounting Standards Update No. 2015-05—Intangibles—Goodwill and Other—Internal-Use Software (Subtopic 350-40): Customer's Accounting for Fees Paid in a Cloud Computing Arrangement*. The amendments in ASU 2015-05 provide guidance to customers about whether a cloud computing arrangement includes a software license. If a cloud computing arrangement includes a software license, the customer should account for the software license element of the arrangement consistent with other software licenses. If a cloud computing arrangement does not include a software license, the customer should account for the arrangement as a service contract. The amendments in ASU 2015-05 are effective for fiscal years beginning after December 15, 2015, and interim periods within those years. The guidance may be applied either prospectively to all arrangements entered into or materially modified after the effective date or retrospectively. The Company adopted this guidance on a prospective basis in the first quarter of fiscal 2016. The adoption of this standard did not have a material impact on the Company's consolidated financial statements and related disclosures.

Measurement of Inventory

In July 2015, the FASB issued *Accounting Standards Update 2015-11—Inventory (Topic 330): Simplifying the Measurement of Inventory*, which changes the measurement principle for inventory from the lower of cost or market to the lower of cost and net realizable value. ASU 2015-11 defines net realizable value as estimated selling prices in the ordinary course of business, less reasonably predictable costs of completion, disposal, and transportation. The guidance must be applied on a prospective basis and is effective for periods beginning after December 15, 2016, with early adoption permitted. The Company adopted this guidance on a prospective basis in the first quarter of fiscal 2016. The adoption of this standard did not have a material impact on the Company's consolidated financial statements and related disclosures.

Business Combinations

In September 2015, the FASB issued *Accounting Standards Update 2015-16—Business Combinations (Topic 805): Simplifying the Accounting for Measurement-Period Adjustments*. The guidance requires the acquirer to recognize adjustments to provisional amounts identified during the measurement period in the reporting period in which the adjustment amounts are determined. The business combination guidance is effective for interim and annual periods beginning after December 15, 2015, with early adoption permitted, and is to be applied on a prospective basis. The Company adopted this guidance on a prospective basis in the first quarter of fiscal 2016. The adoption of this standard did not have a material impact on the Company's consolidated financial statements and related disclosures.

Accounting for Leases

In February 2016, the FASB issued *Accounting Standards Update 2016-02—Leases*, which, for operating leases, requires a lessee to recognize a right-of-use asset and a lease liability, initially measured at the present value of the lease payments, in its balance sheet. The standard also requires a lessee to recognize a single lease cost, calculated so that the cost of the lease is allocated over the lease term, on a generally straight-line basis. The ASU is effective for public companies for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years. Early adoption is permitted. The Company is currently evaluating the effects that the adoption of ASU 2016-02 will have on its consolidated financial statements and anticipates the new guidance will significantly impact its consolidated financial statements given the Company has a significant number of leases.

Financial Instruments

In January 2016, the FASB issued *Accounting Standards Update 2016-01—Financial Instruments—Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities*, which amends various aspects of the recognition, measurement, presentation and disclosure for financial instruments. The new standard is effective for fiscal years beginning after December 15, 2017, including interim periods within those fiscal years. Early adoption is permitted only for certain provisions. The Company is evaluating the impact of adopting this new accounting standard on its consolidated financial statements.

Stock-Based Compensation

In March 2016, the FASB issued *Accounting Standard Update No. 2016-05—Improvements to Employee Share Based Payment Accounting*. The new guidance simplifies several aspects of the accounting for employee share-based payment transactions including the accounting for income taxes, forfeitures, and statutory tax withholding requirements, as well as classification in the statement of cash flows. One provision requires that the excess income tax benefits and tax deficiencies related to share-based payments be recognized within income tax expense in the statement of operations, rather than within additional paid-in capital on the balance sheet. The adoption of ASU 2016-09 is expected to impact the recording of income taxes in the Company's financial position and results of operations, as well as the operating and financing cash flows on the consolidated statements of cash flows. The magnitude of such impacts are dependent upon the Company's future grants of stock-based compensation, the Company's future stock price in relation to the fair value of awards on grant date and the exercise behavior of the Company's option holders. The new guidance is effective for fiscal years beginning after December 15, 2016, including interim periods within those fiscal years. Early adoption is permitted. The Company adopted this guidance at the beginning of its first quarter of fiscal year 2017.

Cash Flow Classification

In August 2016, the FASB issued *Accounting Standard Update No. 2016-15—Statement of Cash Flows (Topic 230): Classification of Certain Cash Receipts and Cash Payments*. The new guidance addresses eight specific cash flow issues with the objective of reducing an existing diversity in practices regarding the matter in which certain cash receipts and payments are presented and classified in the consolidated statements of cash flows. The new guidance is effective for fiscal years beginning after December 15, 2017, including interim periods within those fiscal years. Early adoption is permitted. The Company is evaluating the impact of adopting this new accounting standard on its consolidated financial statements.

Income Taxes: Intra-Entity Asset Transfers

In October 2016, the FASB issued *Accounting Standard Update No. 2016-16—Income Taxes (Topic 740): Intra-Entity Transfers of Assets Other Than Inventory*. The new guidance requires the recognition of the income tax consequences of an intercompany asset transfer, other than transfers of inventory, when the transfer occurs. For intercompany transfers of inventory, the income tax effects will continue to be deferred until the inventory has been sold to a third party. The new guidance is effective for fiscal years beginning after December 15, 2017, including interim periods within those fiscal years. Early adoption is permitted. The Company is evaluating the impact of adopting this new accounting standard on its consolidated financial statements.

Goodwill and Intangibles

In January 2017, the FASB issued *Accounting Standard Update No. 2017-04—Intangibles—Goodwill and Other (Topic 350)*. The updated guidance simplifies the measurement of goodwill impairment by removing step two of the goodwill impairment test, which requires the determination of the fair value of individual assets and liabilities of a reporting unit. The new guidance requires goodwill impairment to be measured as the amount by which a reporting unit's carrying value exceeds its fair value; however, the loss recognized should not exceed the total amount of goodwill allocated to that reporting unit. The amendments should be applied on a prospective basis. The new standard is effective for fiscal years beginning after December 15, 2019 with early adoption permitted for

interim or annual goodwill impairment tests performed after January 1, 2017. The Company is evaluating the impact of adopting this new accounting standard on its consolidated financial statements.

NOTE 4—BUSINESS COMBINATION

On May 27, 2016, the Company acquired a controlling interest in Design Investors WW Acquisition Company, LLC, which owns the business operating under the name “Waterworks”. The purchase price of the acquisition was approximately \$119.9 million consisting of \$118.4 million funded with available cash and \$1.5 million representing the fair value of rollover units, which amount is subject to adjustment for changes in working capital and other items. The adjustment has not yet been finalized as of January 28, 2017. The rollover units are included in non-current liabilities on the consolidated balance sheets (refer to Note 16—*Stock-Based Compensation*). After the transaction, and giving effect to equity interests acquired by management in the business, the Company owns in excess of 90% of the total equity interest in Waterworks.

In fiscal 2016 the Company incurred \$2.8 million of acquisition-related costs associated with the transaction. These costs and expenses include fees associated with financial, legal and accounting advisors, and employment related costs, and are included in selling, general and administrative expenses on the consolidated statements of income.

The following table summarizes the purchase price allocation based on the estimated fair value of the acquired assets and assumed liabilities (*in thousands*):

Tangible assets acquired and liabilities assumed	\$	18,615
Trademarks		52,100
Goodwill		49,229
Total	\$	<u>119,944</u>

Under purchase accounting rules, the Company valued the acquired finished goods inventory to fair value, which is defined as the estimated selling price less the sum of (a) costs of disposal and (b) a reasonable profit allowance for the Company’s selling effort. This valuation resulted in an increase in inventory carrying value of approximately \$10.8 million for marketable inventory.

Trademarks have been assigned an indefinite life and therefore are not subject to amortization. The goodwill is representative of the benefits and expected synergies from the integration of Waterworks products and Waterworks’ management and employees, which do not qualify for separate recognition as an intangible asset. The trademarks and goodwill are not expected to be deductible for tax purposes.

Results of operations of Waterworks have been included in the Company’s consolidated statements of income since the May 27, 2016 acquisition date. Waterworks represented \$74.8 million of the Company’s net revenues in fiscal 2016. Pro forma results of the acquired business have not been presented as the results were not considered material to the Company’s consolidated financial statements for all periods presented and would not have been material had the acquisition occurred at the beginning of fiscal 2016.

NOTE 5—PREPAID EXPENSE AND OTHER ASSETS

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

	January 28, 2017	January 30, 2016
Capitalized catalog costs	\$ 61,258	\$ 35,836
Vendor deposits	13,276	22,959
Federal tax receivable	13,124	—
Prepaid expense and other current assets	29,504	20,225
Total prepaid expense and other current assets	<u>\$ 117,162</u>	<u>\$ 79,020</u>

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

	January 28, 2017	January 30, 2016
Construction related deposits	\$ 28,044	\$ 15,384
Other deposits	4,706	3,635
Deferred financing fees	1,530	2,236
Other non-current assets	1,889	4,207
Total other non-current assets	<u>\$ 36,169</u>	<u>\$ 25,462</u>

NOTE 6—PROPERTY AND EQUIPMENT

Property and equipment consists of the following (*in thousands*):

	January 28, 2017	January 30, 2016
Leasehold improvements ⁽¹⁾	\$ 439,574	\$ 336,995
Computer software	120,051	96,618
Furniture, fixtures and equipment	73,730	49,650
Machinery, equipment and aircraft	50,979	32,190
Land	11,396	11,188
Building and building improvements	10,113	9,811
Build-to-suit property ⁽²⁾ ⁽³⁾	202,713	146,550
Building and equipment under capital leases	7,603	8,025
Total property and equipment	<u>916,159</u>	<u>691,027</u>
Less—accumulated depreciation and amortization ⁽⁴⁾	<u>(234,103)</u>	<u>(175,422)</u>
Total property and equipment—net	<u>\$ 682,056</u>	<u>\$ 515,605</u>

- (1) Leasehold improvements include construction in progress of \$68.4 million and \$51.1 million as of January 28, 2017 and January 30, 2016, respectively.
- (2) The Company capitalizes assets and records a corresponding non-current liability for build-to-suit lease transactions where it is considered the owner, for accounting purposes. Refer to *Lease Accounting* within Note 3—*Significant Accounting Policies*.
- (3) In fiscal 2014, the Company concluded that it was the deemed owner for accounting purposes for a new distribution center located in California during the construction period pursuant to ASC 840. During the construction period, the Company capitalized the cash and non-cash assets contributed by the landlord for the construction of the distribution center on its consolidated balance sheets as an increase in property and equipment and an increase in financing obligations under build-to-suit lease transactions. During the fourth quarter of fiscal 2015, upon the completion of the construction period, the Company performed a sale-leaseback analysis and determined that it did not have any prohibitive forms of continuing involvement and therefore removed the asset and corresponding liability of \$74.9 million from its consolidated balance sheet as of January 30, 2016. The effected sale leaseback did not have an impact on the consolidated statements of income or consolidated statements of cash flows in fiscal 2015.
- (4) Includes accumulated amortization related to equipment under capital leases of \$1.6 million as of both January 28, 2017 and January 30, 2016, respectively.

The Company recorded depreciation expense of \$56.9 million, \$44.2 million, and \$33.7 million in fiscal 2016, fiscal 2015, and fiscal 2014, respectively.

NOTE 7—GOODWILL AND INTANGIBLE ASSETS

The following sets forth the goodwill and intangible assets as of January 28, 2017 (*n thousands*):

	Gross Carrying Amount	Accumulated Amortization	Foreign Currency Translation	Net Book Value
Intangible assets subject to amortization				
Fair value of leases (1)				
Fair market write-up	\$ 1,925	\$ (1,792)	\$ —	\$ 133
Fair market write-down (2)	(1,467)	1,350	—	(117)
Total intangible assets subject to amortization	<u>\$ 458</u>	<u>\$ (442)</u>	<u>\$ —</u>	<u>\$ 16</u>
Intangible assets not subject to amortization				
Goodwill (3)	\$ 173,690	\$ —	\$ (87)	\$ 173,603
Trademarks and domain names (3)	\$ 100,624	\$ —	\$ —	\$ 100,624

- (1) The fair value of each lease is amortized over the life of the respective lease.
(2) The fair market write-down of leases is included in other non-current obligations on the consolidated balance sheets.
(3) The Company recorded goodwill and trademarks of \$49.2 million and \$52.1 million, respectively, in fiscal 2016 related to its acquisition of Waterworks. Refer to Note 4—*Business Combination*.

The following sets forth the goodwill and intangible assets as of January 30, 2016 (*n thousands*):

	Gross Carrying Amount	Accumulated Amortization	Foreign Currency Translation	Net Book Value
Intangible assets subject to amortization				
Fair value of leases (1)				
Fair market write-up	\$ 1,924	\$ (1,697)	\$ —	\$ 227
Fair market write-down (2)	(1,467)	1,289	—	(178)
Total intangible assets subject to amortization	<u>\$ 457</u>	<u>\$ (408)</u>	<u>\$ —</u>	<u>\$ 49</u>
Intangible assets not subject to amortization				
Goodwill	\$ 124,461	\$ —	\$ (160)	\$ 124,301
Trademarks and domain names	\$ 48,309	\$ —	\$ —	\$ 48,309

- (1) The fair value of each lease is amortized over the life of the respective lease.
(2) The fair market write-down of leases is included in other non-current obligations on the consolidated balance sheets.

The Company recorded amortization expense related to intangible assets of \$0.1 million, \$0.3 million, and \$0.7 million in fiscal 2016, fiscal 2015, and fiscal 2014, respectively.

NOTE 8—ACCOUNTS PAYABLE, ACCRUED EXPENSES AND OTHER CURRENT LIABILITIES

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

	January 28, 2017	January 30, 2016 <i>As Revised</i>
Accounts payable	\$ 134,720	\$ 156,594
Accrued freight and duty	27,955	27,230
Accrued compensation	26,886	27,698
Accrued sales taxes	14,908	19,269
Accrued occupancy	8,137	15,095
Accrued catalog costs	3,874	5,988
Accrued professional fees	2,082	2,736
Other accrued expenses	8,418	7,674
Total accounts payable and accrued expenses	<u>\$ 226,980</u>	<u>\$ 262,284</u>

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

	January 28, 2017	January 30, 2016
Unredeemed gift card and merchandise credit liability	\$ 24,524	\$ 24,364
Allowance for sales returns	10,077	12,688
Product recall reserve	4,324	—
Federal and state tax payable	619	27,838
Other liabilities	3,727	182
Total other current liabilities	<u>\$ 43,271</u>	<u>\$ 65,072</u>

NOTE 9—OTHER NON-CURRENT OBLIGATIONS

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

	January 28, 2017	January 30, 2016
Notes payable for share repurchases	\$ 19,390	\$ 19,523
Deferred contract incentive (1)	7,739	—
Capital lease obligations—non-current	7,242	7,399
Unrecognized tax benefits	2,508	1,125
Rollover units and profit interests(2)	1,784	—
Other non-current obligations	6,021	1,302
Total other non-current obligations	<u>\$ 44,684</u>	<u>\$ 29,349</u>

- (1) Represents the non-current portion of an incentive payment received in relation to a 5-year service agreement. The amount will be amortized over the term of the agreement.
- (2) Represents rollover units and profit interests associated with the acquisition of Waterworks. Refer to Note 16—*Stock-Based Compensation*.

NOTE 10—CONVERTIBLE SENIOR NOTES

0.00% Convertible Senior Notes due 2020

In June 2015, the Company issued in a private offering \$250 million principal amount of 0.00% convertible senior notes due 2020 and, in July 2015, the Company issued an additional \$50 million principal amount pursuant to the exercise of the over-allotment option granted to the initial purchasers as part of its 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 the Company 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 the failure of the Company to perform certain of its 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 the Company or any of its 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. The 2020 Notes are guaranteed by the Company’s 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. 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, the Company 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 will be 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 fiscal quarter, the last reported sale price of the Company’s 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 the Company's common stock and the applicable conversion rate on such trading day; or (3) upon the occurrence of specified corporate transactions. As of January 28, 2017, none of these conditions have occurred and, as a result, the 2020 Notes are not convertible as of January 28, 2017. 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, regardless of the foregoing circumstances. Upon conversion, the 2020 Notes will be settled, at the Company's election, in cash, shares of the Company's common stock, or a combination of cash and shares of the Company's 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.

The Company 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 the Company 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, the Company 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 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 6.47% 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.

In accounting for the debt issuance costs related to the issuance of the 2020 Notes, the Company 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.

Debt issuance costs related to the 2020 Notes were comprised of discounts upon original issuance of \$3.8 million and third party offering costs of \$2.3 million. 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 2020 balance on the consolidated balance sheets. The Company recorded \$1.0 million and \$0.6 million related to the amortization of debt issuance costs in fiscal 2016 and fiscal 2015, respectively, related to the 2020 Notes.

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

	January 28, 2017	January 30, 2016
Liability component		
Principal	\$ 300,000	\$ 300,000
Less: Debt discount	(60,124)	(75,113)
Net carrying amount	\$ 239,876	\$ 224,887
Equity component (1)	\$ 84,003	\$ 84,003

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

The Company recorded interest expense of \$15.0 million and \$8.9 million for the amortization of the debt discount related to the 2020 Notes during fiscal 2016 and fiscal 2015, respectively.

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, the Company entered into convertible note hedge transactions whereby the Company has the option to purchase a total of approximately 5.1 million shares of its common stock at a price of approximately \$118.13 per share. The total cost of the convertible note hedge transactions was \$68.3 million. In addition, the Company sold warrants whereby the holders of the warrants have the

option to purchase a total of approximately 5.1 million shares of the Company's common stock at a price of \$189.00 per share. The Company received \$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 the Company's 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 consolidated balance sheets.

The Company 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 consolidated balance sheets.

0.00% Convertible Senior Notes due 2019

On June 18, 2014, the Company issued \$350 million principal amount of 0.00% convertible senior notes due 2019 (the "2019 Notes") in a private offering. The 2019 Notes are governed by the terms of an indenture between the Company and U.S. Bank National Association, as the Trustee. The 2019 Notes will mature on June 15, 2019, unless earlier purchased by the Company or converted. The 2019 Notes will not bear interest, except that the 2019 Notes will be subject to "special interest" in certain limited circumstances in the event of the failure of the Company to perform certain of its obligations under the indenture governing the 2019 Notes. The 2019 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 the Company or any of its subsidiaries. Certain events are also considered "events of default" under the 2019 Notes, which may result in the acceleration of the maturity of the 2019 Notes, as described in the indenture governing the 2019 Notes.

The initial conversion rate applicable to the 2019 Notes is 8.6143 shares of common stock per \$1,000 principal amount of 2019 Notes, which is equivalent to an initial conversion price of approximately \$116.09 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," the Company will, in certain circumstances, increase the conversion rate by a number of additional shares for a holder that elects to convert its 2019 Notes in connection with such make-whole fundamental change.

Prior to March 15, 2019, the 2019 Notes will be convertible only under the following circumstances: (1) during any calendar quarter commencing after September 30, 2014, 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 fiscal quarter, the last reported sale price of the Company's 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 2019 Notes for such trading day was less than 98% of the product of the last reported sale price of the Company's common stock and the applicable conversion rate on such trading day; or (3) upon the occurrence of specified corporate transactions. As of January 28, 2017, none of these conditions have occurred and, as a result, the 2019 Notes are not convertible as of January 28, 2017. On and after March 15, 2019, 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 2019 Notes at any time, regardless of the foregoing circumstances. Upon conversion, the 2019 Notes will be settled, at the Company's election, in cash, shares of the Company's common stock, or a combination of cash and shares of the Company's 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 the specified dollar amount of \$1,000.

The Company may not redeem the 2019 Notes; however, upon the occurrence of a fundamental change (as defined in the indenture governing the notes), holders may require the Company to purchase all or a portion of their 2019 Notes for cash at a price equal to 100% of the principal amount of the 2019 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 2019 Notes, the Company separated the 2019 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 2019 Notes and the fair value of the liability component of the 2019 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 4.51% over the expected life of the 2019 Notes. The equity component is not remeasured as long as it continues to meet the conditions for equity classification.

In accounting for the debt issuance costs related to the issuance of the 2019 Notes, the Company 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 2019 Notes, and debt issuance costs attributable to the equity component are netted with the equity component in stockholders’ equity.

Debt issuance costs related to the 2019 Notes were comprised of discounts and commissions payable to the initial purchasers of \$4.4 million and third party offering costs of \$1.0 million. Discounts, commissions payable to the initial purchasers 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 balance on the consolidated balance sheets. The Company recorded \$0.8 million, \$0.8 million and \$0.5 million related to the amortization of debt issuance costs in fiscal 2016, fiscal 2015 and fiscal 2014, respectively, related to the 2019 Notes.

The carrying values of the 2019 Notes, excluding the discounts and commissions payable to the initial purchasers and third party offering costs, are as follows (in thousands):

	January 28, 2017	January 30, 2016
Liability component		
Principal	\$ 350,000	\$ 350,000
Less: Debt discount	(35,457)	(49,289)
Net carrying amount	\$ 314,543	\$ 300,711
Equity component (1)	\$ 70,482	\$ 70,482

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

The Company recorded interest expense of \$13.8 million, \$13.2 million and \$8.0 million for the amortization of the debt discount related to the 2019 Notes in fiscal 2016, fiscal 2015 and fiscal 2014, respectively.

Convertible Bond Hedge and Warrant Transactions

In connection with the offering of the 2019 Notes, the Company entered into convertible note hedge transactions whereby the Company has the option to purchase a total of approximately 3.0 million shares of its common stock at a price of approximately \$116.09 per share. The total cost of the convertible note hedge transactions was \$73.3 million. In addition, the Company sold warrants whereby the holders of the warrants have the option to purchase a total of approximately 3.0 million shares of the Company’s common stock at a price of \$171.98 per share. The Company received \$40.4 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 dilution from the conversion of the 2019 Notes and to effectively increase the overall conversion price from \$116.09 per share to \$171.98 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 consolidated balance sheets.

The Company recorded a deferred tax liability of \$27.5 million in connection with the debt discount associated with the 2019 Notes and recorded a deferred tax asset of \$28.6 million in connection with the convertible note hedge transactions. The deferred tax liability and deferred tax assets are included in non-current deferred tax assets on the consolidated balance sheets.

NOTE 11—LINE OF CREDIT

In August 2011, Restoration Hardware, Inc., along with its Canadian subsidiary, Restoration Hardware Canada, Inc., entered into a credit agreement (the “prior credit agreement”) with Bank of America, N.A., as administrative agent, and certain other lenders. On November 24, 2014, the Company amended its existing revolving line of credit by entering into an amended and restated credit agreement with the lenders party thereto and Bank of America, N.A. as administrative agent and collateral agent. The amended and restated credit agreement increased the existing revolving line of credit by \$182.5 million, while eliminating the \$15.0 million term loan facility under the existing revolving line of credit. Under the amended and restated credit agreement, the Company has the option to increase the amount of the revolving line of credit by up to an additional \$200.0 million, subject to satisfaction of certain customary conditions at the time of such increase. As a result of the amended and restated credit agreement, unamortized deferred financing fees

of \$0.2 million related to the previous facility were expensed in fiscal 2014 and \$0.9 million related to the previous facility will be amortized over the life of the new revolving line of credit, which has a maturity date of November 24, 2019.

On August 12, 2015, Restoration Hardware, Inc. and Restoration Hardware Canada, Inc. entered into a First Amendment (the “Amendment”) to the amended and restated credit agreement. The Amendment changes the amended and restated credit agreement definition of “Change of Control” (the occurrence of which triggers a default under the amended and restated credit agreement) so that changes in the composition of the board of directors due to actual or threatened proxy solicitations are treated in the same way as other changes in the composition of the board of directors.

The availability of credit at any given time under the amended and restated 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, the 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 amended and restated credit agreement are secured by substantially all of the Company’s assets, including accounts receivable, inventory, intangible assets, property, equipment, goods and fixtures.

Borrowings under the revolving line of credit are subject to interest, at the borrowers’ option, at either the bank’s reference rate or LIBOR (or 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. As of January 28, 2017, the Company was in compliance with all covenants contained in the credit agreement.

Borrowings under the revolving line of credit are subject to interest, at the borrowers’ option, at either the bank’s reference rate or LIBOR (or the 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 amended and restated credit agreement contains various restrictive covenants, including, among others, limitations on the ability to grant 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 amended and restated credit agreement does not contain any significant financial or coverage ratio covenants unless the domestic availability under the revolving line of credit is less than the greater of (i) \$20.0 million and (ii) 10% of the lesser of (A) the aggregate domestic commitments under the amended and restated credit agreement and (B) the domestic borrowing base. If the availability under the amended and restated credit agreement is less than the foregoing amount, then the Company is required to maintain a consolidated fixed charge coverage ratio of at least one to one. Such ratio is approximately the ratio on the last day of each month on a trailing twelve-month basis of (a) (i) consolidated EBITDA (as defined in the amended and restated credit agreement) minus (ii) capital expenditures, minus (iii) the income taxes paid in cash to (b) the sum of (i) debt service charges plus (ii) certain dividends and distributions paid. The amended and restated credit agreement requires a daily sweep of cash 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 to the Company is less than the greater of (A) \$20.0 million and (B) 10% of the lesser of the domestic commitments and the domestic borrowing base.

As of January 28, 2017, the Company did not have any amounts outstanding under the revolving line of credit. As of January 28, 2017 and January 30, 2016, the Company had \$14.4 million and \$15.0 million in outstanding letters of credit, respectively. As of January 28, 2017, the Company had \$535.2 million undrawn borrowing availability under the revolving line of credit.

NOTE 12—FAIR VALUE OF FINANCIAL INSTRUMENTS

Financial Assets and Liabilities

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, the Company utilizes market data or assumptions that it 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.

The Company's 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

All of the Company's investments are classified as available-for-sale and are carried at fair value. Assets measured at fair value were as follows *(in thousands)*:

	January 28, 2017			January 30, 2016		
	Level 1	Level 2	Total	Level 1	Level 2	Total
Cash equivalents						
Money market funds	\$ 2,510	\$ —	\$ 2,510	\$ 70	\$ —	\$ 70
Commercial paper	—	5,493	5,493	—	46,726	46,726
Total cash equivalents	2,510	5,493	8,003	70	46,726	46,796
Short-term investments						
Commercial paper	—	34,534	34,534	—	15,488	15,488
Government agency obligations	2,553	105,590	108,143	22,011	93,302	115,313
Total short-term investments	2,553	140,124	142,677	22,011	108,790	130,801
Long-term investments						
Government agency obligations	—	33,212	33,212	7,829	14,225	22,054
Total long-term investments	—	33,212	33,212	7,829	14,225	22,054
Total	\$ 5,063	\$ 178,829	\$ 183,892	\$ 29,910	\$ 169,741	\$ 199,651

The following table summarizes the amortized cost and estimated fair value of the available-for-sale securities within the Company's investment portfolio based on stated maturities, which are recorded within cash and cash equivalents, short-term investments and long-term investments on the consolidated balance sheets *(in thousands)*:

Range of maturity	January 28, 2017		January 30, 2016	
	Cost	Fair Value	Cost	Fair Value
Due within 1 year	\$ 148,155	\$ 148,170	\$ 177,564	\$ 177,527
Due in 1 to 2 years	\$ 33,238	\$ 33,212	\$ 22,033	\$ 22,054

The Company invests excess cash primarily in investment-grade interest-bearing securities such as money market funds, certificates of deposit, commercial paper, government agency obligations and guaranteed obligations of the U.S. government, all of which are subject to minimal credit and market risks. The Company estimates the fair value of its commercial paper and U.S. government agency bonds by taking into consideration valuations obtained from third party pricing services. The pricing services utilize industry standard valuation models, including both income and market based approaches, for which all significant inputs are

observable, either directly or indirectly, to estimate fair value. These inputs include reported trade dates of and broker/dealer quotes on the same or similar securities; issuer credit spreads; benchmark securities, prepayment/default projections based on historical data; and other observable inputs.

There were no purchases, sales, issuances, or settlements related to recurring level 3 measurements during fiscal 2016 and fiscal 2015. There were no transfers into or out of level 1 and level 2 during fiscal 2016 and fiscal 2015.

Available-for-sale marketable debt securities are reviewed periodically to identify possible other-than-temporary impairment. Although the Company had certain securities that were in a loss position as of January 28, 2017, the Company has no current requirement or intent to sell the securities in an unrealized loss position nor does it consider any of the unrealized losses to be credit losses. The Company expects to recover up to (or beyond) the initial cost of the investment for securities held. The available-for-sale securities in an unrealized loss position were in such a position for less than twelve months as of January 28, 2017.

Fair Value of Financial Instruments

Amounts reported as cash and equivalents, receivables, and accounts payable and accrued expenses approximate fair value. The estimated fair value and carrying value of the 2019 Notes and 2020 Notes (carrying value excludes the equity component of the 2019 Notes and 2020 Notes classified in stockholders' equity) were as follows (*in thousands*):

	January 28, 2017		January 30, 2016	
	Fair Value	Carrying Value	Fair Value	Carrying Value
Convertible senior notes due 2019	\$ 295,381	\$ 314,543	\$ 257,624	\$ 300,711
Convertible senior notes due 2020	\$ 232,463	\$ 239,876	\$ 198,635	\$ 224,887

The fair value of the 2019 Notes and 2020 Notes were 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 the Company's convertible notes, when available, the Company's stock price and interest rates based on similar debt issued by parties with credit ratings similar to the Company (Level 2).

As the Company's debt obligations under the revolving line of credit are variable rate, there are no significant differences between the estimated fair value (level 2) and carrying value.

NOTE 13—INCOME TAXES

The following is a summary of the income tax expense (benefit) (*in thousands*):

	Year Ended		
	January 28, 2017	January 30, 2016	January 31, 2015
Current			
Federal	\$ 751	\$ 55,676	\$ 45,611
State	2,410	9,112	9,235
Foreign	694	227	(596)
Total current tax expense	3,855	65,015	54,250
Deferred			
Federal	2,109	(5,691)	3,895
State	(2,414)	(648)	(973)
Foreign	(397)	105	1
Total deferred tax expense (benefit)	(702)	(6,234)	2,923
Total income tax expense	\$ 3,153	\$ 58,781	\$ 57,173

A reconciliation of the federal statutory tax rate to the Company's effective tax rate is as follows:

	Year Ended		
	January 28, 2017	January 30, 2016	January 31, 2015
Provision at federal statutory tax rate	35.0 %	35.0 %	35.0 %
State income taxes—net of federal tax impact	4.8	3.7	4.0
Donation of appreciated property	(8.7)	—	—
Meals and entertainment	5.0	0.2	0.2
Aircraft expenses	3.3	0.1	—
Transaction costs	2.6	—	—
Other permanent items	2.8	0.1	0.1
Valuation allowance	0.9	—	—
Tax rate adjustments	(5.8)	0.1	(0.4)
Foreign income	(4.2)	(0.1)	(0.3)
Net adjustments to tax accruals and other	1.2	0.1	—
Effective tax rate	<u>36.9 %</u>	<u>39.2 %</u>	<u>38.6 %</u>

Significant components of the Company's deferred tax assets and liabilities are as follows (*n thousands*):

	January 28, 2017	January 30, 2016
Non-current deferred tax assets (liabilities)		
Stock-based compensation	\$ 37,804	\$ 32,248
Inventory	37,198	29,430
Deferred lease credits	25,457	20,074
Accrued expense	18,024	18,964
Deferred revenue	1,887	1,800
Charitable contributions	1,877	—
U.S. impact of Canadian transfer pricing	1,404	1,420
Net operating loss carryforwards	1,044	214
Property and equipment	(32,396)	(24,905)
Prepaid expense and other	(28,387)	(17,956)
Trademarks and domain names	(28,345)	(18,414)
State tax benefit	(4,143)	(3,052)
Convertible senior notes	(3,867)	(4,719)
Other	1,669	1,793
Non-current deferred tax assets	29,226	36,897
Valuation allowance	(760)	(158)
Net non-current deferred tax assets	<u>\$ 28,466</u>	<u>\$ 36,739</u>

A reconciliation of the valuation allowance is as follows (*n thousands*):

	Year Ended		
	January 28, 2017	January 30, 2016	January 31, 2015
Balance at beginning of fiscal year	\$ 158	\$ 176	\$ 206
Net changes in deferred tax assets and liabilities	602	(18)	(30)
Balance at end of fiscal year	<u>\$ 760</u>	<u>\$ 158</u>	<u>\$ 176</u>

The Company has recorded deferred tax assets and liabilities based upon estimates of their realizable value, such estimates are based upon likely future tax consequences. In assessing the need for a valuation allowance, the Company considers both positive and negative evidence related to the likelihood of realization of the deferred tax assets. If, based on the weight of available evidence, it is more likely than not that the deferred tax assets will not be realized, the Company records a valuation allowance.

As of January 28, 2017, the Company no longer has a valuation allowance against its Shanghai net operating loss deferred tax assets as these losses have expired. The Company has a \$0.8 million valuation allowance against its Waterworks U.K. operations net deferred tax assets as it believes that these assets will not be realized due to historical losses.

As of January 28, 2017, the Company had state net operating loss carryovers of \$0.8 million and foreign net operating loss carryovers of \$5.0 million. The state net operating loss carryovers will begin to expire in 2019, and the foreign net operating loss carryovers have an indefinite carryforward. Internal Revenue Code Section 382 and similar state rules place a limitation on the amount of taxable income which can be offset by net operating loss carryforwards after a change in ownership (generally greater than 50% change in ownership). The Company cannot give any assurances that it will not undergo an ownership change in the future resulting in further limitations on utilization of net operating losses.

A reconciliation of the exposures related to unrecognized tax benefits is as follows (*n thousands*):

	Year Ended		
	January 28, 2017	January 30, 2016	January 31, 2015
Balance at beginning of fiscal year	\$ 921	\$ 940	\$ 1,395
Gross increases (decreases)—prior period tax positions	53	(88)	(122)
Gross increases—current period tax positions	1,216	69	—
Lapses in statute of limitations	—	—	(333)
Balance at end of fiscal year	<u>\$ 2,190</u>	<u>\$ 921</u>	<u>\$ 940</u>

As of January 28, 2017, the Company has \$2.2 million of unrecognized tax benefits, of which \$1.4 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 January 28, 2017, the Company does not have any exposures related to unrecognized tax benefits that are expected to decrease in the next 12 months.

Adjustments required upon adoption of accounting for uncertainty in income taxes related to deferred tax asset accounts were offset by the related valuation allowance. Future changes to the Company's assessment of the realizability of those deferred tax assets will impact the effective tax rate. The Company accounts for interest and penalties related to exposures as a component of income tax expense. The Company had interest accruals of \$0.3 million and \$0.2 million associated with exposures as of January 28, 2017, and January 30, 2016, respectively.

This Company is subject to tax in the United States, Canada, the U.K., Shanghai and Hong Kong. The Company could be subject to United States federal and state tax examinations for years 2002 forward. There are no United States tax examinations currently in progress. The Company may also be subject to audits in Canada for years 2009 and forward, and in the U.K. for years 2015 forward.

NOTE 14—NET INCOME PER SHARE

The weighted-average shares used for net income per share is as follows:

	Year Ended		
	January 28, 2017	January 30, 2016	January 31, 2015
Weighted-average shares—basic	40,691,483	40,190,448	39,457,491
Effect of dilutive stock-based awards	235,357	2,066,111	1,920,719
Weighted-average shares—diluted	<u>40,926,840</u>	<u>42,256,559</u>	<u>41,378,210</u>

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

	Year Ended		
	January 28, 2017	January 30, 2016	January 31, 2015
Options	7,243,697	522,390	1,009,157
Restricted stock units	609,676	12,916	4,253
Total anti-dilutive stock-based awards	<u>7,853,373</u>	<u>535,306</u>	<u>1,013,410</u>

NOTE 15—SHARE REPURCHASES UNDER EQUITY PLANS

Certain options and awards granted under the Company's equity plans contain a repurchase right, which may be exercised at the Company's discretion in the event of the termination of an employee's employment with the Company. The repurchases are settled with the issuance of promissory notes that bear interest, which is paid annually. The Company did not repurchase any shares or issue any promissory notes in fiscal 2016. The Company's repurchase and promissory note issuance activity for fiscal 2015 and fiscal 2014 is as follows:

	Year Ended	
	January 30, 2016	January 31, 2015
Shares repurchased	2,625	251,910
Fair value at purchase price (in thousands)	\$ 238	\$ 16,575
Weighted-average interest rate	3 %	5 %
Weighted-average term	7 years	8 years

As of January 28, 2017 and January 30, 2016, the aggregate unpaid principal amount of the notes payable for share repurchases of \$19.4 million and \$19.5 million, respectively, is included in other non-current obligations on the consolidated balance sheets. In fiscal 2016, fiscal 2015 and fiscal 2014, the Company recorded interest expense on the outstanding notes of \$1.0 million, \$1.0 million and \$0.9 million, respectively.

NOTE 16—STOCK-BASED COMPENSATION

The Company estimates the value of equity grants based upon an option-pricing model and recognizes this estimated value as compensation expense over the vesting periods. The Company recognizes expense associated with performance-based awards when it becomes probable that the performance condition will be met. Once it becomes probable that an award will vest, the Company recognizes compensation expense equal to the number of shares which are probable to vest multiplied by the fair value of the related shares measured at the grant date.

Stock-based compensation expense is included in selling, general and administrative expenses on the consolidated statements of income. The Company recorded stock-based compensation expense of \$29.2 million, \$24.2 million and \$17.1 million in fiscal 2016, fiscal 2015 and fiscal 2014, respectively. No stock-based compensation cost has been capitalized in the accompanying consolidated financial statements.

2012 Stock Incentive Plan and 2012 Stock Option Plan

The Restoration Hardware 2012 Stock Incentive Plan (the "Stock Incentive Plan") was adopted on November 1, 2012. The Stock Incentive Plan provides for the grant of incentive stock options to the Company's employees, non-qualified stock options, stock appreciation rights, restricted stock, restricted stock units, dividend equivalent rights, cash-based awards and any combination thereof to the Company's employees, directors and consultants and the Company's parent and subsidiary corporations' employees, directors and consultants.

The Restoration Hardware 2012 Stock Option Plan (the "Option Plan") was adopted on November 1, 2012 and on such date 6,829,041 fully vested options were granted under this plan to certain of the Company's employees and advisors. Aside from these options granted on November 1, 2012, no other awards will be granted under the Option Plan.

As of January 30, 2016, there were a total of 2,151,580 shares issuable under the Stock Incentive Plan. On February 1, 2016, an additional 811,666 shares became issuable under the Stock Incentive Plan in accordance with the Stock Incentive Plan evergreen provision, increasing the total number of shares issuable under the Stock Incentive Plan to 2,963,246. Awards under the plans reduce the number of shares available for future issuance. Cancellations and forfeitures of awards previously granted under the Stock Incentive Plan increase the number of shares available for future issuance. Cancellations and forfeitures of awards previously granted under the Option Plan are immediately retired and are no longer available for future issuance. The number of shares available for future issuance under the Stock Incentive Plan as of January 28, 2017 was 415,530. Shares issued as a result of award exercises under the Stock Incentive Plan and Option Plan and will be funded with the issuance of new shares.

On January 30, 2017, an additional 816,573 shares became issuable under the Stock Incentive Plan in accordance with the Stock Incentive Plan evergreen provision.

2012 Stock Incentive Plan and 2012 Stock Option Plan—Stock Options

A summary of stock option activity under the Option Plan and the Stock Incentive Plan for fiscal 2016 is as follows:

	Options	Weighted-Average Exercise Price
Outstanding—January 30, 2016	6,535,573	\$ 55.71
Granted	3,062,234	35.82
Exercised	(175,585)	28.61
Cancelled	(948,563)	56.47
Outstanding—January 28, 2017	<u>8,473,659</u>	<u>\$ 49.00</u>

The fair value of stock options issued was estimated on the date of grant using the following assumptions:

	Year Ended		
	January 28, 2017	January 30, 2016	January 31, 2015
Expected volatility	44.9%	37.7%	39.7%
Expected life (years)	6.5	6.5	6.5
Risk-free interest rate	1.4%	1.8%	2.0%
Dividend yield	—	—	—

A summary of additional information about stock options is as follows:

	Year Ended		
	January 28, 2017	January 30, 2016	January 31, 2015
Weighted-average fair value per share of stock options granted	\$ 15.88	\$ 36.43	\$ 26.92
Aggregate intrinsic value of stock options exercised (in thousands)	\$ 1,238	\$ 32,590	\$ 62,015
Fair value of stock options vested (in thousands)	\$ 13,726	\$ 8,611	\$ 2,246

Information about stock options outstanding, vested or expected to vest, and exercisable as of January 28, 2017 is as follows:

Range of Exercise Prices	Options Outstanding			Options Exercisable	
	Number of Options	Weighted- Average Remaining Contractual Life (in years)	Weighted- Average Exercise Price	Number of Options	Weighted- Average Exercise Price
\$24.00 - \$25.39	924,715	8.74	\$ 25.13	170,215	\$ 24.00
\$25.88 - \$39.42	1,449,833	8.13	32.48	760,083	31.09
\$44.52 - \$46.50	3,885,426	6.57	46.04	2,976,826	46.50
\$56.27 - \$69.64	637,415	7.15	61.60	221,710	61.78
\$75.43 - \$101.84	1,576,270	7.03	80.38	1,141,359	76.89
Total	<u>8,473,659</u>	7.20	\$ 49.00	<u>5,270,193</u>	\$ 50.77
Vested or expected to vest	<u>7,950,844</u>	7.08	\$ 49.37		

The aggregate intrinsic value of options outstanding, options vested or expected to vest, and options exercisable as of January 28, 2017 was \$0.9 million, \$0.8 million, and \$0.4 million, respectively. Stock options exercisable as of January 28, 2017 had a weighted-average remaining contractual life of 6.17 years.

The Company recorded stock-based compensation expense for stock options of \$16.3 million, \$10.4 million and \$6.9 million in fiscal 2016, fiscal 2015 and fiscal 2014, respectively. As of January 28, 2017, the total unrecognized compensation expense related to unvested options was \$44.5 million, which is expected to be recognized on a straight-line basis over a weighted-average period of 3.88 years.

2012 Stock Incentive Plan—Restricted Stock Awards

The Company grants restricted stock awards, which include restricted stock and restricted stock units, to its employees and members of its Board of Directors. A summary of restricted stock award activity for fiscal 2016 is as follows:

	Awards	Weighted-Average Grant Date Fair Value	Intrinsic Value
Outstanding—January 30, 2016	805,915	\$ 73.11	
Granted	864,367	40.18	
Released	(173,458)	64.68	
Cancelled	(378,805)	59.65	\$ 29,169,116
Outstanding—January 28, 2017	<u>1,118,019</u>	\$ 53.52	

A summary of additional information about restricted stock awards is as follows:

	Year Ended		
	January 28, 2017	January 30, 2016	January 31, 2015
Weighted-average fair value per share of awards granted	\$ 40.18	\$ 90.14	\$ 63.59
Grant date fair value of awards released (in thousands)	\$ 5,170	\$ 12,223	\$ 6,172

The Company recorded stock-based compensation expense for restricted stock awards of \$12.6 million, \$13.8 million and \$10.2 million in fiscal 2016, fiscal 2015 and fiscal 2014, respectively. As of fiscal 2016, the total unrecognized compensation expense related to unvested restricted stock awards was \$39.4 million, which is expected to be recognized on a straight-line basis over a weighted-average period of 3.69 years.

2012 Stock Incentive Plan Grant to Waterworks Associates

On May 27, 2016, the date of the Company's acquisition of Waterworks, the Company granted stock options to certain Waterworks associates under the Stock Incentive Plan to purchase 322,784 shares of its common stock, with an exercise price of \$33.54 per share, which is equal to the closing price of the Company's common stock on the date of grant. These options are fully vested as of the date of grant but any shares issued upon exercise of such options will be subject to selling restrictions which are scheduled to lapse in five equal installments on the first, second, third, fourth and fifth anniversaries of the grant date. The fully vested options resulted in a one-time non-cash stock-based compensation charge of \$3.7 million in fiscal 2016, which is included in the \$16.3 million stock-based compensation expense for stock options recorded in fiscal 2016 discussed above.

Rollover Units

In connection with the acquisition of Waterworks, \$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 consolidated statements of income. The fair value of the Appreciation Rights is determined based on an option pricing method ("OPM"). The Company did not record any expense related to the Appreciation Rights during fiscal 2016. As of January 28, 2017, 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 consolidated balance sheets.

Profit Interests

In connection with the acquisition of Waterworks, 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 consolidated statements of income. The fair value of the Profit Interests is determined based on an OPM. The Company recorded \$0.3 million related to the Profit Interests in fiscal 2016, which is included in selling, general and administrative expenses on the consolidated statements of income. As of January 28, 2017, the liability associated with the Profit Interests was \$0.3 million, which is included in other non-current obligations on the consolidated balance sheets.

NOTE 17—EMPLOYEE BENEFIT PLANS

The Company has a 401(k) plan for its employees who meet certain service and age requirements. Participants may contribute up to 50% of their salaries limited to the maximum allowed by the Internal Revenue Service regulations. The Company, at its discretion, may contribute funds to the 401(k) plan. The Company made no contributions to the 401(k) plan during fiscal 2016, fiscal 2015, or fiscal 2014.

NOTE 18—RELATED PARTY TRANSACTIONS*Aircraft Time Sharing Agreement*

On March 29, 2016, Restoration Hardware, Inc., a wholly-owned subsidiary of the Company entered into an Amended and Restated Aircraft Time Sharing Agreement (the "Time Sharing Agreement") with Gary Friedman, its Chief Executive Officer. The Time Sharing Agreement governs use of any of the Company's aircraft ("Corporate Aircraft") by Mr. Friedman for personal trips and provides that Mr. Friedman will lease such Corporate Aircraft and pay Restoration Hardware, Inc. an amount equal to the aggregate actual expenses of each personal use flight based on the variable costs of the flight, with the amount of such lease payments not to exceed the maximum payment level established under the Federal Aviation Administration rules. Mr. Friedman maintains a deposit with the Company, to be used towards payment of amounts due under the Time Sharing Agreement.

NOTE 19—COMMITMENTS AND CONTINGENCIES*Leases*

The Company leases certain property consisting of retail and outlet stores, corporate offices, distribution centers and equipment. A majority of the Company's leases expire at various dates through fiscal 2032. The Company has a lease for one Gallery location that expires in fiscal 2058. The stores, distribution centers and corporate office leases generally provide that the Company assumes the maintenance and all or a portion of the property tax obligations on the leased property. Most store leases also provide for minimum annual rent payments, with provisions for additional rent based on a percentage of sales, after meeting certain sales thresholds, and for payment of certain expenses.

The aggregate future minimum rent payments under leases in effect as of January 28, 2017, are as follows (*in thousands*):

Lease agreements accounted for as:	Capital Leases (1)	Operating Leases	Build-to-Suit	Total
2017	\$ 1,216	\$ 89,776	\$ 31,971	\$ 122,963
2018	1,140	81,534	36,634	119,308
2019	1,159	71,154	40,119	112,432
2020	1,199	61,834	40,776	103,809
2021	1,219	52,660	42,014	95,893
Thereafter	9,155	326,333	605,868	941,356
Minimum lease commitments	15,088	\$ 683,291	\$ 797,382	\$ 1,495,761
Less—amount representing interest	(7,579)			
Present value of capital lease obligations	7,509			
Less—current capital lease obligations	(267)			
Non-current capital lease obligations	\$ 7,242			

(1) The current and non-current capital lease obligations are included in other current liabilities and other non-current obligations, respectively, on the consolidated balance sheets.

Lease payments that depend on factors that are not measurable at the inception of the lease, such as future sales volume, represent contingent rent expense and are excluded from minimum lease payments and included in the determination of total rent expense when it is probable that the expense has been incurred and the amount is reasonably estimable. Future payments for insurance, real estate taxes and repair and maintenance to which the Company is obligated are excluded from minimum lease payments. Minimum rent payments and contingent rent expense under lease agreements accounted for as operating leases as build-to-suit lease transactions are as follows (*n thousands*):

	Year Ended		
	January 28, 2017	January 30, 2016	January 31, 2015
Lease agreements accounted for as operating leases			
Minimum rent	\$ 87,520	\$ 76,246	\$ 75,654
Contingent rent	7,140	10,209	7,989
Total operating leases	<u>\$ 94,660</u>	<u>\$ 86,455</u>	<u>\$ 83,643</u>
Lease agreements accounted for as build-to-suit lease transactions (1)			
Minimum rent	\$ 16,066	\$ 12,755	\$ 7,375
Contingent rent	726	442	122
Total build-to-suit lease transactions	<u>\$ 16,792</u>	<u>\$ 13,197</u>	<u>\$ 7,497</u>

(1) As described in Note 3—*Significant Accounting Policies*, the cash payments made under leases accounted for as build-to-suit lease transactions get allocated to land rent expense and as debt service payments (a portion to interest expense and a portion to financing obligation). Minimum rent payments recognized as interest expense within the consolidated statements of income were \$12.1 million, \$9.9 million and \$5.3 million in fiscal 2016, fiscal 2015 and fiscal 2014, respectively. The remaining minimum rent in fiscal 2016, fiscal 2015 and fiscal 2014 are included in cost of goods sold on the consolidated statements of income. Contingent rent under build-to-suit lease transactions is recognized as interest expense within the consolidated statements of income.

In addition to the above, non-cash rent expense recognized within the consolidated statements of income was \$1.2 million, \$2.9 million and \$2.9 million in fiscal 2016, fiscal 2015 and fiscal 2014, respectively, which represents the straight-line impact and amortization of tenant allowances under operating leases and land rent expense recorded for build-to-suit lease transactions prior to cash payments occurring under the leases.

Commitments

The Company had no material off balance sheet commitments as of January 28, 2017.

Contingencies

The Company is involved in lawsuits, claims and proceedings incident to the ordinary course of its business. These disputes are increasing in number as the business expands and the Company grows larger. Litigation is inherently unpredictable. As a result, the outcome of matters in which the Company is involved could result in unexpected expenses and liability that could adversely affect the Company's operations. In addition, any claims against the Company, 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.

The Company reviews 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 minimum amount of that liability until the case is close to resolution, in which case no reserve is established until that time. As of January 28, 2017, the Company has recorded a liability for the estimated loss related to these disputes. There is a possibility that additional losses may be incurred in excess of the amounts that the Company has accrued. However, the Company believes that the ultimate resolution of these current matters will not have a material adverse effect on its consolidated financial statements.

City of Miami General Employees' Retirement Trust et al v. RH; Errichiello v. RH and Errichiello v. RH

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 RH, 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. The complaints allege, among other things, purported claims alleging fraud in connection with alleged misstatements under sections 10(b) and 20(a) of the Securities Exchange Act of 1934. Both complaints purport to make claims on behalf of a class of purchasers of RH common stock from March 26, 2015 to June 8, 2016. The alleged misstatements relate to forward looking statements regarding the roll out of the RH Modern product line. Neither the Company nor the individual defendants have been served with either lawsuit. The claims are currently at a very early stage. While the outcome of litigation is inherently uncertain, the Company and its officers intend to vigorously defend the claims and believe the complaints lack merit.

Hernandez v. Restoration Hardware

On October 21, 2008, Mike Hernandez, individually and on behalf of others similarly situated, filed a class action in the Superior Court of the State of California for the County of San Diego against Restoration Hardware, Inc. alleging principally that the Company violated California's Song-Beverly Credit Card Act of 1971 by requesting and recording ZIP codes from customers paying with credit cards. On May 23, 2014, in response to a directive from the Court, the parties filed a joint statement as to the parties' agreed-upon claims process for the class members as well as to other matters related to this proceeding. On September 5, 2014, the Court granted plaintiffs' motion for attorneys' fees, costs, and awards, and awarded \$9.5 million in fees and costs to plaintiffs' attorneys. The Court entered judgment on September 29, 2014 and, on November 21, 2014, a class member filed a notice of appeal from the judgment. As a result of the appeal, the judgment was stayed until January 10, 2015. The appeal remains pending but the judgment is enforceable. As a result of these developments, during fiscal 2014, the Company recorded a \$9.5 million charge related to this matter that was subsequently decreased to approximately \$8 million. The decrease of approximately \$1.5 million was based on a revision of estimated class member response. On March 16, 2015, the Company, through the third party claims administrator, began mailing the class action award to class members. The Company, through the third party claims administrator, paid approximately \$2.4 million in cash awards to the class members and mailed 33% discount coupons, good for one year, on purchases up to \$10,000, to class members that did not request the cash award. During a hearing on April 16, 2015, the Court provided additional guidance regarding the manner in which class members can use the 33% merchandise discount coupon. Specifically, the court ordered that the 33% coupons may be combined with the Company's other promotional offers. The coupons expired on March 16, 2016. On April 5, 2016, the Company provided an accounting of satisfaction of judgment to the Court, which the Court has approved.

NOTE 20—SEGMENT REPORTING

The Company defines reportable and operating segments on the same basis that it uses to evaluate performance internally by the Chief Operating Decision Maker (the "CODM"). The Company has determined that the Chief Executive Officer is its CODM. As of January 28, 2017, the Company had two operating segments: RH Segment and Waterworks. The two operating segments include all sales channels accessed by the Company's customers, including sales through catalogs, sales through the Company's websites, sales through stores, and sales through the commercial channel.

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

The Company uses operating income to evaluate segment profitability. Operating income is defined as net income before interest expense—net and income taxes.

Prior to the Waterworks acquisition, the Company had one reportable segment. As the Company's acquisition of Waterworks was completed on May 27, 2016, reportable segment financial information presented below is only for fiscal 2016 and reflects a partial year of performance for Waterworks acquisition.

Segment Information

The following table presents the metrics reviewed by the CODM to evaluate performance internally as of and for the year ended January 28, 2017 (*in thousands*):

	<u>RH Segment</u>	<u>Waterworks</u>	<u>Total</u>
Net revenues	\$ 2,060,044	\$ 74,827	\$ 2,134,871
Gross profit	656,191	23,596	679,787
Depreciation and amortization	54,480	2,515	56,995
Goodwill	124,374	49,229	173,603
Trademarks and domain names	48,524	52,100	100,624
Total assets	2,040,346	152,174	2,192,520

The Company uses segment operating income to evaluate segment performance and allocate resources. The Company believes it is appropriate to disclose this measure to help investors analyze segment performance and trends. Segment operating income excludes (i) product line impairments, (ii) charges incurred for the estimated cumulative impact of coupons redeemed in connection with a legal claim, (iii) non-cash amortization of the inventory fair value adjustment recorded in connection with the acquisition of Waterworks, (iv) costs associated with a reorganization, which include severance costs and related taxes, partially offset by a reversal of stock-based compensation expense related to unvested equity awards, (v) impairment recorded due to the Company committing to a plan to sell its aircraft, (vi) reduction of net revenues and costs associated with product recalls, (vii) a non-cash compensation charge related to one-time, fully vested option grants made in connection with the acquisition of Waterworks and (viii) costs incurred in connection with the acquisition of Waterworks including professional fees. 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 management reviews.

The following table shows segment operating income and income before tax for the year ended January 28, 2017 (*in thousands*):

Operating income:		
RH Segment	\$	105,274
Waterworks		(2,360)
Product line impairments		(12,743)
Legal claim		(8,701)
Impact of inventory step-up		(6,835)
Reorganization related costs		(5,698)
Aircraft impairment		(4,767)
Recall accrual		(4,615)
Non-cash compensation		(3,672)
Acquisition related costs		(2,847)
Operating income		53,036
Interest expense—net		44,482
Income before tax	\$	<u>8,554</u>

The Company classifies its 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. Net revenues in each category were as follows (*in thousands*):

	<u>Year Ended</u>		
	<u>January 28, 2017</u>	<u>January 30, 2016</u>	<u>January 31, 2015</u>
Furniture	\$ 1,334,526	\$ 1,295,486	\$ 1,116,351
Non-furniture	800,345	813,520	751,071
Total net revenues	<u>\$ 2,134,871</u>	<u>\$ 2,109,006</u>	<u>\$ 1,867,422</u>

The Company is domiciled in the United States and primarily operates its retail and outlet stores in the United States. As of January 28, 2017, the Company operates 5 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 to the Company. Geographic revenues are determined based upon where service is rendered.

No single customer accounted for more than 10% of the Company's revenues in fiscal 2016, fiscal 2015, or fiscal 2014.

NOTE 21—SELECTED QUARTERLY FINANCIAL DATA (UNAUDITED)

Quarterly financial data for fiscal 2016 and fiscal 2015 are set forth below (*in thousands, except share and per share amounts*):

Fiscal 2016	Three Months Ended			
	April 30, 2016	July 30, 2016	October 29, 2016	January 28, 2017
Net revenues	\$ 455,456	\$ 543,381	\$ 549,328	\$ 586,706
Gross profit	127,475	179,839	175,819	196,654
Net income (loss)	(13,470)	6,918	2,517	9,436
Weighted-average shares used in computing basic net income (loss) per share	40,588,081	40,646,124	40,730,059	40,803,626
Basic net income (loss) per share	\$ (0.33)	\$ 0.17	\$ 0.06	\$ 0.23
Weighted-average shares used in computing diluted net income (loss) per share	40,588,081	40,820,495	40,926,450	41,000,760
Diluted net income (loss) per share	\$ (0.33)	\$ 0.17	\$ 0.06	\$ 0.23

Fiscal 2015	Three Months Ended			
	May 2, 2015	August 1, 2015	October 31, 2015	January 30, 2016
Net revenues	\$ 422,445	\$ 506,942	\$ 532,411	\$ 647,208
Gross profit	143,418	194,263	190,750	224,261
Net income	7,156	29,935	20,710	33,302
Weighted-average shares used in computing basic net income per share	39,913,946	40,045,850	40,282,734	40,522,242
Basic net income per share	\$ 0.18	\$ 0.75	\$ 0.51	\$ 0.82
Weighted-average shares used in computing diluted net income per share	41,959,718	42,243,910	42,413,657	42,225,070
Diluted net income per share	\$ 0.17	\$ 0.71	\$ 0.49	\$ 0.79

NOTE 22—SUBSEQUENT EVENT

On February 21, 2017, the Company's Board of Directors authorized a stock repurchase program of up to \$300 million (the "Repurchase Program"). The Company may purchase shares on a discretionary basis from time to time through open market purchases, privately negotiated transactions or other means, including through Rule 10b5-1 trading plans or through the use of other techniques such as accelerated share repurchases. The timing and amount of any transactions will be subject to the discretion of the Company based upon market conditions and other opportunities that it may have for the use or investment of its cash balances. The Repurchase Program has no expiration date, does not require the purchase of any minimum number of shares and may be suspended, modified or discontinued at any time without prior notice. As of March 24, 2017, the Company has purchased approximately 4.9 million shares of its common stock under the Repurchase Program for \$171.5 million.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders
RH

In our opinion, the accompanying consolidated balance sheets and the related consolidated statements of income, comprehensive income, stockholders' equity and cash flows present fairly, in all material respects, the financial position of RH and its subsidiaries at January 28, 2017 and January 30, 2016, and the results of their operations and their cash flows for each of the three years in the period ended January 28, 2017 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of January 28, 2017, based on criteria established in *Internal Control - Integrated Framework 2013* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company's management is responsible for these financial statements, for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express opinions on these financial statements, and on the Company's internal control over financial reporting based on our integrated audits. We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

A company's internal control over financial reporting is a process designed 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. A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

As described in Management's Report on Internal Control over Financial Reporting, management has excluded Design Investors WW Acquisition Company, LLC ("Waterworks") from its assessment of internal control over financial reporting as of January 28, 2017 because it was acquired by the Company in a purchase business combination during 2016. We have also excluded Waterworks from our audit of internal control over financial reporting. Waterworks is a subsidiary in which the Company has a controlling interest whose total assets and total revenues represent 2% and 4%, respectively, of the related consolidated financial statement amounts as of and for the year ended January 28, 2017.

/s/ PricewaterhouseCoopers LLP

San Francisco, California
March 29, 2017

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

None.

Item 9A. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our Chief Executive Officer and Co-President, Chief Financial and Administrative Officer, evaluated the effectiveness of our disclosure controls and procedures (as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934, as amended) as of the end of the period covered by this annual report. Based on that evaluation, our Chief Executive Officer and Co-President, Chief Financial and Administrative Officer have concluded that as of January 28, 2017 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 Co-President, Chief Financial and Administrative Officer, as appropriate, to allow timely decisions regarding required disclosures.

Management's Report on Internal Control Over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as defined in Exchange Act Rule 13a-15(f). Management conducted an assessment of our internal control over financial reporting as of January 28, 2017 based on the framework established by the Committee of Sponsoring Organizations of the Treadway Commission in *Internal Control—Integrated Framework* (2013). Based on the assessment, management concluded that our internal control over financial reporting was effective as of January 28, 2017. The effectiveness of the Company's internal control over financial reporting as of January 28, 2017 has been audited by PricewaterhouseCoopers LLP, an independent registered public accounting firm, as stated in their report which is included herein.

We acquired a controlling interest in Design Investors WW Acquisition Company, LLC ("Waterworks") on May 27, 2016 in purchase business combinations. As discussed in SEC staff interpretive guidance for newly acquired businesses, management has excluded Waterworks from its assessment of internal control over financial reporting as of January 28, 2017. Waterworks is a subsidiary in which the Company has a controlling interest, whose total assets excluded from management's assessment represent 2%, and total net revenues excluded from management's assessment represent 4% of the related consolidated financial statement amounts as of and for the year ended January 28, 2017.

Changes in Internal Control Over Financial Reporting

There was no change in our internal control over financial reporting that occurred during our most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Limitations on Effectiveness of Controls and Procedures and Internal Control over Financial Reporting

In designing and evaluating the disclosure controls and procedures and internal control over financial reporting, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives. In addition, the design of disclosure controls and procedures and internal control over financial reporting must reflect the fact that there are resource constraints and that management is required to apply judgment in evaluating the benefits of possible controls and procedures relative to their costs.

Item 9B. Other Information.

None.

PART III

Item 10. Directors, Executive Officers and Corporate Governance

The information required by this item will be contained in our definitive Proxy Statement for the 2017 Annual Meeting of Stockholders (the "Proxy Statement") and is incorporated herein by reference.

Item 11. Executive Compensation

The information required by this item will be contained in our Proxy Statement and is incorporated herein by reference.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

The information required by this item will be contained in our Proxy Statement and is incorporated herein by reference.

Item 13. Certain Relationships and Related Transactions and Director Independence

The information required by this item will be contained in our Proxy Statement and is incorporated herein by reference.

Item 14. Principal Accountant Fees and Services

The information required by this item will be contained in our Proxy Statement and is incorporated herein by reference.

PART IV

Item 15. Exhibits and Financial Statement Schedules

(a) The following documents are filed as part of this Annual Report on Form 10-K:

1. Consolidated Financial Statements

The following financial statements are included in Part II, Item 8 of this Annual Report on Form 10-K:

- Consolidated Balance Sheets as of January 28, 2017 and January 30, 2016
- Consolidated Statements of Income for the fiscal years ended January 28, 2017, January 30, 2016 and January 31, 2015
- Consolidated Statements of Comprehensive Income for the fiscal years ended January 28, 2017, January 30, 2016 and January 31, 2015
- Consolidated Statements of Stockholders' Equity for the fiscal years ended January 28, 2017, January 30, 2016, and January 31, 2015
- Consolidated Statements of Cash Flows for the fiscal years ended January 28, 2017, January 30, 2016, and January 31, 2015
- Notes to the Consolidated Financial Statements
- Report of Independent Registered Public Accounting Firm on Consolidated Financial Statements

2. Financial Statement Schedules

Separate financial statement schedules have been omitted either because they are not applicable or because the required information is included in the consolidated financial statements or notes described in Item 15(a)(1) above.

3. Exhibits

The Exhibits listed in the Index to Exhibits, which appears immediately following the signature page and is incorporated herein by reference, are filed or incorporated by reference as part of this Annual Report on Form 10-K.

Item 16. Form 10-K Summary

The Company has elected not to include summary information.

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Exhibit Description</u>	<u>Incorporated by Reference</u>			<u>Exhibit Number</u>	<u>Filed Herewith</u>
		<u>Form</u>	<u>File Number</u>	<u>Date of First Filing</u>		
3.1	Restated Certificate of Incorporation of RH.	—	—	—	—	X
3.2	Amended and Restated Bylaws of RH.	8-K	001-35720	March 3, 2017	3.1	
4.1	Form of RH Common Stock Certificate.	—	—	—	—	X
4.2	Indenture dated June 24, 2014, between Restoration Hardware Holdings, Inc. and U.S. Bank National Association, as Trustee, including form of 0.00% Convertible Senior Note due 2019.	8-K	001-35720	June 24, 2014	4.1	
4.3	Indenture dated June 23, 2015, between Restoration Hardware Holdings, Inc., the Guarantor and U.S. Bank National Association, as Trustee, including form of 0.00% Convertible Senior Note due 2020.	8-K	001-35720	June 24, 2015	4.1	
10.1	Form of Indemnification Agreement entered into by and between Restoration Hardware Holdings, Inc. and each of its directors.	S-1/A	333-176767	October 23, 2012	10.4	
10.2*	Executive Employment Agreement, dated as of July 2, 2013, by and between Restoration Hardware, Inc. and Gary Friedman.	8-K	001-35720	July 3, 2013	10.1	
10.3*	Employment Agreement dated as of November 1, 2012, by and between Restoration Hardware, Inc. and Karen Boone.	10-K	001-35720	April 29, 2013	10.9	
10.4*	2012 Equity Replacement Plan and related documents.	S-8	333-184716	November 2, 2012	4.2	
10.5*	2012 Stock Incentive Plan and related documents.	S-8	333-184716	November 2, 2012	4.3	
10.6*	2012 Stock Option Plan and related documents.	S-8	333-184716	November 2, 2012	4.4	
10.7*	Form of 2012 Stock Incentive Plan and 2012 Stock Option Plan related documents, as amended and restated.	10-Q	001-35720	December 17, 2013	10.2	
10.8*	Form of Notice of Restricted Stock Unit Award and Restricted Stock Unit Agreement under 2012 Stock Incentive Plan.	10-K	001-35720	March 31, 2014	10.17	
10.9	Form of Base Convertible Bond Hedge Confirmation, dated June 18, 2014, between Restoration Hardware Holdings, Inc. and each of the Counterparties.	8-K	001-35720	June 24, 2014	10.1	

<u>Exhibit Number</u>	<u>Exhibit Description</u>	<u>Form</u>	<u>Incorporated by Reference</u>		<u>Exhibit Number</u>	<u>Filed Herewith</u>
			<u>File Number</u>	<u>Date of First Filing</u>		
10.10	Form of Base Warrant Confirmation, dated June 18, 2014, between Restoration Hardware Holdings, Inc. and each of the Counterparties.	8-K	001-35720	June 24, 2014	10.2	
10.11	Form of Additional Convertible Bond Hedge Confirmation, dated June 19, 2014, between Restoration Hardware Holdings, Inc. and each of the Counterparties.	8-K	001-35720	June 24, 2014	10.3	
10.12	Form of Additional Warrant Confirmation, dated June 19, 2014, between Restoration Hardware Holdings, Inc. and each of the Counterparties.	8-K	001-35720	June 24, 2014	10.4	
10.13	Amended and Restated Aircraft Time Sharing Agreement entered into on March 29, 2016 by and between Restoration Hardware, Inc. and Gary G. Friedman.	10-K	001-35720	March 30, 2016	10.13	
10.14	Form of Base Convertible Bond Hedge Confirmation, dated June 18, 2015, between Restoration Hardware Holdings, Inc. and each of the Counterparties.	8-K	001-35720	June 24, 2015	10.1	
10.15	Form of Base Warrant Confirmation, dated June 18, 2015, between Restoration Hardware Holdings, Inc. and each of the Counterparties.	8-K	001-35720	June 24, 2015	10.2	
10.16	Tenth Amended and Restated Credit Agreement dated as of November 24, 2014 among Restoration Hardware, Inc., Restoration Hardware Canada, Inc., as borrowers, the guarantors party thereto, the lenders party thereto and Bank of America, N.A. as administrative agent and collateral agent.	8-K	001-35720	December 1, 2014	10.1	
10.17	First Amendment to Tenth Amended and Restated Credit Agreement dated as of August 12, 2015 among Restoration Hardware, Inc., Restoration Hardware Canada, Inc., as borrowers, the guarantors party thereto, the lenders party thereto and Bank of America, N.A. as administrative agent and collateral agent.	10-Q	001-35720	December 10, 2015	10.1	
21.1	Subsidiary List	—	—	—	—	X
23.1	Consent of PricewaterhouseCoopers LLP	—	—	—	—	X
24.1	Power of Attorney (included on signature page)	—	—	—	—	X
31.1	Certification of Chief Executive Officer pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934, as amended.	—	—	—	—	X

<u>Exhibit Number</u>	<u>Exhibit Description</u>	<u>Form</u>	<u>Incorporated by Reference</u>		<u>Exhibit Number</u>	<u>Filed Herewith</u>
			<u>File Number</u>	<u>Date of First Filing</u>		
31.2	Certification of Co-President, Chief Financial and Administrative Officer pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934, as amended.	—	—	—	—	X
32.1	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.	—	—	—	—	X
32.2	Certification of Co-President, Chief Financial and Administrative Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.	—	—	—	—	X
101.INS	XBRL Instance Document	—	—	—	—	X
101.SCH	XBRL Taxonomy Extension Schema Document	—	—	—	—	X
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document	—	—	—	—	X
101.DEF	XBRL Extension Definition	—	—	—	—	X
101.LAB	XBRL Taxonomy Extension Label Linkbase Document	—	—	—	—	X
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document	—	—	—	—	X

* Indicates management contract or compensatory plan or arrangement.

RESTATED CERTIFICATE OF INCORPORATION OF RH

RH, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the “DGCL”),

DOES HEREBY CERTIFY:

FIRST: The present name of the corporation is RH. The original Certificate of Incorporation of RH was filed with the Secretary of State of the State of Delaware on August 18, 2011 under the name Restoration Hardware Holdings, Inc. The Amended and Restated Certificate of Incorporation was filed on November 1, 2012. The Certificate of Amendment of Amended and Restated Certificate of Incorporation changing the name to RH was filed on December 15, 2016.

SECOND: The Board of Directors duly adopted at a meeting resolutions setting forth a proposed restatement of the Amended and Restated Certificate of Incorporation of said corporation, as amended, declaring said restatement to be advisable. The resolution setting forth the proposed restatement is as follows:

RESOLVED, that the Amended and Restated Certificate of Incorporation of RH, as amended, be, and hereby is, restated in its entirety to read in full as follows:

**RESTATED CERTIFICATE OF INCORPORATION
OF
RH
(originally incorporated on August 18, 2011)**

ARTICLE 1

The name of the corporation is RH (the “**Corporation**”).

ARTICLE 2

The address of the Corporation’s registered office in the State of Delaware is 1209 Orange Street, in the City of Wilmington, 19801, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

ARTICLE 3

The nature of the business of the Corporation and the objects or purposes to be transacted, promoted or carried on by it are as follows: To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware (the “**DGCL**”).

ARTICLE 4

A. The total number of shares of all classes of stock that the Corporation is authorized to issue is One Hundred Ninety Million (190,000,000), consisting of:

One Hundred Eighty Million (180,000,000) shares of Common Stock, with a par value of \$0.0001 per share (the “**Common Stock**”); and

Ten Million (10,000,000) shares of Preferred Stock, with a par value of \$0.0001 per share (the “**Preferred Stock**”).

B. The Board of Directors of the Corporation (the “**Board of Directors**”) is authorized, subject to any limitations prescribed by law, to provide for the issuance of shares of Preferred Stock in one or more series, and by filing a certificate pursuant to the applicable law of the State of Delaware (such certificate being hereinafter referred to as a “**Preferred Stock Designation**”), to establish from time to time the number of shares to be included in each such series, and to fix the powers, designations, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions thereof, including, without limitation, the authority to fix or alter the dividend rights, dividend rates, conversion rights, exchange rights, voting rights, rights and terms of redemption (including sinking and purchase fund provisions), the redemption price or prices, the dissolution preferences and the rights in respect to any distribution of assets of any wholly unissued series of Preferred Stock and the number of shares constituting any such series, and the designation thereof, or any of them and to increase or decrease the number of shares of any series so created, subsequent to the issue of that series but not below the number of shares of such series then outstanding. In case the number of shares of any series shall be so decreased, the shares constituting such decrease shall resume the status which they had prior to the adoption of the resolution originally fixing the number of shares of such series. There shall be no limitation or restriction on any variation between any of the different series of Preferred Stock as to the designations, preferences and relative, participating, optional or other special rights, and the qualifications, limitations or restrictions thereof; and the several series of Preferred Stock may vary in any and all respects as fixed and determined by the resolution or resolutions of the Board of Directors or by a committee of the Board of Directors, providing for the issuance of the various series.

C. The number of authorized shares of Preferred Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the voting power of all of the outstanding shares of stock of the Corporation entitled to vote thereon, without a separate vote of the holders of the Common Stock or the Preferred Stock, or of any series thereof, unless a separate vote of any such holders is required pursuant to the terms of any Preferred Stock Designation, irrespective of the provisions of Section 242(b)(2) of the General Corporation Law of the State of Delaware.

D. Except as otherwise required by law, or as otherwise fixed by resolution or resolutions of the Board of Directors with respect to one or more series of Preferred Stock each stockholder of the Corporation who at the time possesses voting power for any purpose shall be entitled, on all matters on which stockholders are generally entitled to vote, to one (1) vote for

each share of such stock standing in his name on the books of the Corporation; provided, however, that, except as otherwise required by law, holders of the Common Stock shall not be entitled to vote on any amendment to this Amended and Restated Certificate of Incorporation (including any Preferred Stock Designation relating to any series of Preferred Stock) that relates solely to the terms of one or more outstanding series of Preferred Stock if the holders of such affected series are entitled, either separately or together as a class with the holders of one or more other such series, to vote thereon pursuant to this Amended and Restated Certificate of Incorporation (including any Preferred Stock Designation relating to any series of Preferred Stock).

E. Subject to the rights, if any, of the holders of any outstanding series of Preferred Stock, the holders of shares of Common Stock shall be entitled to receive dividends out of any funds of the Corporation legally available therefor when, as and if declared by the Board of Directors.

F. Upon the dissolution, liquidation or winding up of the Corporation, subject to the rights, if any, of the holders of any outstanding series of Preferred Stock, the holders of shares of Common Stock shall be entitled to receive the assets of the Corporation available for distribution to its stockholders ratably in proportion to the number of shares held by them.

ARTICLE 5

A. The Board of Directors is expressly authorized to adopt, amend and repeal the Bylaws of the Corporation.

B. The stockholders are expressly authorized to adopt, amend and repeal the Bylaws of the Corporation, (i) prior to the Trigger Date, by the affirmative vote of the holders of more than fifty percent (50%) of the voting power of all of the outstanding shares of capital stock of the Corporation entitled to vote thereon and (ii) from and after the Trigger Date, by the affirmative vote of the holders of at least seventy percent (70%) of the voting power of all of the outstanding shares of capital stock of the Corporation entitled to vote thereon. For purposes of this Certificate of Incorporation, the “**Trigger Date**” means the date on which Home Holdings, LLC, CP Home Holdings, LLC, Tower Three Home, LLC, any investment fund managed by Catterton Management Company, LLC, Tower Three Partners, LLC, or Glenhill Capital, or Affiliates or Associates of any investment fund managed by Catterton Management Company, LLC, Tower Three Partners, LLC, or Glenhill Capital, and their respective successors and Affiliates (collectively, the “**Principal Equity Holders**”) cease collectively to beneficially own (directly or indirectly) a majority of the voting power of the outstanding shares of capital stock. For purposes of this Article 5, “**Affiliate**” and “**Associate**” have the meanings set forth in Article 12.

ARTICLE 6

A. Elections of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide.

B. Subject to the rights of the holders of any series of Preferred Stock to elect additional directors under specified circumstances, the number of directors which shall constitute the Board of Directors shall be fixed exclusively by resolutions adopted by a majority of the Whole Board. For purposes of this Amended and Restated Certificate of Incorporation, the term “**Whole Board**” shall mean the total number of authorized directors whether or not there exist any vacancies in previously authorized directorships. To the fullest extent permitted by Delaware law, until the Trigger Date, Home Holdings, LLC shall have the right to nominate to the Board of Directors a majority of the members of the Board of Directors. To the fullest extent permitted by Delaware law, from the Trigger Date until the date on which the Principal Equity Holders cease collectively to beneficially own (directly or indirectly) at least thirty percent (30%) of the voting power of all of the outstanding shares of capital stock of the Corporation, Home Holdings, LLC shall have the right to nominate to the Board of Directors two members of the Board of Directors. To the fullest extent permitted by Delaware law, at any time at which Home Holdings, LLC has nominated less than the total number of designees to the Board of Directors that Home Holdings, LLC is then entitled to nominate, Home Holdings, LLC shall have the right to nominate such additional number of designees to the Board of Directors to which it is entitled, in accordance with the following procedure: (i) the CP Designee and T3 Designee (as such terms are defined in Article 6.F) shall jointly deliver to the Board of Directors a notice (the “**Designation Notice**”) invoking such nomination privileges as afforded pursuant to this Article 6.B and setting forth such number of names of the designees (“**Additional Designees**”) to be nominated to the Board of Directors as are authorized by the terms of the Article 6.B and (ii) the Board of Directors shall automatically increase the size of the Board of Directors by such number of directors as is required to enable the Additional Designees to be elected to the Board of Directors and such vacancy or vacancies, or newly-created directorships, as applicable, shall be filled exclusively with the Additional Designees as set forth in the Designation Notice.

C. Except as otherwise required by law and subject to the (i) rights of the holders of any series of Preferred Stock then outstanding, and (ii) the rights of Home Holdings, LLC pursuant to paragraph B of Article 6 of this Amended and Restated Certificate of Incorporation, unless the Board of Directors otherwise determines, newly created directorships resulting from any increase in the authorized number of directors or any vacancies on the Board of Directors resulting from the death, resignation, retirement, disqualification, removal from office or other cause shall be filled only by a majority vote of the directors then in office, though less than a quorum, or by a sole remaining director, and not by the stockholders.

D. Subject to the rights of the holders of any series of Preferred Stock then outstanding, any director, or the entire Board of Directors, may be removed from office only for cause, at a meeting called for that purpose, by the affirmative vote of the holders of at least sixty-six and two-thirds percent ($66\frac{2}{3}\%$) of the voting power of all outstanding shares of capital stock entitled to vote at an election of directors, voting together as a single class. Notwithstanding the foregoing, until the Trigger Date, directors may be removed, with or without cause, by the affirmative vote of the holders of at least a majority of the voting power of all outstanding shares of capital stock entitled to vote thereon.

E. Subject to the special rights of the holders of any class or series of stock to elect directors, the Board of Directors shall be divided into three classes, designated Class I, Class II

and Class III. The initial Class I Directors shall serve for a term expiring at the first annual meeting of stockholders of the Corporation following the effective time of this Amended and Restated Certificate of Incorporation; the initial Class II Directors shall serve for a term expiring at the second annual meeting of stockholders following the effective time of this Amended and Restated Certificate of Incorporation; and the initial Class III Directors shall serve for a term expiring at the third annual meeting of stockholders following the effective time of this Amended and Restated Certificate of Incorporation. Each director in each class shall hold office until his or her successor is duly elected and qualified. At each annual meeting of stockholders beginning with the first annual meeting of stockholders following the effective time of this Amended and Restated Certificate of Incorporation, the successors of the class of directors whose term expires at that meeting shall be elected to hold office for a term expiring at the third annual meeting of stockholders following their election, with each director in each such class to hold office until his or her successor is duly elected and qualified. The Board is authorized to assign members of the Board already in office to Class I, Class II or Class III at the effective time of the Amended and Restated Certificate of Incorporation.

F. To the fullest extent permitted by Delaware law, notwithstanding anything herein to the contrary, from October 31, 2012 until the Trigger Date, no action may be taken or vote approved by the Board of Directors or any committee thereof (other than the audit committee or any other committee of directors that may be created with the approval of Home Holdings, LLC as not being subject to this provision) without the affirmative vote of one director nominated by Home Holdings, LLC and designated by Home Holdings, LLC as the “**CP Designee**” and one director nominated by Home Holdings, LLC and designated by Home Holdings, LLC as the “**T3 Designee**.”

G. The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors. In addition to the powers and authority expressly conferred upon them by statute or by this Amended and Restated Certificate of Incorporation or the Bylaws of the Corporation, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation.

H. A majority of the Whole Board shall constitute a quorum for all purposes at any meeting of the board of directors, and, except as otherwise expressly required by law or by this Amended and Restated Certificate of Incorporation, all matters shall be determined by the affirmative vote of a majority of the directors present at any meeting at which a quorum is present.

ARTICLE 7

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Amended and Restated Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation; provided, however, that, notwithstanding any other provision of this Amended and Restated Certificate of Incorporation or any provision of law that might otherwise permit a lesser vote or no vote, but in addition to any vote of the holders of any class or series of the stock of this Corporation required by law or by this Amended and Restated Certificate of

Incorporation, (i) prior to the Trigger Date, the affirmative vote of the holders of at least a majority of the voting power of all outstanding shares of capital stock entitled to vote thereon and (ii) from and after the Trigger Date, the affirmative vote of the holders of at least sixty-six and two-thirds percent (66 2/3%) of the voting power of the outstanding shares of capital stock of the Corporation entitled to vote thereon, voting together as a single class, shall be required to amend or repeal, or adopt any provision of this Amended and Restated Certificate of Incorporation inconsistent with, Article 5, Article 6, this Article 7, Article 8, Article 9 or Article 12 of this Amended and Restated Certificate of Incorporation, and (iii) at any time after the Trigger Date, if any Person is an Interested Stockholder and has been an Interested Stockholder for less than three years, the affirmative vote of the holders of at least sixty-six and two-thirds percent (66 2/3%) of the outstanding voting power which is not owned by such stockholder shall be required to amend, repeal, or adopt any provisions inconsistent with Article 12. If any provision or provisions of this Amended and Restated Certificate of Incorporation shall be held to be invalid, illegal or unenforceable as applied to any person or entity or circumstance for any reason whatsoever, then, to the fullest extent permitted by law, the validity, legality and enforceability of such provisions in any other circumstance and of the remaining provisions of this Amended and Restated Certificate of Incorporation (including, without limitation, each portion of any sentence of this Amended and Restated Certificate of Incorporation containing any such provision held to be invalid, illegal or unenforceable that is not itself held to be invalid, illegal or unenforceable) and the application of such provision to other persons or entities and circumstances shall not in any way be affected or impaired thereby.

ARTICLE 8

To the fullest extent permitted by Delaware law, no director of this Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. No amendment to, or modification or repeal of, this Article 8 shall adversely affect any right or protection of a director of the Corporation existing hereunder with respect to any act or omission occurring prior to such amendment, modification or repeal.

ARTICLE 9

Except as otherwise required by law or any resolution or resolutions of the Board of Directors providing for the issuance of any series of Preferred Stock, from and after the Trigger Date, no action shall be taken by the stockholders except at an annual or special meeting of stockholders called in accordance with this Amended and Restated Certificate of Incorporation and the Bylaws of the Corporation, and no action shall be taken by the stockholders by written consent. Except as otherwise required by law or any resolution or resolutions of the Board of Directors providing for the issuance of any series of Preferred Stock, prior to the Trigger Date, any action required or permitted to be taken by stockholders may be effected by consent in writing by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted. Except as otherwise required by law, special meetings of the stockholders of the Corporation may be called only by (i) the affirmative vote of a majority of the Whole Board; and (ii) prior to the Trigger Date, the affirmative vote of the holders of at least a majority of the voting power of all outstanding shares of capital stock.

ARTICLE 10

A. The provisions of this Article 10 are set forth to define, to the extent permitted by applicable law, the duties of Exempted Persons (as defined below) to the Corporation with respect to certain classes or categories of business opportunities. “**Exempted Persons**” means the Principal Equity Holders, members of the Board of Directors designated by Home Holdings, LLC, and managers, officers, directors, members, partners, Affiliates and any related investment funds or portfolio companies of Affiliates of the Principal Equity Holders. “**Affiliate**” and “**Person**” for purposes of this Article 10 shall have the meanings set forth in Article 12.

B. To the fullest extent permitted by applicable law, the Corporation renounces any interest or expectancy of the Corporation in, or in being offered an opportunity to participate in, business opportunities that are from time to time presented to the Exempted Persons, unless such business opportunity is presented to, or acquired, created or developed by, or otherwise comes into the possession of, an Exempted Person expressly and solely in such Exempted Person’s capacity as a director of the Corporation, even if the opportunity is one that the Corporation might reasonably be deemed to have pursued or had the ability or desire to pursue if granted the opportunity to do so, and, to the fullest extent permitted by law, each such Exempted Person shall have no duty to communicate or offer such business opportunity to the Corporation and, to the fullest extent permitted by applicable law, shall not be liable to the Corporation for breach of any fiduciary or other duty, as a director or officer or otherwise, by reason of the fact that such Exempted Person pursues or acquires such business opportunity, directs such business opportunity to another person or fails to present such business opportunity, or information regarding such business opportunity, to the Corporation.

C. To the fullest extent permitted by law, any Person purchasing or otherwise acquiring any interest in any shares of capital stock of the Corporation shall be deemed to have notice of and to have consented to the provisions of Article 8 and this Article 10.

ARTICLE 11

Unless the Corporation consents in writing to the selection of an alternative forum, the Court of Chancery in the State of Delaware shall be the sole and exclusive forum for any stockholder (including a beneficial owner) to bring (i) any derivative action or proceeding brought on behalf of the Corporation, (ii) any action asserting a claim of breach of fiduciary duty owed by any director, officer or other employee of the Corporation to the Corporation or the Corporation’s stockholders, (iii) any action asserting a claim against the Corporation, its directors, officers or employees arising pursuant to any provision of the Delaware General Corporation Law or the Corporation’s certificate of incorporation or bylaws or (iv) any action asserting a claim against the Corporation, its directors, officers or employees governed by the internal affairs doctrine, except for, as to each of (i) through (iv) above, any claim as to which the Court of Chancery determines that there is an indispensable party not subject to the jurisdiction of the Court of Chancery (and the indispensable party does not consent to the personal jurisdiction of the Court of Chancery within ten days following such determination), which is vested in the exclusive jurisdiction of a court or forum other than the Court of Chancery, or for which the Court of Chancery does not have subject matter jurisdiction.

ARTICLE 12

A. The Corporation expressly elects not to be governed by Section 203 of the DGCL.

B. Notwithstanding any other provision in this Amended and Restated Certificate of Incorporation to the contrary, the Corporation shall not engage in any Business Combination (as defined hereinafter) with any Interested Stockholder (as defined hereinafter) for a period of three years following the time that such stockholder became an Interested Stockholder, unless:

(a) prior to such time the Board of Directors approved either the Business Combination or the transaction which resulted in such stockholder becoming an Interested Stockholder;

(b) upon consummation of the transaction which resulted in such stockholder becoming an Interested Stockholder, such stockholder owned at least eighty-five percent (85%) of the Voting Stock (as defined hereinafter) of the Corporation outstanding at the time the transaction commenced, excluding for purposes of determining the Voting Stock outstanding (but not the outstanding Voting Stock owned by such stockholder) those shares owned (i) by Persons (as defined hereinafter) who are directors and also officers of the Corporation and (ii) employee stock plans of the Corporation in which employee participants do not have the right to determine confidentially whether shares held subject to the plan will be tendered in a tender or exchange offer; or

(c) at or subsequent to such time the Business Combination is approved by the Board of Directors and authorized at an annual or special meeting of stockholders by the affirmative vote of at least 66 2/3% of the outstanding Voting Stock which is not owned by such stockholder.

C. The restrictions contained in this Article 12 shall not apply if:

(a) a stockholder becomes an Interested Stockholder inadvertently and (i) as soon as practicable divests itself of ownership of sufficient shares so that the stockholder ceases to be an Interested Stockholder; and (ii) would not, at any time within the three-year period immediately prior to a Business Combination between the Corporation and such stockholder, have been an Interested Stockholder but for the inadvertent acquisition of ownership; or

(b) the Business Combination is proposed prior to the consummation or abandonment of and subsequent to the earlier of the public announcement or the notice required hereunder of a proposed transaction which (i) constitutes one of the transactions described in the second sentence of this subparagraph C.(b) of Article 12; (ii) is with or by a Person who either was not an Interested Stockholder during the previous three years or who became an Interested Stockholder with the approval of the Board of Directors; and (iii) is approved or not opposed by a majority of the directors then in office (but not less than one) who were directors prior to any Person becoming an Interested Stockholder during the previous three years or were recommended for election or elected to succeed such directors by a majority of such directors. The proposed transactions referred to in the preceding sentence are limited to (x) a merger or

consolidation of the Corporation (except for a merger in respect of which, pursuant to Section 251(f) of the DGCL, no vote of the stockholders of the Corporation is required); (y) a sale, lease, exchange, mortgage, pledge, transfer or other disposition (in one transaction or a series of transactions), whether as part of a dissolution or otherwise, of assets of the Corporation or of any direct or indirect majority-owned subsidiary of the Corporation (other than to any direct or indirect wholly-owned subsidiary or to the Corporation) having an aggregate market value equal to fifty percent (50%) or more of either that aggregate market value of all of the assets of the Corporation determined on a consolidated basis or the aggregate market value of all the outstanding Stock (as defined hereinafter) of the Corporation; or (z) a proposed tender or exchange offer for fifty percent (50%) or more of the outstanding Voting Stock of the Corporation. The Corporation shall give not less than 20 days' notice to all Interested Stockholders prior to the consummation of any of the transactions described in clause (x) or (y) of the second sentence of this subparagraph C.(b) of Article 12.

D. As used in this Article 12 only, and unless otherwise provided by the express terms of this Article 12, the following terms shall have the meanings ascribed to them as set forth in this paragraph D:

(a) **“Affiliate”** means a Person that directly, or indirectly through one or more intermediaries, controls, or is controlled by, or is under common control with, another Person;

(b) **“Associate”**, when used to indicate a relationship with any Person, means: (i) any corporation, partnership, unincorporated association or other entity of which such Person is a director, officer or partner or is, directly or indirectly, the owner of twenty percent (20%) or more of any class of Voting Stock; (ii) any trust or other estate in which such Person has at least a twenty percent (20%) beneficial interest or as to which such Person serves as trustee or in a similar fiduciary capacity; and (iii) any relative or spouse of such Person, or any relative of such spouse, who has the same residence as such Person;

(c) **“Business Combination”** means:

(i) any merger or consolidation of the Corporation or any direct or indirect majority-owned subsidiary of the Corporation with (A) the Interested Stockholder, or (B) with any Person if the merger or consolidation is caused by the Interested Stockholder and as a result of such merger or consolidation paragraph B of this Article 12 is not applicable to the surviving entity;

(ii) any sale, lease, exchange, mortgage, pledge, transfer or other disposition (in one transaction or a series of transactions), except proportionately as a stockholder of the Corporation, to or with the Interested Stockholder, whether as part of a dissolution or otherwise, of assets of the Corporation or of any direct or indirect majority-owned subsidiary of the Corporation which assets have an aggregate market value equal to ten percent (10%) or more of either the aggregate market value of all the assets of the Corporation determined on a consolidated basis or the aggregate market value of all the outstanding Stock of the Corporation;

(iii) any transaction which results in the issuance or transfer by the Corporation or by any direct or indirect majority-owned subsidiary of the Corporation of any Stock of the Corporation or of such subsidiary to the Interested Stockholder, except: (A) pursuant to the exercise, exchange or conversion of securities exercisable for, exchangeable for or convertible into Stock of the Corporation or any such subsidiary which securities were outstanding prior to the time that the Interested Stockholder became such; (B) pursuant to a merger under Section 251(g) or 253 of the DGCL; (C) pursuant to a dividend or distribution paid or made, or the exercise, exchange or conversion of securities exercisable for, exchangeable for or convertible into Stock of the Corporation or any such subsidiary which security is distributed, pro rata to all holders of a class or series of Stock of the Corporation subsequent to the time the Interested Stockholder became such; (D) pursuant to an exchange offer by the Corporation to purchase Stock made on the same terms to all holders of such Stock; or (E) any issuance or transfer of Stock by the Corporation; provided however, that in no case under items (C) through (E) of this subparagraph D.(c)(iii) of Article 12 shall there be an increase in the Interested Stockholder's proportionate share of the Stock of any class or series of the Corporation or of the Voting Stock of the Corporation;

(iv) any transaction involving the Corporation or any direct or indirect majority-owned subsidiary of the Corporation which has the effect, directly or indirectly, of increasing the proportionate share of the Stock of any class or series, or securities convertible into the Stock of any class or series, of the Corporation or of any such subsidiary which is owned by the Interested Stockholder, except as a result of immaterial changes due to fractional share adjustments or as a result of any purchase or redemption of any shares of Stock not caused, directly or indirectly, by the Interested Stockholder; or

(v) any receipt by the Interested Stockholder of the benefit, directly or indirectly (except proportionately as a stockholder of the Corporation), of any loans, advances, guarantees, pledges or other financial benefits (other than those expressly permitted in subparagraphs D.(c)(i) through (iv) of Article 12) provided by or through the Corporation or any direct or indirect majority-owned subsidiary of the Corporation;

(d) **"Control,"** including the terms **"controlling," "controlled by"** and **"under common control with,"** means the possession, directly or indirectly, of the power to direct or cause the direction of the management and policies of a Person, whether through the ownership of stock or other equity interests, by contract or otherwise. A Person who is the owner of twenty percent (20%) or more of the outstanding Voting Stock of any corporation, partnership, unincorporated association or other entity shall be presumed to have control of such entity, in the absence of proof by a preponderance of the evidence to the contrary; notwithstanding the foregoing, a presumption of control shall not apply where such Person holds Voting Stock, in good faith and not for the purpose of circumventing this Article 12, as an agent, bank, broker, nominee, custodian or trustee for one or more owners who do not individually or as a group have control of such entity;

(e) **"Interested Stockholder"** means any Person (other than the Corporation and any direct or indirect majority-owned subsidiary of the Corporation) that (i) is the owner of fifteen percent (15%) or more of the outstanding Voting Stock of the Corporation, or (ii) is an

Affiliate or Associate of the Corporation and was the owner of fifteen percent (15%) or more of the outstanding Voting Stock of the Corporation at any time within the three-year period immediately prior to the date on which it is sought to be determined whether such Person is an Interested Stockholder, and the Affiliates and Associates of such Person. Notwithstanding anything in this Article 12 to the contrary, the term “**Interested Stockholder**” shall not include: (w) the Principal Equity Holders; (x) any Person who would otherwise be an Interested Stockholder because of a transfer, sale, assignment, conveyance, hypothecation, encumbrance, or other disposition of five percent (5%) or more of the outstanding Voting Stock of the Corporation (in one transaction or a series of transactions) by any party specified in the immediately preceding clause (w) to such Person; *provided, however*, that such Person was not an Interested Stockholder prior to such transfer, sale, assignment, conveyance, hypothecation, encumbrance, or other disposition; or (y) any Person whose ownership of shares in excess of the fifteen percent (15%) limitation set forth herein is the result of action taken solely by the Corporation, provided that, for purposes of this clause (z), such Person shall be an Interested Stockholder if thereafter such Person acquires additional shares of Voting Stock of the Corporation, except as a result of further action by the Corporation not caused, directly or indirectly, by such Person;

(f) “**Owner**,” including the terms “**own**” and “**owned**,” when used with respect to any Stock, means a Person that individually or with or through any of its affiliates or associates beneficially owns such Stock, directly or indirectly; or has (A) the right to acquire such Stock (whether such right is exercisable immediately or only after the passage of time) pursuant to any agreement, arrangement or understanding, or upon the exercise of conversion rights, exchange rights, warrants or options, or otherwise; provided, however, that a Person shall not be deemed the owner of Stock tendered pursuant to a tender or exchange offer made by such Person or any of such Person’s Affiliates or Associates until such tendered Stock is accepted for purchase or exchange; or (B) the right to vote such Stock pursuant to any agreement, arrangement or understanding; provided, however, that a Person shall not be deemed the owner of any Stock because of such Person’s right to vote such Stock if the agreement, arrangement or understanding to vote such Stock arises solely from a revocable proxy or consent given in response to a proxy or consent solicitation made to 10 or more Persons; or has any agreement, arrangement or understanding for the purpose of acquiring, holding, voting (except voting pursuant to a revocable proxy or consent as described in (B) of this paragraph D.(f) of Article 12), or disposing of such Stock with any other Person that beneficially owns, or whose affiliates or associates beneficially own, directly or indirectly, such Stock; *provided*, that, for the purpose of determining whether a Person is an Interested Stockholder, the Voting Stock of the Corporation deemed to be outstanding shall include Stock deemed to be owned by the Person through application of this definition of “**owned**” but shall not include any other unissued Stock of the Corporation which may be issuable pursuant to any agreement, arrangement or understanding, or upon exercise of conversion rights, warrants or options, or otherwise;

(g) “**Person**” means any individual, corporation, partnership, unincorporated association or other entity;

(h) “**Stock**” means, with respect to any corporation, capital stock and, with respect to any other entity, any equity interest; and

(i) **“Voting Stock”** means, with respect to any corporation, Stock of any class or series entitled to vote generally in the election of directors and, with respect to any entity that is not a corporation, any equity interest entitled to vote generally in the election of the governing body of such entity. Every reference to a percentage of Voting Stock shall refer to such percentage of the votes of such Voting Stock.

THIRD: The foregoing restatement was duly adopted in accordance with Section 245 of the DGCL without the necessity of a meeting or vote of stockholders pursuant to Section 245(b) of the DGCL.

FOURTH: The Restated Certificate of Incorporation shall become effective upon filing with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, the undersigned has executed this Restated Certificate of Incorporation on this 5th day of January, 2017.

RH

By: /s/ Karen Boone

Karen Boone

Co-President, Chief Financial and Administrative Officer

COMMON STOCK
PAR VALUE \$0.0001

COMMON STOCK
THIS CERTIFICATE IS TRANSFERABLE
IN CANTON, MA, JERSEY CITY, NJ AND
COLLEGE STATION, TX

Certificate Number

Shares

RH
INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE

THIS CERTIFIES THAT

is the owner of

CUSIP

SEE REVERSE FOR CERTAIN DEFINITIONS

FULLY-PAID AND NON-ASSESSABLE SHARES OF COMMON STOCK OF

RH (hereinafter called the "Company"), transferable on the books of the Company in person or by duly authorized attorney, upon surrender of this Certificate properly endorsed. This Certificate and the shares represented hereby, are issued and shall be held subject to all of the provisions of the Certificate of Incorporation, as amended, and the By-Laws, as amended, of the Company (copies of which are on file with the Company and with the Transfer Agent), to all of which each holder, by acceptance hereof, assents. This Certificate is not valid unless countersigned and registered by the Transfer Agent and Registrar.

Witness the facsimile seal of the Company and the facsimile signatures of its duly authorized officers.

[Signature]
Chairman and Chief Executive Officer

[Signature]
Co-President, Chief Financial and Administrative Officer

SEAL
2011
DELAWARE

DATED
COUNTERSIGNED AND REGISTERED:
COMPUTERSHARE TRUST COMPANY, N.A.
TRANSFER AGENT AND REGISTRAR.

By _____
AUTHORIZED SIGNATURE

1234567

RH

THE COMPANY WILL FURNISH WITHOUT CHARGE TO EACH SHAREHOLDER WHO SO REQUESTS, A SUMMARY OF THE POWERS, DESIGNATIONS, PREFERENCES AND RELATIVE, PARTICIPATING, OPTIONAL OR OTHER SPECIAL RIGHTS OF EACH CLASS OF STOCK OF THE COMPANY AND THE QUALIFICATIONS, LIMITATIONS OR RESTRICTIONS OF SUCH PREFERENCES AND RIGHTS, AND THE VARIATIONS IN RIGHTS, PREFERENCES AND LIMITATIONS DETERMINED FOR EACH SERIES, WHICH ARE FIXED BY THE CERTIFICATE OF INCORPORATION OF THE COMPANY, AS AMENDED, AND THE RESOLUTIONS OF THE BOARD OF DIRECTORS OF THE COMPANY, AND THE AUTHORITY OF THE BOARD OF DIRECTORS TO DETERMINE VARIATIONS FOR FUTURE SERIES. SUCH REQUEST MAY BE MADE TO THE OFFICE OF THE SECRETARY OF THE COMPANY OR TO THE TRANSFER AGENT. THE BOARD OF DIRECTORS MAY REQUIRE THE OWNER OF A LOST OR DESTROYED STOCK CERTIFICATE, OR HIS LEGAL REPRESENTATIVES, TO GIVE THE COMPANY A BOND TO INDEMNIFY IT AND ITS TRANSFER AGENTS AND REGISTRARS AGAINST ANY CLAIM THAT MAY BE MADE AGAINST THEM ON ACCOUNT OF THE ALLEGED LOSS OR DESTRUCTION OF ANY SUCH CERTIFICATE.

The following abbreviations, when used in the inscription on the face of this certificate, shall be construed as though they were written out in full according to applicable laws or regulations:

TEN COM - as tenants in common	UNIF GIFT MIN ACT -Custodian
TEN ENT - as tenants by the entireties	(Cust) (Minor)
JT TEN - as joint tenants with right of survivorship and not as tenants in common	under Uniform Gifts to Minors Act.....
	(State)
	UNIF TRF MIN ACT -Custodian (until age)
	(Cust) (Minor) (State)
	under Uniform Transfers to Minors Act

Additional abbreviations may also be used though not in the above list.

For value received, _____ hereby sell, assign and transfer unto _____ PLEASE INSERT SOCIAL SECURITY OR OTHER IDENTIFYING NUMBER OF ASSIGNEE

(PLEASE PRINT OR TYPEWRITE NAME AND ADDRESS, INCLUDING POSTAL ZIP CODE, OF ASSIGNEE)

_____ Shares
of the common stock represented by the within Certificate, and do hereby irrevocably constitute and appoint _____ Attorney
to transfer the said stock on the books of the within-named Company with full power of substitution in the premises.

Dated: _____ 20____

Signature: _____

Signature: _____

Signature(s) Guaranteed, Medallion Guarantee Stamp
THE SIGNATURE(S) SHOULD BE GUARANTEED BY AN ELIGIBLE GUARANTOR INSTITUTION (Banks, Credit Unions, Savings and Loan Associations and Credit Unions) WITH MEMBERSHIP IN AN APPROVED SIGNATURE GUARANTEE MEDALLION PROGRAM, PURSUANT TO S.E.C. RULE 17A-15.

Notice: The signature to this assignment must correspond with the name as written upon the face of the certificate, in every particular, without alteration or enlargement, or any change whatever.

SECURITY INSTRUCTIONS
THIS IS WATERMARKED PAPER. DO NOT ACCEPT WITHOUT NOTING WATERMARK. HELD TO LIGHT TO VERIFY WATERMARK.



1534291

Name	Jurisdiction of Incorporation
Restoration Hardware, Inc.	Delaware
Hierarchy, LLC	Delaware
RH Yountville, Inc.	Delaware
RH Hickory, LLC	Delaware
RH Patterson, LLC	Delaware
RH US, LLC	Delaware
RHM, LLC	Delaware
RH Operations, Inc.	Delaware
RH F&B Operations, Inc.	Delaware
Restoration Hardware Canada, Inc.	British Columbia, Canada
Restoration Hardware International Limited	Hong Kong
Restoration Hardware Trading (Shanghai) Company Limited	People's Republic of China
RHG Management, LLC	Maryland
The Michaels Furniture Company, Inc.	California
RH F&B Illinois, LLC	Illinois
FLDG, LLC	Delaware
RH F&B Florida, LLC	Florida
RH F&B Texas, LLC	Texas
RH F&B Colorado, LLC	Colorado
RH F&B California, LLC	California
RH F&B Tennessee, LLC	Tennessee
RH NY Hospitality, LLC	New York
RH NY Guesthouse F&B, LLC	New York
RH NY Guesthouse, LLC	New York
RH NY MP F&B, LLC	New York
WRRH Conover, LLC	Delaware
Design Investors WW Acquisition Company, LLC	Delaware
Waterworks Holdings, Inc.	Delaware
Waterworks IP Co., LLC	Delaware
Waterworks Operating Co., LLC	Delaware
Waterworks Operating Company UK Ltd	England/Wales
Luxury Bath for Less, LLC	Delaware

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in the Registration Statement on Form S-8 (No. 333-210483, 333-203083, No. 333-194898, No. 333-191194, and No. 333-184716) of RH of our report dated March 29, 2017 relating to the financial statements and the effectiveness of internal control over financial reporting, which appears in this Form 10-K.

/s/ PricewaterhouseCoopers LLP

San Francisco, California
March 29, 2017

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

I, Gary Friedman, certify that:

1. I have reviewed this Annual Report on Form 10-K 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 officers 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 officers 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: March 29, 2017

/s/ Gary Friedman

Gary Friedman
Chairman and Chief Executive Officer

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

I, Karen Boone, certify that:

1. I have reviewed this Annual Report on Form 10-K 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 officers 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 officers 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: March 29, 2017

/s/ Karen Boone

Karen Boone
Co-President, Chief Financial and Administrative Officer

**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, 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 Annual Report of the Company on Form 10-K for the fiscal year ended January 28, 2017 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 Annual Report on Form 10-K fairly presents, in all material respects, the financial condition and results of operations of the Company for the periods presented therein.

Date: March 29, 2017

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

This certification accompanies this Annual Report on Form 10-K 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.

**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, Karen Boone, Co-President, Chief Financial and Administrative 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 Annual Report of the Company on Form 10-K for the fiscal year ended January 28, 2017 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 Annual Report of the Company on Form 10-K fairly presents, in all material respects, the financial condition and results of operations of the Company for the periods presented therein.

Date: March 29, 2017

By: /s/ Karen Boone
Name: Karen Boone
Title: Co-President, Chief Financial and Administrative Officer

This certification accompanies this Annual Report on Form 10-K 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.