

Restoration Hardware Holdings Inc
 Form 4
 March 12, 2014

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
ALBERINI CARLOS

(Last) (First) (Middle)

C/O RESTORATION HARDWARE HOLDINGS, INC., 15 KOCH ROAD, SUITE J

(Street)

CORTE MADERA, CA 94925

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Restoration Hardware Holdings Inc [RH]

3. Date of Earliest Transaction (Month/Day/Year)
03/10/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
			Code	V	Amount	Price	
Common Stock	03/10/2014		D ⁽¹⁾		238,290	D	
						\$	
						65.06	
						<u>(2)</u>	
Common Stock					251,414	I	By Trust <u>(3)</u>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
Stock Option (Right to Buy)	\$ 46.5	03/11/2014		J ⁽⁴⁾	1,984,551 ⁽⁴⁾	11/01/2012 03/11/2014 ⁽⁵⁾	Common Stock 1,9

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ALBERINI CARLOS C/O RESTORATION HARDWARE HOLDINGS, INC. 15 KOCH ROAD, SUITE J CORTE MADERA, CA 94925		X		

Signatures

/s/ Edward Lee as
Attorney-In-Fact 03/12/2014

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) Restoration Hardware Holdings, Inc. (the "Company") repurchased such shares pursuant to its repurchase right under the Company's 2012 Equity Replacement Plan ("Equity Plan") and the applicable award agreement. The repurchased shares were subject to selling restrictions under the Equity Plan. The repurchase price was paid by the Company through the issuance of an unsecured subordinated promissory note to the reporting person. The promissory note has a term of eight years and accrues interest at a rate of 5% per year, with accrued interest payable annually by the Company on the anniversary of the note. The principal amount of the promissory note is payable by the Company at maturity on March 10, 2022.
- (2) Corresponds to the closing price per share of the Company's common stock on the New York Stock Exchange on the date of the repurchase.
- (3) By Carlos E. Alberini, as trustee of the Carlos E. Alberini Family Trust, dated November 1, 2012.
- (4) Disposition exempt under Rule 16b-6(d) of the Securities Exchange Act of 1934, as amended. The shares underlying these options (the "Options") were subject to selling restrictions under the Company's 2012 Stock Option Plan (the "Option Plan"). In connection with the Company's notice electing to repurchase the shares underlying these Options in the event the reporting person exercised these Options, the reporting person elected not to exercise such options and forfeited them on the date indicated herein.

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- The forfeited options were canceled as of March 11, 2014, the date of forfeiture. The expiration date of the options that the reporting person continues to beneficially own following the reported transaction is 120 days following the reporting person's resignation as the Company's Co-CEO effective January 31, 2014.
- (5)
- (6) The shares underlying the options that remain beneficially owned by the reporting person following reported transaction are not subject to selling restrictions under the Company's Option Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.