

Restoration Hardware Holdings Inc
 Form 4
 May 06, 2016

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP 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 *
 Boone Karen

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 05/04/2016

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Chief Fin./Adm. Officer

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

(Street)

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

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

CORTE MADERA, CA 94925

(City) (State) (Zip)

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 Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	

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

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SEC 1474 (9-02)

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

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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 Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Restricted Stock Unit (RSU)	<u>(1)</u>	05/04/2016		A		50,000		<u>(2)</u>	<u>(2)</u>	Common Stock	50,000
Stock Option (Right to Buy)	\$ 39.42	05/04/2016		A		100,000		<u>(3)</u>	05/04/2026	Common Stock	100,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Boone Karen C/O RESTORATION HARDWARE HOLDINGS, INC. 15 KOCH ROAD, SUITE K CORTE MADERA, CA 94925			Chief Fin./Adm. Officer	

Signatures

Edward T. Lee as
Attorney-In-Fact
05/06/2016

Date

**Signature of Reporting Person

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) Each restricted stock unit represents a contingent right to receive one share of Restoration Hardware Holdings, Inc. common stock.
- This restricted stock unit award will vest over five years, such that such units shall vest together with other restricted stock units held by the reporting person, as follows: 15% of the units will vest on each of the first and second anniversaries of the grant date, 20% of the units will vest on the third anniversary of the grant date, 25% of the units will vest on the fourth anniversary of the grant date, and the remaining 25% will vest on the fifth anniversary of the grant date, subject to continuous service.
- (2) This stock option award will vest and become exercisable over five years, such that such options shall vest together with other stock options held by the reporting person, as follows: 15% of the options will vest on each of the first and second anniversaries of the grant date, 20% of the options will vest on the third anniversary of the grant date, 25% of the options will vest on the fourth anniversary of the grant date, and the remaining 25% will vest on the fifth anniversary of the grant date, subject to continuous service.
- (3) This stock option award will vest and become exercisable over five years, such that such options shall vest together with other stock options held by the reporting person, as follows: 15% of the options will vest on each of the first and second anniversaries of the grant date, 20% of the options will vest on the third anniversary of the grant date, 25% of the options will vest on the fourth anniversary of the grant date, and the remaining 25% will vest on the fifth anniversary of the grant date, subject to continuous service.

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.