

Restoration Hardware Holdings Inc
 Form 4
 August 15, 2013

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 *
 CP Home Holdings, LLC

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)
 599 WEST PUTNAM AVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 08/14/2013

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

GREENWICH, CT 06830
 (City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___ Form filed by One Reporting Person
 ___X___ 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 Beneficial Ownership (Instr. 4)		
				Code V	Amount	(A) or (D)	Price		
COMMON STOCK	08/14/2013		S	554,548	D	\$ 67.8125	3,978,731	I	SEE FOOTNOTES: (1) (2) (3)

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CP Home Holdings, LLC 599 WEST PUTNAM AVE GREENWICH, CT 06830		X		
Catterton Managing Partner VI, L.L.C. 599 WEST PUTNAM AVENUE GREENWICH, CT 06830		X		
CP6 Management, L.L.C. 599 WEST PUTNAM AVENUE GREENWICH, CT 06830		X		
Dahnke Scott Arnold 599 WEST PUTNAM AVENUE GREENWICH, CT 06830		X		

Signatures

J. MICHAEL CHU, AUTHORIZED PERSON

 **Signature of Reporting Person

08/15/2013

 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) Home Holdings ("Home Holdings") holds 8,911,636 shares of common stock of the Issuer (the "Shares"). Home Holdings is held by a private investor group, including (i) CP Home Holdings, LLC, an investment entity managed by funds affiliated with Catterton Management Company, LLC, (ii) Tower Three Home LLC, an investment fund managed by Tower Three Partners, LLC, and (iii) funds affiliated with Glenhill Capital Management LLC. Each of the Reporting Persons may be deemed to be a member of a group exercising voting and investment control over the shares of common stock held by Home Holdings. However, each Reporting Person disclaims membership in any such group and disclaims beneficial ownership of the Shares, except to the extent of its or his pecuniary interest therein.
- (2)

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CP Home Holdings, LLC ("CP Home Holdings") holds 3,978,731 shares of common stock of the Issuer indirectly through Home Holdings. Catterton Managing Partner VI, L.L.C. ("Catterton Managing Partner" and together with CP Home Holdings and CP6 Management, L.L.C., the "Catterton Entities") is the managing member of CP Home Holdings. CP6 Management, L.L.C. is the managing member of Catterton Managing Partner and Scott A. Dahnke is a member of the managing board of CP6 Management, L.L.C. (Continued in Footnote 3).

- (3) (Continued from Footnote 2) By virtue of these relationships, Catterton Managing Partner and Scott A. Dahnke may be deemed to share voting and dispositive power with respect to the shares of Common Stock held by the Catterton Entities. Catterton Managing Partner, Scott A. Dahnke and each of the Catterton Entities expressly disclaim beneficial ownership of such securities, except to the extent of its or his pecuniary interest therein.

Remarks:

Exhibit List: Exhibit 24-Power of Attorney

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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