

RH
Form 4
June 19, 2017

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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

(Last) (First) (Middle)

C/O RH, 15 KOCH ROAD, SUITE K

(Street)

CORTE MADERA, CA 94925

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
RH [RH]

3. Date of Earliest Transaction (Month/Day/Year)
06/16/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

See Remarks

6. Individual or Joint/Group Filing(Check Applicable Line)

X 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 Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|--------|---|
| | | | Code | V | Amount or Price | | | | |
| Common Stock | 06/16/2017 | | M | | 12,500 | A | Ⓛ | 30,000 | D |
| Common Stock | 06/16/2017 | | F | | 5,001 | D | \$ 52.45 | 24,999 | D |
| Common Stock | 06/16/2017 | | M | | 1,000 | A | Ⓛ | 25,999 | D |
| Common Stock | 06/16/2017 | | F | | 522 | D | \$ 52.45 | 25,477 | D |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

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 Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------|
| Restricted Stock Unit (RSU) | <u>(1)</u> | 06/16/2017 | | M | 12,500 | <u>(2)</u> / <u>(2)</u> | Common Stock | 12,500 |
| Restricted Stock Unit (RSU) | <u>(1)</u> | 06/16/2017 | | M | 1,000 | <u>(3)</u> / <u>(3)</u> | Common Stock | 1,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------------------------------------------------|---------------|-----------|-------------|-------|
| | Director | 10% Owner | Officer | Other |
| Boone Karen C/O RH 15 KOCH ROAD, SUITE K CORTE MADERA, CA 94925 | | | See Remarks | |

Signatures

/s/ Edward T. Lee as
Attorney-In-Fact

06/19/2017

__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) Each restricted stock unit represents a contingent right to receive one share of RH common stock.

(2) This restricted stock unit award vests with respect to 50% of the units on June 16, 2017, and the remaining 50% of the units on June 16, 2019.

(3)

Edgar Filing: RH - Form 4

This restricted stock unit award vests with respect to 20% of the units annually on each of June 16, 2016 through 2020, subject to continuous service.

Remarks:

Co-President, Chief Financial & Administrative Officer

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.