

Boone Karen  
Form 4  
May 21, 2018

**FORM 4**

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

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

## OMB APPROVAL

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(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)  
05/21/2018

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 \_\_\_\_ Other (specify  
below) 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 05/21/2018                              |                                                             | M <sup>(1)</sup>                     | V Amount<br>(2) 15,000                                                  | (A)<br>or<br>(D) A \$ 61.3                                                                                         | 28,211                                                                  | D                                                                 |
| Common<br>Stock                       | 05/21/2018                              |                                                             | S <sup>(1)</sup>                     | 3,771                                                                   | D \$ 103.42<br>(3)                                                                                                 | 24,440                                                                  | D                                                                 |
| Common<br>Stock                       | 05/21/2018                              |                                                             | S <sup>(1)</sup>                     | 7,929                                                                   | D \$<br>(4) 104.1103                                                                                               | 16,511                                                                  | D                                                                 |
| Common<br>Stock                       | 05/21/2018                              |                                                             | S <sup>(1)</sup>                     | 3,300                                                                   | D \$<br>(5) 104.9233                                                                                               | 13,211                                                                  | D                                                                 |

# Edgar Filing: Boone Karen - Form 4

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Amount<br>or<br>Number<br>of Shares |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|----------------------------------------|
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 61.3                                                            | 05/21/2018                              |                                                             | M                                    | 15,000                                                                                                       | <u>(6)</u> 05/07/2024                                          | Common<br>Stock                                                     | 15,000                                 |

## Reporting Owners

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

## Signatures

/s/ Edward T. Lee as  
Attorney-In-Fact  
05/21/2018

\*\*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) This transaction was executed pursuant to a Rule 10b5-1 trading plan.
- (2) These shares of common stock were issued upon exercise of stock options granted to the reporting person on May 8, 2014.  
This transaction was executed in multiple trades ranging from \$102.71 to \$103.70. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price within the range set forth herein.

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- This transaction was executed in multiple trades ranging from \$103.73 to \$104.71. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price within the range set forth herein.
- (4) This transaction was executed in multiple trades ranging from \$104.75 to \$105.45. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price within the range set forth herein.
- (5) This option award will vest and become exercisable with respect to 20% of the options annually on the anniversary of the grant date, and will become fully vested on May 8, 2019.
- (6)

### Remarks:

President, Chief Financial and 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.