

Restoration Hardware Holdings Inc
 Form 4
 October 02, 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)
 09/30/2013

____ Director
 ____ Officer (give title below) Other (specify below)
 Exit Form 4. See Footnotes.

GREENWICH, CT 06830

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

(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 Indirect Beneficial Ownership (Instr. 4)
				Code V Amount (D) Price			
COMMON STOCK	09/30/2013		S	3,978,731 D \$ 60.41	0 (1)	D (1) (2)	

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. 5)
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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				Exit Form 4. See Footnotes.
Catterton Managing Partner VI, L.L.C. 599 WEST PUTNAM AVENUE GREENWICH, CT 06830				Exit Form 4. See Footnotes.
CP6 Management, L.L.C. 599 WEST PUTNAM AVENUE GREENWICH, CT 06830				Exit Form 4. See Footnotes.
Dahnke Scott Arnold 599 WEST PUTNAM AVENUE GREENWICH, CT 06830				Exit Form 4. See Footnotes.

Signatures

/s/J. Michael Chu, Authorized Person
09/30/2013
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).

- This Form 4 constitutes an exit form for the Reporting Persons. On September 30, 2013, Home Holdings, LLC ("Home Holdings") distributed, which distribution did not constitute a purchase or sale of securities, an aggregate of 8,911,636 shares of common stock of the
- (1) Issuer (the "Shares") to its members, including CP Home Holdings, LLC ("CP Home Holdings"), for no consideration. As a result of the distribution, CP Home Holdings directly owned 3,978,731 Shares. Subsequently, CP Home Holdings executed a block sale of all of its Shares pursuant to Rule 144 (the "Sale"). As a result of the Sale, CP Home Holdings is no longer a direct or indirect owner of any Shares.
 - (2) 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. Prior to the Sale, each

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of Scott A. Dahnke and the Catterton Entities may have been deemed to share voting and dispositive power with respect to the Shares and expressly disclaimed beneficial ownership of such securities, except to the extent of its or his pecuniary interest therein. However, subsequent to the Sale, none of Scott A. Dahnke or any of the Catterton Entities have any beneficial ownership, either directly or indirectly, of any Shares.

Remarks:

EXHIBIT LIST: EXHIBIT 24 - POWER OR 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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