

Chu James Michael  
Form 4/A  
May 22, 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 \*  
Chu James Michael

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 AVENUE  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
05/20/2013

\_\_\_\_ Director  10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

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

4. If Amendment, Date Original Filed(Month/Day/Year)  
05/21/2013

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
COMMON STOCK	05/20/2013		S	3,967,410 A \$ 47.875	7,813,669	I	SEE FOOTNOTES (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. 6)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Chu James Michael 599 WEST PUTNAM AVENUE GREENWICH, CT 06830		X		

## Signatures

James Michael  
 Chu 05/22/2013  
 \*\*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) The Reporting Person's original Form 4 for this transaction, filed on May 21, 2013, is being amended by this Form 4 amendment to correct the number of securities disposed pursuant to the reported transaction and the number of securities beneficially owned following the reported transaction.
- (2) Represents shares of the Issuer held indirectly, through Home Holdings, LLC, by CP Home Holdings, LLC. The management of Home Holdings, LLC is controlled by a managing board. J. Michael Chu is a member of the managing board of Home Holdings, LLC and as such could be deemed to share voting control and investment power over the shares held by Home Holdings, LLC. Mr. Chu disclaims beneficial ownership of any of the shares held by Home Holdings, LLC. Catterton Managing Partner VI, L.L.C. ("Catterton Managing Partner") is the managing member of CP Home Holdings, LLC. Mr. Chu is a member of the managing board of CP6 Management, L.L.C., which is the managing member of Catterton Managing Partner. By virtue of these relationships, Mr. Chu may be deemed to share voting and dispositive power with respect to the shares of Common Stock held by CP Home Holdings, LLC. Mr. Chu expressly disclaims beneficial ownership of such securities, except to the extent of his pecuniary interest therein.

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.