

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 *
 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)
 C/O CATTERTON MANAGING PARTNER VI, L.L.C., 599 WEST PUTNAM AVENUE

3. Date of Earliest Transaction (Month/Day/Year)
 09/30/2013

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

(Street)
 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 Ownership (Instr. 4)	
			Code	V	Amount	Price		
COMMON STOCK	09/30/2013		S		3,978,731	\$ 60.41	0 ⁽¹⁾	I ⁽¹⁾ ⁽²⁾
								See Footnotes. <u>(1)</u> <u>(2)</u>

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

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SEC 1474 (9-02)

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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. 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
Chu James Michael C/O CATTERTON MANAGING PARTNER VI L.L.C., 599 WEST PUTNAM AVENUE GREENWICH, CT 06830	X			

Signatures

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

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).
- 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 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.
- The management of Home Holdings is controlled by a managing board. J. Michael Chu is a member of the managing board of Home Holdings. Catterton Managing Partner VI, L.L.C. ("Catterton Managing Partner") is the managing member of CP Home Holdings, LLC.
- (2) Mr. Chu is a member of the managing board of CP6 Management, L.L.C., which is the managing member of Catterton Managing Partner. Prior to the Sale, Mr. Chu 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 his pecuniary interest therein. However, subsequent to the Sale, Mr. Chu has no beneficial ownership, either directly or indirectly, of any Shares. Mr. Chu continues to be a director of the Issuer.

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.