

Restoration Hardware Holdings Inc  
 Form 4  
 July 18, 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)  
 07/17/2013

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

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  
 \_\_\_X\_\_\_ 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	(A) or (D)	Price		
Common Stock	07/17/2013		S	3,280,390	D	\$ 67.8125	4,533,279	I	See footnotes (1) (2) (3)

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

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**



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CP Home Holdings, LLC ("CP Home Holdings") holds 4,533,279 shares of common stock of the Issuer indirectly through Home Holdings. Catterton Managing Partner VI, L.L.C. ("Catterton Managing Partner" and together with CP Home Holdings and CP6

- (2) 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. (Continued in Footnote 3).

(Continued from Footnote 2) By virtue of these relationships, Catterton Managing Partner and Scott A. Dahnke may be deemed to share voting and dispositive power with respect to the shares of Common Stock held by the Catterton Entities. Catterton Managing Partner,

- (3) Scott A. Dahnke and each of the Catterton Entities expressly disclaim beneficial ownership of such securities, except to the extent of its or 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.

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