

Restoration Hardware Holdings Inc
Form 4
May 21, 2013

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
FORREST WILLIAM D

(Last) (First) (Middle)

**C/O TOWER THREE PARTNERS
FUND I GP LLC, TWO SOUND
VIEW DRIVE**

(Street)

GREENWICH, CT 06830

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
**Restoration Hardware Holdings Inc
[RH]**

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

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D) Price			
Common Stock	05/20/2013		S <u>1</u>		3,742,084	D \$ 47.875	7,369,900	I <u>1</u>	See Footnote (1)

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
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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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FORREST WILLIAM D C/O TOWER THREE PARTNERS FUND I GP LLC TWO SOUND VIEW DRIVE GREENWICH, CT 06830	X	X		
Tower Three Home LLC TWO SOUND VIEW DRIVE GREENWICH, CT 06830		X		
TOWER THREE PARTNERS FUND I LP TWO SOUND VIEW DRIVE GREENWICH, CT 06830		X		
Tower Three Partners Fund I GP LP TWO SOUND VIEW DRIVE GREENWICH, CT 06830		X		
Tower Three Partners Fund I GP LLC TWO SOUND VIEW DRIVE GREENWICH, CT 06830		X		
Forrest Tower Three CI, LLC TWO SOUND VIEW DRIVE GREENWICH, CT 06830		X		

Signatures

/s/ William D. Forrest, Reporting
Person

05/21/2013

__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).

Sale of shares by Home Holdings, LLC ("HH LLC"). Represents shares of the Issuer owned indirectly, through HH LLC, by Tower Three Home LLC ("Tower Home"). Tower Three Partners Fund I LP ("TTP Fund I LP") is the managing member of Tower Home. Tower Three Partners Fund I GP LP ("TTP Fund I GP LP") is the general partner of TTP Fund I LP. Tower Three Partners Fund I GP LLC

- (1) ("TTP Fund I GP LLC") is the general partner of TTP Fund I GP LP. Forrest Tower Three CI, LLC ("FT Three LLC") is the managing member of TTP Fund I GP LLC. William D. Forrest is the managing member of FT Three LLC. Each Reporting Person disclaims beneficial ownership of such securities, except to the extent of its or his pecuniary interest therein. None of the Reporting Persons directly own shares of Common Stock.

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.