

Restoration Hardware Holdings Inc  
Form 8-K  
May 13, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)**

**of the Securities Exchange Act of 1934**

**Date of report (Date of earliest event reported): May 10, 2013**

**RESTORATION HARDWARE HOLDINGS, INC.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**  
  
**of incorporation)**

**001-35720**  
**(Commission**  
  
**File Number)**

**45-3052669**  
**(I.R.S. Employer**  
  
**Identification No.)**

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**15 Koch Road, Suite J, Corte Madera, California**  
(Address of principal executive offices)

**94925**  
(Zip Code)

**Registrant's telephone number, including area code: (415) 924-1005**

**N/A**

**(Former name or former address, if changed since last report.)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.08. Shareholder Director Nominations**

The board of directors of Restoration Hardware Holdings, Inc. (the Company) has set June 27, 2013, as the date of the Company's 2013 annual meeting of stockholders (the 2013 Annual Meeting). Qualified stockholder proposals to be presented at the 2013 Annual Meeting and in the Company's proxy statement relating to the 2013 Annual Meeting must be received by the Company at its principal executive offices located at 15 Koch Road, Suite J, Bldg. D, Corte Madera, CA 94925, addressed to the Company's Corporate Secretary, no later than the close of business on May 24, 2013. All stockholder proposals must be from a stockholder of record of the Company as of May 10, 2013 and comply with applicable Delaware law, the rules and regulations promulgated by the Securities and Exchange Commission, and the procedures set forth in the Company's bylaws.

**Item 7.01. Regulation FD Disclosure**

On May 13, 2013, the Company issued a press release announcing the launch of a follow-on offering of its common stock. The full text of the press release is furnished hereto as Exhibit 99.1.

The information furnished with this report, including Exhibit 99.1, shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference into any other filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such a filing.

**Item 9.01.**

(d) Exhibits.

99.1 Press release issued on May 13, 2013 by Restoration Hardware Holdings, Inc.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**RESTORATION HARDWARE HOLDINGS, INC.**

Dated: May 13, 2013

By: /s/ Karen Boone  
Karen Boone  
Chief Financial Officer

**Exhibit Index**

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press release issued on May 13, 2013 by Restoration Hardware Holdings, Inc.