Restoration Hardware Holdings Inc Form SC 13G/A February 16, 2016

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 13G/A

(Amendment No. 3)*

(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1(b), (c), AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(b)

Restoration Hardware Holdings, Inc.

(Name of Issuer)

Common Stock, par value \$0.0001 per share

(Title of Class of Securities)

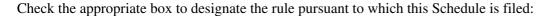
761283 100

(CUSIP Number)

December 31, 2015

(Date of Event Which Requires Filing of this Statement)

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- " Rule 13d-1(b)
- "Rule 13d-1(c)
- x Rule 13d-1(d)
- * The remainder of this cover page shall be filled out for a reporting person s initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP NO. 761283 100

1	NAME (OF REPORTING PERSON
2	CHECK	Friedman THE APPROPRIATE BOX IF A MEMBER OF A GROUP (b) "
3	SEC US	E ONLY
4	CITIZE	NSHIP OR PLACE OF ORGANIZATION
	U.S.A.	5 SOLE VOTING POWER
NUMB	BER OF	
		6,151,359 6 SHARED VOTING POWER
BENEFI	CIALLY	
	ED BY .CH	0 7 SOLE DISPOSITIVE POWER
REPOI	RTING	
PER	SON	6,151,359 8 SHARED DISPOSITIVE POWER
WI	TH	
9	AGGRE	0 GATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
10	6,151,35 CHECK	9 BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES "

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11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

13.8%

12 TYPE OF REPORTING PERSON

IN

(\cap I	IS	ΙP	NO	7	161	128	3	100	٦

Item 1(a). Name of Issuer:

RESTORATION HARDWARE HOLDINGS, INC.

Item 1(b). Address of Issuer s Principal Executive Offices:

15 Koch Road, Suite J

Corte Madera, CA 94925

Item 2(a). Name of Person Filing

Gary G. Friedman

Item 2(b). Address of Principal Business Office or, if None, Residence 15 Koch Road, Suite J

Corte Madera, CA 94925

Item 2(c). Citizenship

U.S.A.

Item 2(d). Title of Class of Securities:

Common Stock, par value \$0.0001 per share (the Common Stock)

Item 2(e). CUSIP Number:

761283 100

Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing

is a:

Not Applicable

(a) "Broker or dealer registered under Section 15 of the Exchange Act.

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- (b) "Bank as defined in Section 3(a)(6) of the Exchange Act.
- (c) "Insurance company as defined in Section 3(a)(19) of the Exchange Act.
- (d) "Investment company registered under Section 8 of the Investment Company Act.
- (e) "An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E).
- (f) " An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F).
- (g) "A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G).
- (h) " A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act.
- (i) " A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act.
- (j) "Group, in accordance with Rule 13d-1(b)(1)(ii)(J).
- (k) "Group, in accordance with Rule 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with Rule 240.13d-1(b)(1)(ii)(J), please specify the type of institution:

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Item 4. Ownership

(a) Amount beneficially owned:

6,151,359 shares. Includes 3,976,826 shares of common stock issuable upon the exercise of options to purchase common stock that are exercisable within 60 days of December 31, 2015, of which 1,496,138 shares are subject to selling restrictions as set forth in the applicable award agreement.

(b) Percent of class:

Approximately 13.8% of the shares of Common Stock outstanding as of December 31, 2015, assuming 44,559,878 shares outstanding, representing (i) 40,583,052 shares outstanding as of December 31, 2015 and (ii) 3,976,826 shares subject to options to purchase common stock exercisable within 60 days of December 31, 2015, of which 1,496,138 shares are subject to selling restrictions as set forth in the applicable award agreement.

- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or to direct the vote 6,151,359
 - (ii) Shared power to vote or to direct the vote 0
 - (iii) Sole power to dispose or to direct the disposition of 6,151,359
 - (iv) Shared power to dispose or to direct the disposition of 0

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Item 5. Not applica	Ownership of Five Percent or Less of a Class. ble.
Item 6. Not applica	Ownership of More than Five Percent on Behalf of Another Person. ble.
	Identification and Classification of the Subsidiary That Acquired the Security Being Reported on by the Parent Holding Company or Control Person. ble.
Item 8. Not applica	Identification and Classification of Members of the Group. ble.
Item 9. Not applica	Notice of Dissolution of Group. ble.
Item 10. Not applica	Certifications. ble.

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SIGNATURE

After reasonable inquiry and to the best of his knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: February 15, 2016

/s/ Gary G. Friedman Gary G. Friedman