

Restoration Hardware Holdings Inc  
Form 8-K  
June 26, 2015

**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): June 24, 2015**

**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.)**

**15 Koch Road, Suite K,**

**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 5.07 Submission of Matters to a Vote of Security Holders.**

At the 2015 annual meeting of stockholders (the Annual Meeting ) of Restoration Hardware Holdings, Inc. (the Company ) held on June 24, 2015, the Company s stockholders voted on three proposals and cast their votes as described below. The proposals are set forth in the Company s definitive proxy statement for the Annual Meeting, filed with the Securities and Exchange Commission on May 12, 2015.

Proposal 1: The Company s stockholders elected three (3) nominees to the Board of Directors, as Class III directors, each to hold office for a three-year term and until the 2018 annual meeting or until his successor is duly elected and qualified.

| NAME            | FOR        | WITHHELD  | BROKER NON-VOTES |
|-----------------|------------|-----------|------------------|
| Gary Friedman   | 34,690,577 | 1,126,080 | 2,332,682        |
| Carlos Alberini | 34,062,193 | 1,754,464 | 2,332,682        |
| J. Michael Chu  | 33,532,530 | 2,284,127 | 2,332,682        |

Proposal 2: The Company s stockholders cast their advisory, non-binding votes on executive compensation, as set forth below.

| FOR        | AGAINST    | ABSTAIN | BROKER NON-VOTES |
|------------|------------|---------|------------------|
| 15,301,771 | 20,496,135 | 18,751  | 2,332,682        |

Proposal 3: The Company s stockholders ratified the appointment of PricewaterhouseCoopers LLP as the Company s independent registered public accounting firm for the 2015 fiscal year, as set forth below.

| FOR        | AGAINST | ABSTAIN |
|------------|---------|---------|
| 37,877,520 | 259,674 | 12,145  |

**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: June 26, 2015

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