

Restoration Hardware Holdings Inc  
Form 4  
May 06, 2016

**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 \*  
Price DeMonty

(Last) (First) (Middle)

C/O RESTORATION HARDWARE  
HOLDINGS, INC., 15 KOCH  
ROAD, SUITE K

(Street)

CORTE MADERA, CA 94925

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/04/2016

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
Chief Customer/Values Officer

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price

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  
displays a currently valid OMB control  
number.**

SEC 1474  
(9-02)

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

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit (RSU)	<u>11</u>	05/04/2016		A		20,000		<u>(2)</u>	<u>(2)</u>	Common Stock	20,000
Stock Option (Right to Buy)	\$ 39.42	05/04/2016		A		30,000		<u>(3)</u>	05/04/2026	Common Stock	30,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Price DeMonty C/O RESTORATION HARDWARE HOLDINGS, INC. 15 KOCH ROAD, SUITE K CORTE MADERA, CA 94925			Chief Customer/Values Officer	

## Signatures

Edward T. Lee as  
Attorney-In-Fact

    \*\*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).
- (1) Each restricted stock unit represents a contingent right to receive one share of Restoration Hardware Holdings, Inc. common stock.
- This restricted stock unit award will vest over five years, such that such units shall vest together with other restricted stock units held by the reporting person, as follows: 15% of the units will vest on each of the first and second anniversaries of the grant date, 20% of the units will vest on the third anniversary of the grant date, 25% of the units will vest on the fourth anniversary of the grant date, and the remaining 25% will vest on the fifth anniversary of the grant date, subject to continuous service.
- (3) This stock option award will vest and become exercisable over five years, such that such options shall vest together with other stock options held by the reporting person, as follows: 15% of the options will vest on each of the first and second anniversaries of the grant date, 20% of the options will vest on the third anniversary of the grant date, 25% of the options will vest on the fourth anniversary of the grant date, and the remaining 25% will vest on the fifth anniversary of the grant date, subject to continuous service.

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.