

Restoration Hardware Holdings Inc
 Form 4
 August 15, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
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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

(Print or Type Responses)

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

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
**C/O TOWER THREE PARTNERS
 FUND I GP LLC, TWO SOUND
 VIEW DRIVE**

3. Date of Earliest Transaction
 (Month/Day/Year)
08/14/2013

____ Director
 ____ Officer (give title below) Other (specify below)
Exiting 10% Owner

(Street)
GREENWICH, CT 06830

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 ____ Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|-------------------------|
| | | | | (A) or (D) | Price | | | |
| Common Stock | 08/14/2013 | | S ⁽¹⁾ | 387,028 | D | \$ 67.8125 | 3,888,788 I ⁽¹⁾ | See Footnote <u>(1)</u> |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | 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 | | | | Exiting 10% Owner |
| 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

08/15/2013

**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 of the Issuer (the "Shares") by Home Holdings, LLC ("HH LLC"). Represents Shares 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

(1) GP LLC ("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 Shares, except to the extent of its or his pecuniary interest therein. None of the Reporting Persons directly own Shares.

Remarks:

Exhibit 99 - Joint Filer Information, filed herewith and incorporated by reference herein.

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.