

Restoration Hardware Holdings Inc  
Form S-1MEF  
May 14, 2013

As filed with the Securities and Exchange Commission on May 14, 2013

Registration No. 333-

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

**FORM S-1**  
**REGISTRATION STATEMENT**  
*UNDER*  
*THE SECURITIES ACT OF 1933*

**RESTORATION HARDWARE HOLDINGS, INC.**

(Exact name of registrant as specified in its charter)

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

**5712**  
(Primary Standard Industrial  
Classification Code Number)

**45-3052669**  
(I.R.S. Employer  
Identification Number)

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15 Koch Road, Suite J

Corte Madera, CA 94925

(415) 924-1005

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Carlos E. Alberini**

**Chief Executive Officer**

15 Koch Road, Suite J

Corte Madera, CA 94925

(415) 924-1005

(Name, address, including zip code, and telephone number, including area code, of agent for service)

*Copies to:*

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**Approximate date of commencement of proposed sale to the public:** As soon as practicable after the effective date of this registration statement.

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If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933 check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  **333-188185**

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definition of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer   
 Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

### CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price per Share(2)	Proposed Maximum Aggregate Offering Price(2)	Amount of Registration Fee(3)
Common stock, \$0.0001 par value	1,349,985	\$50.00	\$67,499,250	\$9,206.90

- (1) Represents only the additional number of shares being registered and includes 176,085 additional shares of common stock that the underwriters have the option to purchase. Does not include the securities that the registrant previously registered on the registration statement on Form S-1 (File No. 333-188185).
- (2) Calculated in accordance with Rule 457(a) under the Securities Act of 1933, as amended. Based on the public offering price per share.
- (3) The registrant previously paid filing fees of \$46,034.49 in connection with previous filings of its registration statement on Form S-1 (File No. 333-188185).

**This Registration Statement shall become effective upon filing in accordance with Rule 462(b) under the Securities Act of 1933, as amended.**

**EXPLANATORY NOTE**

This Registration Statement is being filed pursuant to Rule 462(b) as promulgated under the Securities Act of 1933, as amended, and includes the registration statement facing page, this page, the signature page, an exhibit index and the required opinion and consents solely to register an additional 1,349,985 shares of the registrant's common stock, par value \$0.0001 per share. The contents of the Registration Statement on Form S-1 (Registration No. 333-188185), including the exhibits and power of attorney thereto, which was declared effective by the Securities and Exchange Commission on May 14, 2013, are incorporated by reference in this Registration Statement.

**CERTIFICATION**

The registrant hereby certifies to the Securities and Exchange Commission that (1) it has instructed its bank to pay the filing fee set forth on the cover page of this Registration Statement by a wire transfer of such amount to the Commission's account at Mellon Bank as soon as practicable (but no later than the close of business as of May 15, 2013), (2) it will not revoke such instructions, (3) it has sufficient funds in the relevant account to cover the amount of such filing fee and (4) it will confirm receipt of such instructions by its bank during regular business hours no later than May 15, 2013.

**Signatures**

Pursuant to the requirements of the Securities Act of 1933, we have duly caused this Registration Statement on Form S-1 to be signed on its behalf by the undersigned, thereunto duly authorized, in the Town of Corte Madera, State of California, on the 14th day of May, 2013.

RESTORATION HARDWARE HOLDINGS, INC.

By: /s/ Carlos Alberini  
**Carlos Alberini**

**Chief Executive Officer**

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement on Form S-1 has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Carlos Alberini Carlos Alberini	Chief Executive Officer and Director (Principal Executive Officer)	May 14, 2013
/s/ Karen Boone Karen Boone	Chief Financial Officer and Principal Accounting Officer (Principal Financial and Principal Accounting Officer)	May 14, 2013
* Eri Chaya	Director	May 14, 2013
* J. Michael Chu	Director	May 14, 2013
* Mark Demilio	Director	May 14, 2013
* William Forrest	Director	May 14, 2013
* Thomas Mottola	Director	May 14, 2013
* Barry Sternlicht	Director	May 14, 2013

\* By: /s/ Carlos Alberini  
**Carlos Alberini**

**Attorney-in-Fact**

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>
5.1	Opinion of Morrison & Foerster LLP
23.1	Consent of PricewaterhouseCoopers LLP
23.2	Consent of Morrison & Foerster LLP (included in Exhibit 5.1)
24.1*	Power of Attorney (included as part of the signature page)

\* Incorporated by reference to the registrant's Registration Statement on Form S-1 (File No. 333-188185).