

Restoration Hardware Holdings Inc  
Form 8-K  
August 27, 2014

**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): August 21, 2014**

**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 J, Corte Madera, California**  
**(Address of principal executive offices)**

**94925**  
**(Zip Code)**

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**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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

(b) On August 21, 2014, Barry Sternlicht notified the board of directors of Restoration Hardware Holdings, Inc. (the Company ) that he intends to resign from the board in the near future due to the demands on his time as a result of other professional activities, including his role as the Chairman and CEO of Starwood Capital Group and service on the Boards of Directors of several other public companies. No definitive resignation date has been set by Mr. Sternlicht at this time. Mr. Sternlicht's resignation is not due to any disagreement with the Company on any matter relating to the Company's operations, policies or practices. The board of directors is actively searching for an independent director to replace Mr. Sternlicht.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**RESTORATION HARDWARE HOLDINGS, INC.**

Dated: August 27, 2014

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