

RH  
Form 8-K  
March 03, 2017

**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): February 28, 2017**

**RH**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**

**001-35720**  
**(Commission**

**45-3052669**  
**(I.R.S. Employer**

**of incorporation)**

**File Number)**

**Identification No.)**

**15 Koch Road, Suite K, Corte Madera, California 94925**

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**(Address of principal executive offices) (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))

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**Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

Effective as of February 28, 2017, the Board of Directors of RH (the "Board") amended Section 3.5(b) of the bylaws of RH in order to permit special meetings of the Board to be called by (i) the Chairman of the Board or the Chief Executive Officer or (ii) the Secretary upon the request of a majority of the directors then in office (the "Amendment"). Prior to the Amendment, Section 3.5(b) of RH's bylaws provided that special meetings of the Board may be called by the Board. A copy of RH's amended and restated bylaws, as modified by the Amendment, is attached hereto as Exhibit 3.1 and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

**Exhibit**

| <b>No.</b> | <b>Description</b>                |
|------------|-----------------------------------|
| 3.1        | Amended and Restated Bylaws of RH |

**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.

**RH**

Dated: March 3, 2017

By: /s/ Karen Boone  
Karen Boone  
Co-President, Chief Financial and Administrative  
Officer

**EXHIBIT INDEX**

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