

RH  
Form 8-K  
February 23, 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 23, 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**

**Restoration Hardware Holdings, Inc.**

**(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 2.02. Results of Operations and Financial Condition.**

On February 23, 2017, RH issued a press release announcing preliminary unaudited results for its fourth quarter and fiscal 2016. A copy of the press release is attached hereto as Exhibit 99.1.

The information provided in this Item 2.02, including Exhibit 99.1, is intended to be furnished and shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference into any other filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such a filing.

RH is also disclosing that it may use the rh.com, restorationhardware.com, and ir.restorationhardware.com websites as means of disclosing material non-public information and for complying with its disclosure obligations under Regulation FD.

**Item 8.01 Other Events.**

On February 23, 2017, RH issued a press release announcing that its Board of Directors approved a new stock repurchase program, authorizing RH to repurchase up to \$300 million of its common stock. A copy of the press release is attached hereto as Exhibit 99.2.

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

(d) Exhibits.

**Exhibit**

<b>No.</b>	<b>Description</b>
99.1	Press release dated February 23, 2017 - RH Announces Preliminary Fourth Quarter and Fiscal 2016 Results.
99.2	Press release dated February 23, 2017 - RH Announces \$300 Million Share Repurchase Authorization.

**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.

Dated: February 23, 2017

**RH**

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

**EXHIBIT INDEX**

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