

Restoration Hardware Holdings Inc
Form 8-K
June 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): June 25, 2014

RESTORATION HARDWARE HOLDINGS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction

of incorporation)

15 Koch Road, Suite J, Corte Madera, California

001-35720
(Commission

File Number)

45-3052669
(I.R.S. Employer

Identification No.)

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))

Item 5.07 Submission of Matters to a Vote of Security Holders.

At the 2014 annual meeting of stockholders (the Annual Meeting) of Restoration Hardware Holdings, Inc. (the Company) held on June 25, 2014, the Company s stockholders voted on three proposals and cast their votes as described below. The proposals are set forth in the Company s definitive proxy statement for the Annual Meeting, filed with the Securities and Exchange Commission on May 15, 2014.

Proposal 1:

The Company s stockholders elected three (3) nominees to the Board of Directors, as Class II directors, each to hold office for a three-year term and until the 2017 annual meeting or until his or her successor is duly elected and qualified.

Name	Votes For	Votes Withheld	Broker Non-Votes
Katie Mitic	31,314,532	204,678	2,879,052
Thomas Mottola	17,650,901	13,868,309	2,879,052
Barry Sternlicht	11,529,789	19,989,421	2,879,052

Proposal 2:

The Company s stockholders cast their advisory, non-binding votes on frequency of vote on executive compensation, as set forth below.

1 Year	2 Years	3 Years	Abstentions	Broker Non-Votes
24,556,755	313,680	5,544,564	1,104,211	2,879,052

Proposal 3:

The Company s stockholders ratified the appointment of PricewaterhouseCoopers LLP as the Company s independent registered public accounting firm for the 2014 fiscal year, as set forth below.

Votes For	Votes Against	Abstentions
34,260,570	133,887	3,805

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.

RESTORATION HARDWARE HOLDINGS, INC.

Dated: June 27, 2014

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