

Dahnke Scott Arnold
 Form 3
 November 01, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | |
|-------------------------------------------|---------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â CP Home Holdings, LLC | | (Month/Day/Year) | Restoration Hardware Holdings Inc [RH] | |
| (Last) | (First) | (Middle) | 11/01/2012 | |
| 599 WEST PUTNAM AVE | | 4. Relationship of Reporting Person(s) to Issuer | | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | (Check all applicable) | | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| GREENWICH,Â CTÂ 06830 | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | | <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |
| (City) | (State) | (Zip) | | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|-------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| Common Stock | 11,781,079 | I | See footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--------------------------------------------|----------------------------------------------------------|-----------------------------------------------------------------------------|--------------------------------------------------------|------------------------------------------------------------------|-------------------------------------------------------|
| | Date Exercisable Expiration Date | Title Amount or Number of | | | |

Shares (I)
(Instr. 5)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|----------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| CP Home Holdings, LLC 599 WEST PUTNAM AVE GREENWICH, CT 06830 | ^ | ^ X | ^ | ^ |
| Catterton Managing Partner VI, L.L.C. 599 WEST PUTNAM AVENUE GREENWICH, CT 06830 | ^ | ^ X | ^ | ^ |
| CP6 Management, L.L.C. 599 WEST PUTNAM AVENUE GREENWICH, CT 06830 | ^ | ^ X | ^ | ^ |
| Dahnke Scott Arnold 599 WEST PUTNAM AVENUE GREENWICH, CT 06830 | ^ | ^ X | ^ | ^ |

Signatures

/s/ Scott A. Dahnke, Authorized
Person

11/01/2012

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Home Holdings, LLC holds 25,931,257 shares of common stock of Restoration Hardware Holdings, Inc. Home Holdings, LLC is held by a private investor group, including (i) CP Home Holdings, LLC, an investment entity managed by funds affiliated with Catterton Management Company, LLC, (ii) Tower Three Home LLC, an investment fund managed by Tower Three Partners, LLC, and (iii) funds (1) affiliated with Glenhill Capital Management LLC. Each of the Reporting Persons may be deemed to be a member of a group exercising voting and investment control over the shares of common stock held by Home Holdings, LLC. However, each Reporting Person disclaims membership in any such group and disclaims beneficial ownership of these securities, except to the extent of its or his pecuniary interest therein.

CP Home Holdings, LLC holds 11,781,079 shares of common stock of Restoration Hardware Holdings, Inc. indirectly through Home Holdings, LLC. Catterton Managing Partner VI, L.L.C. ("Catterton Managing Partner" and together with CP Home Holdings and CP6 (2) Management, L.L.C., the "Catterton Entities") is the general partner of CP Home Holdings, LLC. CP6 Management, L.L.C. is the managing partner of Catterton Managing Partner and Scott A. Dahnke is a member of the Managing Board of CP6 Management, L.L.C. (Continued in Footnote 3)

(Continued from Footnote 2) By virtue of these relationships, Catterton Managing Partner and Scott A. Dahnke may be deemed to share (3) voting and dispositive power with respect to the shares of Common Stock held by the Catterton Entities. Catterton Managing Partner, Scott A. Dahnke and each of the Catterton Entities expressly disclaim beneficial ownership of such securities, except to the extent of its pecuniary interest therein.

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Remarks:

Exhibit List: Exhibit 24 - Power of Attorney

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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