

RH  
Form 4  
June 19, 2017

**FORM 4**

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

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**STATEMENT OF CHANGES IN 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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Chaya Eri

(Last) (First) (Middle)

C/O RH, 15 KOCH ROAD, SUITE  
K

(Street)

CORTE MADERA, CA 94925

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
RH [RH]

3. Date of Earliest Transaction  
(Month/Day/Year)

06/16/2017

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify  
below)

See Remarks

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                          | Amount                                                                                                             | (A)<br>or<br>(D)                                                     | Price                                                             |
| Common<br>Stock                       | 06/16/2017                              |                                                             | M                                    |                                                                            | 25,000                                                                                                             | A                                                                    | 11 41,545                                                         |
| Common<br>Stock                       | 06/16/2017                              |                                                             | M                                    |                                                                            | 1,000                                                                                                              | A                                                                    | 11 42,545                                                         |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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information contained in this form are not  
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SEC 1474  
(9-02)

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) |     | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Title and Amount of Underlying Securities (Instr. 3 and 4) |              |                            |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-----|---------------------------------------------------------------|---------------------------------------------------------------|--------------|----------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V                                                                                       | (A)                                                      | (D) | Date Exercisable                                              | Expiration Date                                               | Title        | Amount or Number of Shares |
| Restricted Stock Unit (RSU)                | (1)                                                    | 06/16/2017                           |                                                    | M                              |                                                                                         | 25,000                                                   |     | (2)                                                           | (2)                                                           | Common Stock | 25,000                     |
| Restricted Stock Unit (RSU)                | (1)                                                    | 06/16/2017                           |                                                    | M                              |                                                                                         | 1,000                                                    |     | (3)                                                           | (3)                                                           | Common Stock | 1,000                      |

## Reporting Owners

| Reporting Owner Name / Address                                         | Relationships |           |             |       |
|------------------------------------------------------------------------|---------------|-----------|-------------|-------|
|                                                                        | Director      | 10% Owner | Officer     | Other |
| Chaya Eri<br>C/O RH<br>15 KOCH ROAD, SUITE K<br>CORTE MADERA, CA 94925 | X             |           | See Remarks |       |

## Signatures

/s/ Edward T. Lee as  
Attorney-In-Fact  
06/19/2017

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(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).
- (1) Each restricted stock unit represents a contingent right to receive one share of RH common stock.
- (2) This restricted stock unit award vests with respect to 50% of the units on June 16, 2017, and the remaining 50% of the units on June 16, 2019.
- (3) This restricted stock unit award vests with respect to 20% of the units annually on each of June 16, 2016 through 2020, subject to continuous service.

### Remarks:

Co-President, Chief Creative & Merchandising Officer & Director

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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