

**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): December 11, 2019

RH

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-35720
(Commission
File Number)

45-3052669
(I.R.S. Employer
Identification No.)

15 Koch Road, Suite K, Corte Madera, California 94925
(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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.0001 par value	RH	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 7.01. Regulation FD Disclosure.

On December 11, 2019, RH issued a press release regarding the sale of shares by Gary Friedman, the Chairman & Chief Executive Officer of RH. A copy of the press release is furnished hereto as Exhibit 99.1.

The information furnished with this report, including Exhibit 99.1, 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.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	RH Press Release dated December 11, 2019.
104	Cover Page Interactive Data File –the cover page XBRL tags are embedded within the Inline XBRL document.

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: December 12, 2019

By: /s/ Jack Preston
Jack Preston
Chief Financial Officer



RH CHAIRMAN & CEO REPORTS THE SALE OF A SMALL PORTION OF HIS RH COMMON STOCK OWNERSHIP POSITION

CORTE MADERA, CA—(BUSINESS WIRE)—December 11, 2019— RH (NYSE: RH) announced today that Chairman & Chief Executive Officer Gary Friedman sold an aggregate of 500,000 shares of RH common stock from December 9, 2019 through December 11, 2019 consisting of an option to purchase 100,000 shares, and 400,000 shares of common stock that Mr. Friedman owned outright.

Mr. Friedman reported that the current sale of shares was made in order to fund (1) a final payment obligation due under a marital dissolution agreement; (2) the acquisition and improvement of real estate for a personal residence; and (3) the repayment of outstanding balances under personal line of credit borrowings.

The current sale represented approximately 6.9% of Mr. Friedman's aggregate ownership stake in RH. Following this sale, Mr. Friedman retains beneficial ownership of 6,730,158 shares, representing beneficial ownership of approximately 28.1% of RH's common stock.¹

Mr. Friedman last sold shares of RH common stock in 2013. Since that time, he has purchased shares of common stock in open market purchase transactions on 6 different occasions from September 2014 to September 2018.

Mr. Friedman stated: "I have been a net buyer of RH shares for a significant period of time and have sold shares now solely to satisfy certain financial obligations. My shares continue to represent the largest ownership position in RH and the vast majority of my net worth, reflecting my continued commitment to RH and confidence in the Company's strategy and growth prospects."

Mr. Friedman has also informed the Company that he does not expect to sell additional shares at this time.

A Form 4 and Schedule 13D/A will be filed with the Securities and Exchange Commission in connection with Mr. Friedman's sale transaction.

About RH

RH (NYSE: RH) is a curator of design, taste and style in the luxury lifestyle market. The Company offers its collections through its retail galleries across North America, the Company's multiple Source Books, and online at RH.com, RHModern.com, RHBabyandChild.com, RHTeen.com and Waterworks.com.

¹ Based on 19,044,856 shares of common stock outstanding. Determined in accordance with Rule 13d-3 of the Securities Exchange Act of 1933, as amended.

Forward Looking Statements

Some of the statements in this press release are “forward-looking” and are made pursuant to the safe harbor provision of the Private Securities Litigation Reform Act of 1995. These statements involve risks and uncertainties that may cause results to differ materially from the statements set forth in this press release. Such forward-looking statements include statements relating to Mr. Friedman’s intention not to sell additional shares of RH common stock at this time as well as his continued commitment to RH and confidence in RH’s strategy and growth prospects. The forward-looking statements in this press release speak only as of the date of this press release and are subject to uncertainty and changes. Given these circumstances, you should not place undue reliance on these forward-looking statements. RH expressly disclaims any obligation or undertaking to release publicly any updates or revisions to such forward-looking statements to reflect any change in its expectations with regard thereto or any changes in the events, conditions or circumstances on which any such statement is based.

Contact

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