

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

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**FORM 8-K**

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**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 20, 2020**

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**RH**

(Exact name of registrant as specified in its charter)

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**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.)

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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<br>symbol | Name of each exchange<br>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.

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**Item 8.01. Other Events.**

On February 20, 2020, RH (the “Company”) provided notice (the “Notice”) pursuant to the indenture (the “Indenture”), dated as of June 23, 2015, by and among the Company, Restoration Hardware, Inc. and U.S. Bank National Association (the “Trustee”), which governs the Company’s 0.00% Convertible Senior Notes due 2020 (the “2020 Notes”), that its 2020 Notes, as described further in the Notice, have become convertible pursuant to the terms of the Indenture. Pursuant to the terms of the Indenture, the 2020 Notes will remain convertible until 5:00 pm (EDT) on July 13, 2020. A copy of the Notice is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

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

(d) Exhibits.

| <u>Exhibit No.</u> | <u>Description</u>  |
|--------------------|---|
| 99.1               | <a href="#">Notice to holders of 2020 Notes, dated February 20, 2020.</a>                               |
| 104                | Cover Page Interactive Data File—the cover page XBRL tags are embedded within the Inline XBRL document. |

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**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: February 20, 2020

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



February 20, 2020

To: Holders of RH  
0.00% Convertible Senior Notes due 2020

and

U.S. Bank National Association  
225 Asylum Street, 23<sup>rd</sup> Floor  
Hartford, Connecticut 06103  
Attn: Alicia N. Pelletier  
alicia.pelletier@usbank.com

**Re: Notice with respect to the 0.00% Convertible Senior Notes due 2020**

Reference is hereby made to the Indenture (the “Indenture”), dated as of June 23, 2015, by and among RH, formerly known as Restoration Hardware Holdings, Inc. (the “Company”), Restoration Hardware, Inc. and U.S. Bank National Association (the “Trustee”), relating to the Company’s 0.00% Convertible Senior Notes due 2020 (CUSIP No. 761283AC4) (the “2020 Notes”). Capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the Indenture.

Pursuant to Section 10.01(a)(i) of the Indenture, a holder may surrender its 2020 Notes for conversion during any calendar quarter commencing after September 30, 2015 if, for at least 20 Trading Days (whether or not consecutive) during the 30 consecutive Trading Day period ending on the last Trading Day of the immediately preceding calendar quarter, the Last Reported Sale Price of the Common Stock is greater than or equal to 130% of the applicable Conversion Price on such Trading Day. The Company hereby provides notice that such conversion condition has been satisfied and, accordingly, holders may convert their 2020 Notes during the calendar quarter ending March 31, 2020 in accordance with the requirements of the Indenture, including but not limited to those provided for under Section 10.01 thereof.

Sincerely,

**RH**

/s/ Edward T. Lee

Name: Edward T. Lee  
Title: Chief Legal Officer