
**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 11, 2018

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))

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 June 12, 2018, RH (the “Company”) issued a press release announcing its intention to offer \$300 million aggregate principal amount of convertible senior notes due 2023. The full text of the press release is furnished hereto as Exhibit 99.1.

As discussed in the attached press release, in connection with the offering of the notes, the Company expects to enter into convertible note hedge and warrant transactions with one or more financial institutions, which may include the initial purchasers or their affiliates (the “hedge counterparties”).

The Company has been advised that, in connection with establishing their initial hedge positions with respect to the convertible note hedge and warrant transactions, the hedge counterparties and/or their affiliates may purchase shares of the Company’s common stock or enter into various derivative transactions with respect to the Company’s common stock concurrently with, or shortly after, the pricing of the notes, including with certain investors in the notes. These hedging activities could increase (or reduce the size of any decrease in) the market price of the Company’s common stock or the notes.

In addition, the hedge counterparties and/or their affiliates may modify any hedge positions (and are likely to do so during the conversion period related to any conversion of notes or following any repurchase of notes by the Company on any fundamental repurchase date or otherwise) by entering into or unwinding various derivatives with respect to the Company’s common stock or purchasing or selling common stock or other securities of the Company in secondary market transactions following the pricing of the notes and prior to the maturity of the notes. These activities could also cause or avoid an increase or a decrease in the market price of the Company’s common stock or the notes, which could affect a noteholder’s ability to convert the notes and, to the extent the activity occurs during any observation period related to a conversion of the notes, it could affect the amount and value of the consideration that a noteholder will receive upon conversion of the notes.

On June 11, 2018, the Company furnished with the Securities and Exchange Commission (the “SEC”) a Current Report on Form 8-K (the “Original 8-K”) to report that the Company released its financial results for the first quarter ended May 5, 2018 by posting its first quarter 2018 shareholder letter on its website and furnished a copy of the shareholder letter as Exhibit 99.1 thereto. The copy of the shareholder letter furnished with the SEC on the Original 8-K included a typographical error. Specifically, the fifth bullet under the section “Raising Fiscal 2018 Guidance, Providing Second Quarter Guidance and Updating Long-Term Financial Targets” stated: “Adjusted diluted earnings per share in the range of \$6.32 - \$6.85 based on a fully diluted share count of 26.5 million shares.” The correct version of such bullet was included in the shareholder letter posted on the Company’s website, which reads: “Adjusted diluted earnings per share in the range of \$6.34 - \$6.83 based on a fully diluted share count of 26.5 million shares.” Except for correction of this typographical error, this Current Report on Form 8-K does not update, modify, or amend any disclosures set forth in the Original 8-K.

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 Exploring Potential \$300 Million Convertible Notes Offering.

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: June 12, 2018

By: /s/ Karen Boone

Karen Boone
President, Chief Financial and Administrative Officer



RH EXPLORING POTENTIAL \$300 MILLION CONVERTIBLE NOTES OFFERING

Corte Madera, CA – June 12, 2018 – RH (NYSE: RH) announced today that it has engaged Bank of America Merrill Lynch to facilitate a potential offering of \$300 million aggregate principal amount of convertible notes due 2023 in a private offering to qualified institutional buyers.

In the event the Company chooses to complete the proposed \$300 million offering, RH would expect to enter into convertible note hedge and warrant transactions that are designed to offset the effect of any dilution from the conversion of the notes up to approximately 100% over the common stock price at the time of pricing of the notes.

Proceeds of the offering would be used to pay the net cost of the convertible note hedge transactions and to pay down the outstanding borrowings under the Company's credit facility and other interest bearing debt on the balance sheet.

Paying down the credit facility and other interest bearing debt would result in a corresponding reduction in the Company's interest expense in fiscal 2018. This reduction in interest expense is not factored into the Company's current fiscal 2018 adjusted net income and adjusted diluted earnings per share outlook, and as a result, the Company anticipates that paying down such outstanding borrowings with attractively priced convertible notes offering proceeds would result in an increase to its adjusted earnings guidance.

Given the Company's anticipated 2018 free cash flow and its outlook for 2019 and beyond, RH currently plans to repay the principal balance of its existing June 2019 and June 2020 zero coupon convertible notes in cash to minimize any dilution.

The interest rate, conversion price and other terms of any new issuance of notes are subject to the final pricing determination in connection with any offering. The notes would be convertible into cash, shares of RH common stock, or a combination thereof, at RH's election.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation, or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction. The notes and the shares of common stock issuable upon conversion of the notes, if any, will not be registered under the Securities Act of 1933 (the "Act") or any state securities laws, and unless so registered, may not be offered or sold in the United States except pursuant to an exemption from the registration requirements of the Act and applicable state laws.

About RH

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

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 "forward-looking" statements include statements relating to, among other things, the proposed offering of the convertible notes, the anticipated terms of the notes and the convertible note hedge and warrant transactions as well as any dilution impact to holders of the common stock, the expected use of the net proceeds from these transactions, the Company's expectations regarding the impact of the anticipated use of the net proceeds of the offering to pay down the outstanding borrowings under the Company's credit facility including but not limited to a corresponding reduction in the Company's interest expense in fiscal 2018 and an upward adjustment to the Company's earnings guidance, the Company's anticipated fiscal 2018 free cash flow and its outlook for 2019 and beyond, the Company's plans to repay the outstanding principal balance of its existing June 2019 and June 2020 0% coupon convertible notes in cash to minimize dilution, and the Company's expectations concerning market conditions for an offering of convertible notes. These statements involve risks and uncertainties that may cause results to differ materially from the statements set forth in this press release. 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 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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