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**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): June 30, 2022**

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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, 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:

<u>Title of each class</u>	<u>Trading symbol</u>	<u>Name of each exchange on which registered</u>
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 5.07 Submission of Matters to a Vote of Security Holders.**

At the 2022 annual meeting of shareholders (the “Annual Meeting”) of RH held on June 30, 2022, RH’s shareholders voted on four proposals and cast their votes as described below. The proposals are set forth in RH’s definitive proxy statement for the Annual Meeting, filed with the Securities and Exchange Commission on May 19, 2022. RH is also referred to herein as the “Company.”

Proposal 1: RH’s shareholders elected three (3) nominees to the Board of Directors, as Class I directors, each to hold office for a three-year term and until the 2025 annual meeting or until his or her successor is duly elected and qualified, as set forth below.

NAME	FOR	WITHHELD	BROKER NON-VOTES
Eri Chaya	18,501,234	909,235	2,164,552
Mark Demilio	18,819,227	591,242	2,164,552
Leonard Schlesinger	19,200,144	210,325	2,164,552

Proposal 2: RH’s shareholders cast their non-binding advisory votes in favor of the Company’s say-on-pay proposal with respect to named executive officer compensation, as set forth below.

FOR	AGAINST	ABSTAIN	BROKER NON-VOTES
18,913,767	440,179	56,523	2,164,552

Proposal 3: RH’s shareholders ratified the appointment of PricewaterhouseCoopers LLP as RH’s independent registered public accounting firm for the 2022 fiscal year, as set forth below.

FOR	AGAINST	ABSTAIN
21,505,482	63,132	6,407

Proposal 4: RH’s shareholders rejected the shareholder proposal to report on the procurement of down feathers from suppliers, as set forth below.

FOR	AGAINST	ABSTAIN	BROKER NON-VOTES
2,446,120	16,853,657	110,692	2,164,552

The Company regularly conducts outreach to its shareholders in order to better understand the perspectives of the Company’s investors in relation to the Company’s compensation of its named executive officers and other matters. The Company intends to continue this process in connection with the say-on-pay proposal in anticipation of the Company’s 2023 annual meeting of shareholders.

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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.

RII

Dated: July 1, 2022

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

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