

Restoration Hardware Holdings Inc
 Form 3/A
 November 05, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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

(Print or Type Responses)

<p>1. Name and Address of Reporting Person *</p> <p>Â FORREST WILLIAM D</p> <p>(Last) (First) (Middle)</p> <p>C/O TOWER THREE PARTNERS FUND I GP LLC,Â TWO SOUND VIEW DRIVE</p> <p>(Street)</p> <p>GREENWICH,Â CTÂ 06830</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>11/01/2012</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Restoration Hardware Holdings Inc [RH]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> <p>11/01/2012</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	11,111,984	I ⁽¹⁾	See Footnote ⁽¹⁾
Common Stock	0	D ⁽²⁾	Â

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FORREST WILLIAM D C/O TOWER THREE PARTNERS FUND I GP LLC TWO SOUND VIEW DRIVE GREENWICH, CT 06830	^ X	^ X	^	^
Tower Three Home LLC TWO SOUND VIEW DRIVE GREENWICH, CT 06830	^	^ X	^	^
TOWER THREE PARTNERS FUND I LP TWO SOUND VIEW DRIVE GREENWICH, CT 06830	^	^ X	^	^
Tower Three Partners Fund I GP LP TWO SOUND VIEW DRIVE GREENWICH, CT 06830	^	^ X	^	^
Tower Three Partners Fund I GP LLC TWO SOUND VIEW DRIVE GREENWICH, CT 06830	^	^ X	^	^
Forrest Tower Three CI, LLC TWO SOUND VIEW DRIVE GREENWICH, CT 06830	^	^ X	^	^

Signatures

/s/ William D. 11/05/2012
Forrest

**Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) Represents shares of the Issuer owned indirectly, through Home Holdings, LLC, by Tower Three Home LLC ("Tower Home"). Tower Three Partners Fund I LP ("TTP Fund I LP") is the managing member of Tower Home. Tower Three Partners Fund I GP LP ("TTP Fund I GP LP") is the general partner of TTP Fund I LP. Tower Three Partners Fund I GP LLC ("TTP Fund I GP LLC") is the general partner of TTP Fund I GP LP. Forrest Tower Three CI, LLC ("FT Three LLC") is the managing member of TTP Fund I GP LLC. William D. Forrest is the managing member of FT Three LLC. Each Reporting Person disclaims beneficial ownership of such securities, except to the extent of its or his pecuniary interest therein.

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(2) None of the Reporting Persons directly own shares of Common Stock.

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Remarks:

This^ amendment^ restates^ the^ original^ Form^ 3^ and^ is^ made^ solely^ to^ add^ an^ additional^ Reporting^ P
Exhibit^ 99^ -^ Joint^ Filer^ Information,^ filed^ herewith^ and^ incorporated^ by^ reference^ herein.

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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