

Price DeMonty
Form 4
June 19, 2018

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN 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)

1. Name and Address of Reporting Person *
Price DeMonty

(Last) (First) (Middle)

C/O RH, 15 KOCH ROAD, SUITE K

(Street)

CORTE MADERA, CA 94925

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
RH [RH]

3. Date of Earliest Transaction (Month/Day/Year)
06/16/2018

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

See Remarks

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock	06/16/2018		M	1,000 A \$ 39,507		D	
Common Stock	06/16/2018		F	334 D \$ 160.87	39,173	D	
Common Stock	06/16/2018		M	6,000 A \$ 45,173		D	
Common Stock	06/16/2018		F	2,307 D \$ 160.87	42,866	D	
Common Stock	06/19/2018		M	7,777 A \$ 29	50,643	D	

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Common Stock 06/19/2018 S 7,777 D \$ 152.01 42,866 D

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

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(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Restricted Stock Unit (RSU)	<u>(1)</u>	06/16/2018		M	1,000	<u>(2)</u> <u>(2)</u>	Common Stock	1,000
Restricted Stock Unit (RSU)	<u>(1)</u>	06/16/2018		M	6,000	<u>(3)</u> <u>(3)</u>	Common Stock	6,000
Stock Option (Right to Buy)	\$ 29	06/19/2018		M	7,777	<u>(4)</u> 10/31/2022	Common Stock	7,777

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Price DeMonty C/O RH 15 KOCH ROAD, SUITE K CORTE MADERA, CA 94925			See Remarks	

Signatures

/s/ Edward T. Lee as
Attorney-In-Fact

06/19/2018

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(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) Each restricted stock unit represents a contingent right to receive one share of RH common stock.
On May 6, 2015, the reporting person was granted 5,000 restricted stock units. This restricted stock unit award vested with respect to 20% of the units on each of June 16, 2016, June 16, 2017 and June 16, 2018, and the remaining 40% of the units will vest with respect to 20% annually on each of June 16, 2019 and June 16, 2020, subject to continuous service.
 - (3) On April 21, 2016, the reporting person was granted 30,000 restricted stock units. This restricted stock unit award vested with respect to 20% of the units on each of June 16, 2017 and June 16, 2018, and the remaining 60% of the units will vest with respect to 20% annually on each of June 16, 2019, June 16, 2020 and June 16, 2021, subject to continuous service.
 - (4) This option award is fully vested and all time-based selling restrictions lapsed on November 1, 2016.

Remarks:

President, Chief Operating, Service & Values Officer

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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