

Edgar Filing: Restoration Hardware Holdings Inc - Form 8-K

Restoration Hardware Holdings Inc  
Form 8-K  
June 23, 2016

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 22, 2016

RESTORATION HARDWARE HOLDINGS, INC.

(Exact name of registrant as specified in its charter)

|                              |              |                     |
|------------------------------|--------------|---------------------|
| Delaware                     | 001-35720    | 45-3052669          |
| (State or other jurisdiction | (Commission  | (I.R.S. Employer    |
| of incorporation)            | File Number) | 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))
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Item 5.07 Submission of Matters to a Vote of Security Holders.

At the 2016 annual meeting of stockholders (the “Annual Meeting”) of Restoration Hardware Holdings, Inc. (the “Company”) held on June 22, 2016, the Company’s stockholders voted on three proposals and cast their votes as described below. The proposals are set forth in the Company’s definitive proxy statement for the Annual Meeting, filed with the Securities and Exchange Commission on May 13, 2016.

Proposal 1: The Company’s stockholders 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 2019 annual meeting or until his or her successor is duly elected and qualified.

| NAME                | FOR        | WITHHELD  | BROKER NON-VOTES |
|---------------------|------------|-----------|------------------|
| Mark Demilio        | 32,477,615 | 284,350   | 4,405,845        |
| Leonard Schlesinger | 32,478,184 | 283,781   | 4,405,845        |
| Eri Chaya           | 28,923,980 | 3,837,985 | 4,405,845        |

Proposal 2: The Company’s stockholders cast their advisory, non-binding votes on executive compensation, as set forth below.

| FOR        | AGAINST   | ABSTAIN | BROKER NON-VOTES |
|------------|-----------|---------|------------------|
| 29,908,959 | 2,770,589 | 82,417  | 4,405,845        |

Proposal 3: The Company’s stockholders ratified the appointment of PricewaterhouseCoopers LLP as the Company’s independent registered public accounting firm for the 2016 fiscal year, as set forth below.

| FOR        | AGAINST | ABSTAIN |
|------------|---------|---------|
| 37,054,013 | 93,766  | 20,031  |

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.

RESTORATION HARDWARE HOLDINGS, INC.

Dated: June 22, 2016    By: /s/ Karen Boone  
Karen Boone  
Co-President, Chief Financial and Administrative Officer