

RH
Form SC 13G/A
February 10, 2017

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G/A

Under the Securities Exchange Act of 1934

(Amendment No. 4)*

RH

(Name of Issuer)

Common Stock, par value \$0.0001 per share

(Title of Class of Securities)

74967X 103

(CUSIP Number)

December 31, 2016

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the

disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934 (“Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 74967X 103

(1) Names of reporting persons

(2) Gary G. Friedman
Check the appropriate box if
a member of a group (see
instructions)

(3) (a) (b)
SEC use only

(4) Citizenship or place of
organization

U.S.A.
(5) Sole voting power

Number of 6,184,277
shares (6) Shared voting power

beneficially

owned by 0
each (7) Sole dispositive power

reporting

person 6,184,277
with: (8) Shared dispositive power

(9) 0

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Aggregate amount
beneficially owned by each
reporting person

(10) 6,184,277
Check if the aggregate
amount in Row (9) excludes
certain shares (see
instructions)

(11) Percent of class represented
by amount in Row (9)

(12) 13.8%
Type of reporting person
(see instructions)

IN

CUSIP No. 74967X 103

Item 1(a). Name of Issuer:

RH

Item 1(b). Address of Issuer's Principal Executive Offices:

15 Koch Road, Suite K
Corte Madera, CA 94925

Item 2(a). Name of Person Filing

Gary G. Friedman

Item 2(b). Address of Principal Business Office or, if None, Residence

15 Koch Road, Suite K
Corte Madera, CA 94925

Item 2(c). Citizenship

U.S.A.

Item 2(d). Title of Class of Securities:

Common Stock, par value \$0.0001 per share (the "Common Stock")

Item 2(e). CUSIP Number:

74967X 103

Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:
Not Applicable

- (a) Broker or dealer registered under Section 15 of the Exchange Act.
 - (b) Bank as defined in Section 3(a)(6) of the Exchange Act.
 - (c) Insurance company as defined in Section 3(a)(19) of the Exchange Act.
 - (d) Investment company registered under Section 8 of the Investment Company Act.
 - (e) An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E).
 - (f) An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F).
 - (g) A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G).
 - (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act.
 - (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act.
 - (j) Group, in accordance with Rule 13d-1(b)(1)(ii)(J).
 - (k) Group, in accordance with Rule 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with Rule 240.13d-1(b)(1)(ii)(J), please specify the type of institution:
-

CUSIP No. 74967X 103

Item Ownership

4.

(a) Amount beneficially owned:

6,184,277 shares. Includes 3,976,826 shares of common stock issuable upon the exercise of options to purchase common stock that are exercisable within 60 days of December 31, 2016.

(b) Percent of class:

Approximately 13.8% of the shares of Common Stock outstanding as of December 31, 2016, assuming 44,805,459 shares outstanding, representing (i) 40,828,633 shares outstanding as of December 31, 2016 and (ii) 3,976,826 shares subject to options to purchase common stock exercisable within 60 days of December 31, 2016.

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote

6,184,277

(ii) Shared power to vote or to direct the vote

0

(iii) Sole power to dispose or to direct the disposition of

6,184,277

(iv) Shared power to dispose or to direct the disposition of

0

Item 5. Ownership of Five Percent or Less of a Class.

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary That Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certifications.

Not applicable.

CUSIP No. 74967X 103

SIGNATURE

After reasonable inquiry and to the best of his knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: February 10, 2017

/s/ Gary G. Friedman
Gary G. Friedman