

PHOENIX TECHNOLOGIES LTD
Form DFAN14A
February 06, 2007

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 14A
(Rule 14a-101)
INFORMATION REQUIRED IN PROXY STATEMENT
SCHEDULE 14A INFORMATION
Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Under Rule 14a-12

PHOENIX TECHNOLOGIES LTD.

(Name of Registrant as Specified in Its Charter)

STARBOARD VALUE AND OPPORTUNITY MASTER FUND LTD.
PARCHE, LLC
ADMIRAL ADVISORS, LLC
RAMIUS CAPITAL GROUP, L.L.C.
C4S & CO., L.L.C.
PETER A. COHEN
MORGAN B. STARK
JEFFREY M. SOLOMON
THOMAS W. STRAUSS
JOHN MUTCH
PHILIP MOYER
JEFFREY C. SMITH

(Name of Persons(s) Filing Proxy Statement, if Other Than the Registrant)

160;

3,193,410

9.

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,193,410

10.
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11.
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

8.1%

12.
TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN, HC

CUSIP
No 761283100

1. NAME OF
REPORTING
PERSONS
I.R.S.
IDENTIFICATION
NOS. OF
ABOVE
PERSONS
(ENTITIES
ONLY)

Feroz
Dewan

2. CHECK THE
APPROPRIATE
BOX IF A
MEMBER OF A
GROUP (SEE
INSTRUCTIONS)

(a)
(b)

3. SEC USE
ONLY

4. CITIZENSHIP
OR PLACE
OF
ORGANIZATION

India

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON WITH

5. SOLE
VOTING
POWER

0

SHARED
6. VOTING
POWER

3,193,410

SOLE
7. DISPOSITIVE
POWER

0

SHARED
8. DISPOSITIVE
POWER

3,193,410

AGGREGATE
AMOUNT
9. BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON

3,193,410

CHECK
BOX IF
THE
AGGREGATE
AMOUNT
10. IN ROW
(9)
EXCLUDES
CERTAIN
SHARES
(SEE
INSTRUCTIONS)

PERCENT
OF CLASS
REPRESENTED

11. BY
AMOUNT
IN ROW
(9)

8.1%

TYPE OF
REPORTING
PERSON
12. (SEE
INSTRUCTIONS)

IN, HC

CUSIP
No 761283100

1. NAME OF
REPORTING
PERSONS
I.R.S.
IDENTIFICATION
NOS. OF
ABOVE
PERSONS
(ENTITIES
ONLY)

Scott
Shleifer

2. CHECK THE
APPROPRIATE
BOX IF A
MEMBER OF A
GROUP (SEE
INSTRUCTIONS)

(a)
(b)

3. SEC USE
ONLY

4. CITIZENSHIP
OR PLACE
OF
ORGANIZATION

United
States

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON WITH

5. SOLE
VOTING
POWER

0

SHARED

6. VOTING
POWER

3,193,410

SOLE

7. DISPOSITIVE
POWER

0

SHARED

8. DISPOSITIVE
POWER

3,193,410

AGGREGATE
AMOUNT

9. BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON

3,193,410

CHECK
BOX IF
THE
AGGREGATE
AMOUNT

10. IN ROW
(9)
EXCLUDES
CERTAIN
SHARES
(SEE
INSTRUCTIONS)

PERCENT
OF CLASS
REPRESENTED

11. BY
AMOUNT
IN ROW
(9)

8.1%

TYPE OF
REPORTING
PERSON

12. (SEE
INSTRUCTIONS)

IN, HC

CUSIP No 761283100

Item 1. (a). Name of
Issuer:

Restoration
Hardware
Holdings,
Inc.

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

15 Koch Road, Suite J
Corte Madera, California 94925

Item 2. (a). Name of Person Filing:

Tiger Global Investments, L.P.
Tiger Global Performance, LLC
Tiger Global Management, LLC
Charles P. Coleman III
Feroz Dewan
Scott Shleifer

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

Tiger Global Investments, L.P.
c/o Citco Fund Services (Cayman Islands) Limited
P.O. Box 31106
89 Nexus Way
Camana Bay
Grand Cayman KY1-1205
Cayman Islands

Tiger Global Performance, LLC
Tiger Global Management, LLC
9 West 57th Street
35th Floor
New York, New York 10019

Charles P. Coleman III
c/o Tiger Global Management, LLC
9 West 57th Street
35th Floor
New York, New York 10019

Feroz Dewan
c/o Tiger Global Management, LLC
9 West 57th Street
35th Floor

New York, New York 10019

Scott Shleifer
c/o Tiger Global Management, LLC
9 West 57th Street
35th Floor
New York, New York 10019

(c).Citizenship:

Tiger Global Investments, L.P. – Cayman Islands limited partnership
Tiger Global Performance, LLC – Delaware limited liability company
Tiger Global Management, LLC – Delaware limited liability company
Charles P. Coleman III – United States citizen
Feroz Dewan –citizen of India
Scott Shleifer – United States citizen

(d). Title of Class of Securities:

Common Stock, \$0.0001 par value

(e).CUSIP Number:

761283100

Item 3. If This Statement is filed pursuant to ss.240.13d-1(b) or 240.13d-2(b), or (c), check whether the person filing is a

(a) Broker or dealer registered under Section 15 of the Exchange Act (15 U.S.C. 78c).

(b) Bank as defined in Section 3(a)(6) of the Exchange Act (15 U.S.C. 78c).

(c) Insurance company as defined in Section 3(a)(19) of the Exchange Act (15 U.S.C. 78c).

(d) Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).

(e) An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);

(f) An employee benefit plan or endowment fund in accordance with § 240.13d-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 (12 U.S.C.1813);

(i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);

(j) Group, in accordance with s.240.13d-1(b)(1)(ii)(J).

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

2,545,707 shares deemed beneficially owned by Tiger Global Investments, L.P.
 3,193,410 shares deemed beneficially owned by Tiger Global Performance, LLC
 3,193,410 shares deemed beneficially owned by Tiger Global Management, LLC
 3,193,410 shares deemed beneficially owned by Charles P. Coleman III
 3,193,410 shares deemed beneficially owned by Feroz Dewan
 3,193,410 shares deemed beneficially owned by Scott Shleifer

(b) Percent of class:

6.4% deemed beneficially owned by Tiger Global Investments, L.P.
 8.1% deemed beneficially owned by Tiger Global Performance, LLC
 8.1% deemed beneficially owned by Tiger Global Management, LLC
 8.1% deemed beneficially owned by Charles P. Coleman III
 8.1% deemed beneficially owned by Feroz Dewan
 8.1% deemed beneficially owned by Scott Shleifer

(c) Number of shares as to which Tiger Global Investments, L.P. has:

(i) Sole power to vote or to direct the vote	0
(ii) Shared power to vote or to direct the vote	2,545,707
(iii) Sole power to dispose or to direct the disposition of	0
(iv) Shared power to dispose or to direct the disposition of	2,545,707

Number of shares as to which Tiger Global Performance, LLC has:

(i) Sole power to vote or to direct the vote	0
(ii) Shared power to vote or to direct the vote	3,193,410
(iii) Sole power to dispose or to direct the disposition of	0
(iv) Shared power to dispose or to direct the disposition of	3,193,410

Number of shares as to which Tiger Global Management, LLC has:

(i) Sole power to vote or to direct the vote	0
(ii) Shared power to vote or to direct the vote	3,193,410
(iii) Sole power to dispose or to direct the disposition of	0
(iv) Shared power to dispose or to direct the disposition of	3,193,410

Number of shares as to which Charles P. Coleman III has:

- | | |
|--|-----------|
| (i) Sole power to vote or to direct the vote | 0 |
| (ii) Shared power to vote or to direct the vote | 3,193,410 |
| (iii) Sole power to dispose or to direct the disposition of | 0 |
| (iv) Shared power to dispose or to direct the disposition of | 3,193,410 |

Number of shares as to which Feroz Dewan has:

- | | |
|--|-----------|
| (i) Sole power to vote or to direct the vote | 0 |
| (ii) Shared power to vote or to direct the vote | 3,193,410 |
| (iii) Sole power to dispose or to direct the disposition of | 0 |
| (iv) Shared power to dispose or to direct the disposition of | 3,193,410 |

Number of shares as to which Scott Shleifer has:

- | | |
|--|-----------|
| (i) Sole power to vote or to direct the vote | 0 |
| (ii) Shared power to vote or to direct the vote | 3,193,410 |
| (iii) Sole power to dispose or to direct the disposition of | 0 |
| (iv) Shared power to dispose or to direct the disposition of | 3,193,410 |

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

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [].

N/A

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

If any other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such securities, a statement to that effect should be included in response to this item and, if such interest relates to more than five percent of the class, such person should be identified. A listing of the shareholders of an investment company registered under the Investment Company Act of 1940 or the beneficiaries of employee benefit plan, pension fund or endowment fund is not required.

All securities reported in this Schedule 13G are owned by private funds advised by Tiger Global Management, LLC. With the exception of Tiger Global Investments, L.P., none of the private funds individually own more than 5% of the Issuer's outstanding shares.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

If a parent holding company has filed this schedule, pursuant to Rule 13d-1(b)(1)(ii)(G), so indicate under Item 3(g) and attach an exhibit stating the identity and the Item 3 classification of the relevant subsidiary. If a parent holding company has filed this schedule pursuant to Rule 13d-1(c) or Rule 13d-1(d), attach an exhibit stating the identification of the relevant subsidiary.

N/A

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

If a group has filed this schedule pursuant to §240.13d-1(b)(1)(ii)(J), so indicate under Item 3(j) and attach an exhibit stating the identity and Item 3 classification of each member of the group. If a group has filed this schedule pursuant to §240.13d-1(c) or §240.13d-1(d), attach an exhibit stating the identity of each member of the group.

N/A

Item 9. Notice of Dissolution of Group.

Notice of
dissolution
of a group
may be
furnished as
an exhibit
stating the
date of the
dissolution
and that all
further
filings with
respect to
transactions
in the

security
reported on
will be filed,
if required,
by members
of the group,
in their
individual
capacity.
See Item 5.

N/A

Item
10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 17, 2015
(Date)

/s/ Anil L. Crasto
Signature
Tiger Global Investments, L.P.
By Tiger Global Performance, LLC
Its General Partner
Anil L. Crasto
Chief Operating Officer

/s/ Anil L. Crasto
Signature
Tiger Global Performance, LLC
Anil L. Crasto
Chief Operating Officer

/s/ Anil L. Crasto
Signature
Tiger Global Management, LLC
Anil L. Crasto
Chief Operating Officer

/s/ Charles P. Coleman III
Signature
Charles P. Coleman III

/s/ Feroz Dewan
Signature
Feroz Dewan

/s/ Scott Shleifer
Signature
Scott Shleifer

Exhibit A
AGREEMENT

The undersigned agree that this Schedule 13G Amendment dated February 17, 2015 relating to the Common Stock, \$0.0001 par value of Restoration Hardware Holdings, Inc. shall be filed on behalf of the undersigned.

Tiger Global Investments, L.P.
By Tiger Global Performance, LLC
Its General Partner

/s/ Anil L. Crasto
Signature
Anil L. Crasto
Chief Operating Officer

Tiger Global Performance, LLC

/s/ Anil L. Crasto
Signature
Anil L. Crasto
Chief Operating Officer

Tiger Global Management, LLC

/s/ Anil L. Crasto
Signature
Anil L. Crasto
Chief Operating Officer

Charles P. Coleman III

/s/ Charles P. Coleman III
Signature

Feroz Dewan

/s/ Feroz Dewan
Signature

Scott Shleifer

/s/ Scott Shleifer
Signature

SK 03559 0004 6337433