

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Mill Road Capital II, L.P.</u> (Last) (First) (Middle) <u>382 GREENWICH AVENUE</u> <u>SUITE ONE</u> (Street) <u>GREENWICH</u> <u>CT</u> <u>06830</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>LIFETIME BRANDS, INC [LCUT]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/27/2016</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, \$0.01 par value	09/27/2016		P		1,355	A	\$12.7718	1,456,102	D ⁽¹⁾	
Common Stock, \$0.01 par value	09/28/2016		P		2,669	A	\$12.6681	1,458,771	D ⁽¹⁾	
Common Stock, \$0.01 par value	09/29/2016		P		1,900	A	\$12.6563	1,460,671	D ⁽¹⁾	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date					
						(A) (D)			Title Amount or Number of Shares				

1. Name and Address of Reporting Person* <u>Mill Road Capital II, L.P.</u> (Last) (First) (Middle) <u>382 GREENWICH AVENUE</u> <u>SUITE ONE</u> (Street) <u>GREENWICH</u> <u>CT</u> <u>06830</u> (City) (State) (Zip)		

1. Name and Address of Reporting Person*		
Mill Road Capital II GP LLC		
(Last)	(First)	(Middle)
382 GREENWICH AVENUE SUITE ONE		
(Street)		
GREENWICH	CT	06830
(City) (State) (Zip)		

1. Name and Address of Reporting Person*		
LYNCH THOMAS E		
(Last)	(First)	(Middle)
382 GREENWICH AVENUE SUITE ONE		
(Street)		
GREENWICH	CT	06830
(City) (State) (Zip)		

1. Name and Address of Reporting Person*		
Scharfman Scott		
(Last)	(First)	(Middle)
382 GREENWICH AVENUE SUITE ONE		
(Street)		
GREENWICH	CT	06830
(City) (State) (Zip)		

Explanation of Responses:

1. The shares reported are directly held by Mill Road Capital II, L.P. (the "Fund"). Mill Road Capital II GP LLC (the "GP") is the sole general partner of the Fund and has sole authority to vote (or direct the vote of), and to dispose (or direct the disposal) of, these shares on behalf of the Fund. Each of Messrs. Lynch and Scharfman is a management committee director of the GP and has shared authority to vote (or direct the vote of), and to dispose (or direct the disposal) of, these shares on behalf of the GP. Each of the Reporting Persons disclaims beneficial ownership of such shares except to the extent of his or its pecuniary interest therein, if any.

Remarks:

[Justin C. Jacobs, Management Committee Director of sole general partner on behalf of Mill Road Capital II, L.P.](#) 09/29/2016

[Justin C. Jacobs, Management Committee Director on behalf of Mill Road Capital II GP LLC](#) 09/29/2016

[Justin C. Jacobs on behalf of Thomas E. Lynch by power of attorney](#) 09/29/2016

[Justin C. Jacobs on behalf of Scott P. Scharfman by power of attorney](#) 09/29/2016

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.