

---

---

**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): May 9, 2017**

---

**Lifetime Brands, Inc.**  
(Exact Name of Registrant as Specified in Its Charter)

---

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**0-19254**  
(Commission  
File Number)

**11-2682486**  
(IRS Employer  
Identification No.)

**1000 Stewart Avenue, Garden City, New York 11530**  
(Address of Principal Executive Offices) (Zip Code)

**(Registrant's Telephone Number, Including Area Code) 516-683-6000**

**(Former Name or Former Address, if Changed Since Last Report) N/A**

---

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

---

---

---

**Item 2.02 Results of Operations and Financial Condition.**

On May 9, 2017, Lifetime Brands, Inc. (the “Company”) issued a press release announcing updated earnings guidance for the balance of the fiscal year ending December 31, 2017. A copy of the Company’s press release is furnished as Exhibit 99.1 hereto.

**Item 7.01 Regulation FD Disclosure**

The information included in Item 2.02 of this Current Report on Form 8-K relating to the Company’s press release is incorporated by reference in this Item 7.01.

In accordance with General Instruction B.2 of Form 8-K, the information in this report, including Exhibit 99.1, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, and will not be incorporated by reference into any registration statement or other document filed under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in that filing.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

99.1 Press release dated May 9, 2017

---

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.

Lifetime Brands, Inc.

By: /s/ Laurence Winoker

Laurence Winoker  
Senior Vice President – Finance, Treasurer and Chief  
Financial Officer

Date: May 9, 2017

---

**Exhibit Index**

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release dated May 9, 2017



### **Lifetime Brands Provides Updated Earnings Guidance for Balance of 2017 Fiscal Year**

GARDEN CITY, NY, — May 9, 2017—Lifetime Brands, Inc. (NasdaqGS: LCUT), a leading global provider of branded kitchenware, tableware and other products used in the home, provided updated earnings guidance for the balance of the fiscal year ending December 31, 2017 during its scheduled conference call with investors held earlier today. The date of this conference call was previously publicly disclosed on April 26, 2017.

Laurence Winoker, Lifetime’s Senior Vice President- Finance, Treasurer and Chief Financial Officer, commented,

“Looking at the balance of 2017, we currently project full year consolidated net sales to grow approximately 3% (excluding foreign currency impact); gross margin to improve approximately 50 basis points. Based upon this expected sales volume, distribution and SG&A expenses as a percentage of sales should be in line with 2016.”

Earlier today, Lifetime issued a press release where it reported its financial results for the first quarter ended March 31, 2017. Investors and Lifetime stockholders should read this press release together with the earlier issued press release and the financial statements included therein. An audio replay of the conference call with investors is available on the Company’s website, [www.lifetimebrands.com](http://www.lifetimebrands.com).

#### ***Non-GAAP Financial Measures***

This press release contains non-GAAP financial measures. A non-GAAP financial measure is a numerical measure of a company’s historical or future financial performance, financial position or cash flows that excludes amounts, or is subject to adjustments that have the effect of excluding amounts, that are included in the most directly comparable measure calculated and presented in accordance with GAAP in the statements of income, balance sheets, or statements of cash flows of the Company; or includes amounts, or is subject to adjustments that have the effect of including amounts, that are excluded from the most directly comparable measure so calculated and presented. As required by SEC rules, the Company provides reconciliations of the non-GAAP financial measures to the most directly comparable GAAP financial measures. These non-GAAP measures are provided because management of the Company uses these financial measures in evaluating the Company’s on-going financial results and trends, and management believes that exclusion of certain items allows for more accurate comparison of the Company’s operating performance. Management uses this non-GAAP information as an indicator of business performance. These non-GAAP measures should be viewed as a supplement to, and not a substitute for, GAAP measures of performance.

Because we are unable to predict certain potentially material items affecting Consolidated Net Sales on a GAAP basis, principally the translation of foreign currency denominated net sales, we cannot reconcile 2017 Consolidated Net Sales, excluding foreign currency impact, a non-GAAP

---

financial measure, to Consolidated Net Sales of Lifetime Brands, Inc., the most directly comparable GAAP measure, in reliance on the “unreasonable efforts” exception set forth in SEC rules.

### ***Forward-Looking Statements***

In this press release, the use of the words “guidance,” “believe,” “could,” “expect,” “may,” “positioned,” “plan,” “project,” “projected,” “should,” “will,” “would” or similar expressions is intended to identify forward-looking statements that represent the Company’s current judgment about possible future events. The Company’s forward-looking statements in this press release include, but are not limited to, statements regarding our earnings guidance for the fiscal year ending December 31, 2017, sales growth, gross margin and distribution and SG&A expenses as a percentage of sales. The Company believes these judgments are reasonable, but these statements are not guarantees of any events or financial results, and actual results may differ materially due to a variety of important factors. Such factors might include, among others, the Company’s ability to comply with the requirements of its credit agreements; the availability of funding under such credit agreements; the Company’s ability to maintain adequate liquidity and financing sources and an appropriate level of debt; changes in general economic conditions which could affect customer payment practices or consumer spending; the impact of changes in general economic conditions on the Company’s customers; changes in demand for the Company’s products; shortages of and price volatility for certain commodities; significant changes in the competitive environment and the effect of competition on the Company’s markets, including on the Company’s pricing policies, financing sources and an appropriate level of debt.

### ***Lifetime Brands, Inc.***

Lifetime Brands is a leading global provider of kitchenware, tableware and other products used in the home. The Company markets its products under well-known kitchenware brands, including Farberware®, KitchenAid®, Sabatier®, Amco Houseworks®, Chicago™ Metallic, Copco®, Fred® & Friends, Kitchen Craft®, Kamenstein®, Kizmos™, La Cafetière®, Misto®, Mossy Oak®, Reo®, Savora™, Swing-A-Way® and Vasconia®; respected tableware and giftware brands, including Mikasa®, Pfaltzgraff®, Creative Tops®, Empire Silver™, Gorham®, International® Silver, Kirk Stieff®, Towle® Silversmiths, Tuttle®, Wallace®, Wilton Armetale®, V&A® and Royal Botanic Gardens Kew®; and valued home solutions brands, including Bombay®, BUILT NY®, Debbie Meyer® and Design for Living™. The Company also provides exclusive private label products to leading retailers worldwide.

The Company’s corporate website is [www.lifetimebrands.com](http://www.lifetimebrands.com).

### **Contacts:**

#### **Lifetime Brands, Inc.**

Laurence Winoker, Chief Financial Officer  
516-203-3590  
[investor.relations@lifetimebrands.com](mailto:investor.relations@lifetimebrands.com)

#### **Lippert/Heilshorn& Assoc.**

Harriet Fried, SVP  
212-838-3777  
[hfried@lhai.com](mailto:hfried@lhai.com)