FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL							
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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

Name and Address of Reporting Person* Mill Road Capital II, L.P.					2. Issuer Name and Ticker or Trading Symbol LIFETIME BRANDS, INC [LCUT]									5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director X 10% Owner					
				3. Date of Earliest Transaction (Month/Day/Year)										Offic	er (give title	0	ther (sp	pecify	
(Last) (First) (Middle)				10/	10/06/2016									belo			elow)	, ,	
382 GREENWICH AVENUE				4 15	4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable														
SUITE O	NE				4. 11	Am	enamer	nt, Date	of Origin	ıaı Fii	ea (Month/Da	ay/ Year))	b. Ind Line)	ividual d	or Joint/Grou	p Filing (Ch	еск Ар	plicable
-														ĺ ´	Form	filed by One	Reporting	Persor	n
(Street)														X		filed by Mor	e than One	Repor	rting
GREEN	WICH CT	7 0	06830)										^	Pers	on			
(City)	(Sta	ate) (2	Zip)																
		Tabl	e I -	Non-Deriv	ative	Se	curiti	es A	quired	, Di	sposed of	, or Be	enefi	cially	Own	ed			
1. Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Ye				Exe ear) if ar		ZA. Deemed Execution Date, f any		Transaction Code (Instr. 5		4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4		4 and Secu Bene		ficially	6. Ownership Form: Direct (D) or		7. Nature of Indirect Beneficial		
						(Mo	Ionth/Day/Year)		8)						Owne Follo	wing	Indirect (I) (Instr. 4)		Ownership (Instr. 4)
									Code	v	Amount	(A) or (D) Pri		e		rted saction(s) . 3 and 4)			·
Common	Stock, \$0.0	1 par value		10/06/20	16				P		483	A	\$	12.9	1,4	461,154	D ⁽¹⁾		
Common	Stock, \$0.0	1 par value		10/07/20	16				P		1,200	A	\$12	2.8583	1,4	162,354	D ⁽¹⁾		
Common	Stock, \$0.0	1 par value		10/10/20	16				P		900	A	\$12	2.8389	1,4	163,254	D ⁽¹⁾		
Common Stock, \$0.01 par value 10/11/2			10/11/20	16	.6		P		1,614	A	\$12	2.7527	1,4	164,868	D ⁽¹⁾				
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		Ia	ıbie i								osed of, o				wned				
1 Title of	2	1		(e.g., pı	uts, c		s, war	rants	, optio	ns,	convertibl	le secu	uritie	s)			of 10	11	1 Nature
1. Title of Derivative	2. Conversion	3. Transaction Date	3A. E	(e.g., pu Deemed ution Date,	u ts, c 4. Trans	alls	5, war	rants	6. Date	ns, e Exer	cisable and	7. Title	aritie and t of	8. I of	Price	9. Number of derivative	Owners	ship o	1. Nature
		3. Transaction	3A. E Exec if any	(e.g., pu Deemed ution Date,	uts, c	alls	5. I on of tr. De	rants	6. Date Expirat	ns, e Exer	cisable and	7. Title	and t of es	8. I of Der	Price	9. Number o	Owners Form:	ship of B	
Derivative Security	Conversion or Exercise Price of Derivative	3. Transaction Date	3A. E Exec if any	(e.g., pu Deemed ution Date,	4. Trans Code	alls	5. I on of tr. Sec Acc	rants Number rivative curities quired	6. Date Expirat	ns, e Exer	cisable and	7. Title Amount Securiti Underly Derivati	and t of es ving ve	8. I of Der Sec (In:	Price rivative	9. Number of derivative Securities Beneficially Owned	Owners Form: Direct (or Indi	ship of B (D) O rect (I	of Indirect Beneficial
Derivative Security	Conversion or Exercise Price of	3. Transaction Date	3A. E Exec if any	(e.g., pu Deemed ution Date,	4. Trans Code	alls	5. I of Der Sec (A) Dis	Number rivative curities quired or sposed	6. Date Expirat	ns, e Exer	cisable and	7. Title Amount Securiti	and t of es ving ve / (Inst	8. I of Der Sec (In:	Price rivative curity	9. Number of derivative Securities Beneficially Owned Following Reported	Owners Form: Direct (or Indi (I) (Inst	ship of B (D) O rect (I	of Indirect Beneficial Ownership
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Derivative Security	Conversion or Exercise Price of Derivative	3. Transaction Date	3A. E Exec if any	(e.g., pu Deemed ution Date,	4. Trans Code	saction (Ins	5. I of of Der Sec Acc (A) Dis of (Instance)	Number rivative curities quired or sposed (D) str. 3, 4 d 5)	6. Date	ns, (Exertion D	cisable and	7. Title Amount Securiti Underly Derivati Security 3 and 4	and t of es ve y (Inst)	8. I of Dei Sec (In:	Price rivative curity	9. Number of derivative Securities Beneficially Owned Following Reported Transaction	Owners Form: Direct (or Indi (I) (Inst	ship of B (D) O rect (I	of Indirect Beneficial Ownership
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1. Name ar Mill RC (Last) 382 GRE SUITE O (Street)	Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year) F Reporting Person tal II, L.P. (First) AVENUE	3A. E Executif any (Mon	(e.g., pu	4. Trans Code 8)	saction (Ins	5. I of of Der Sec Acc (A) Dis of (Instance)	Number rivative curities quired or sposed (D) str. 3, 4 d 5)	6. Date	ns, (Exertion D	cisable and late Year)	7. Title Amount Securiti Underly Derivati Security 3 and 4	and t of es ving ve y (Inst) Amou or Numb of	8. I of Dei Sec (In:	Price rivative curity	9. Number of derivative Securities Beneficially Owned Following Reported Transaction	Owners Form: Direct (or Indi (I) (Inst	ship of B (D) O rect (I	of Indirect Beneficial Ownership
1. Name ar Mill Ro (Last) 382 GRE SUITE O	Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year) f Reporting Person tal II, L.P.	3A. E Executif any (Mon	(e.g., pu	4. Trans Code 8)	saction (Ins	5. I of of Der Sec Acc (A) Dis of (Instance)	Number rivative curities quired or sposed (D) str. 3, 4 d 5)	6. Date	ns, (Exertion D	cisable and late Year)	7. Title Amount Securiti Underly Derivati Security 3 and 4	and t of es ving ve y (Inst) Amou or Numb of	8. I of Dei Sec (In:	Price rivative curity	9. Number of derivative Securities Beneficially Owned Following Reported Transaction	Owners Form: Direct (or Indi (I) (Inst	ship of B (D) O rect (I	of Indirect Beneficial Ownership
1. Name ar Mill RC (Last) 382 GRE SUITE O (Street)	Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year) F Reporting Person tal II, L.P. (First) AVENUE	3A. Execuif any (Mon	(e.g., pu	4. Trans Code 8)	saction (Ins	5. I of of Der Sec Acc (A) Dis of (Instance)	Number rivative curities quired or sposed (D) str. 3, 4 d 5)	6. Date	ns, (Exertion D	cisable and late Year)	7. Title Amount Securiti Underly Derivati Security 3 and 4	and t of es ving ve y (Inst) Amou or Numb of	8. I of Dei Sec (In:	Price rivative curity	9. Number of derivative Securities Beneficially Owned Following Reported Transaction	Owners Form: Direct (or Indi (I) (Inst	ship of B (D) O rect (I	of Indirect Beneficial Ownership

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

Scott P. Scharfman, Management Committee Director of sole general partner on behalf of Mill Road 10/11/2016 Capital, L.P. Scott P. Scharfman, <u>Management Committee</u> 10/11/2016 Director on behalf of Mill Road Capital II GP LLC Scott P. Scharfman on behalf of Thomas E. Lynch by power 10/11/2016 of attorney Scott P. Scharfman 10/11/2016 ** Signature of Reporting Person Date

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

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.

 $^{^{\}star}$ 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).