

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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 the earliest event reported) July 28, 2004

Lifetime Hoan Corporation
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation)

1-19254 11-2682486
(Commission File Number) (IRS Employer Identification No.)

One Merrick Avenue, Westbury, New York 11590
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (516)683-6000

N/A
(Former name or former address, if changed since last report)

Item 7. Financial Statements and Exhibits

c) Exhibits

99 - Press Release, dated July 28, 2004

Item 12. Results of Operation and Financial Condition

On July 28, 2004, Lifetime Hoan Corporation ("the Company") issued a press release setting forth the Company's second-quarter 2004 earnings. A copy of the Company's press release is attached hereto as Exhibit 99 and hereby incorporated by reference.

Signature

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 thereunto duly authorized.

Lifetime Hoan Corporation

By: /s/ Robert McNally
Robert McNally
Vice President of Finance and
Chief Financial Officer

Date: July 28, 2004

EXHIBIT 99

LIFETIME HOAN REPORTS SECOND QUARTER 2004 RESULTS

Updates Guidance to Reflect Excel Acquisition

WESTBURY, N.Y., July 28, 2004 -- LIFETIME HOAN CORPORATION (NASDAQ NM: LCUT), a leading designer, marketer and distributor of housewares, today announced results for the second quarter and six months ended June 30, 2004.

For the second quarter of 2004, net sales totaled \$33.0 million compared to \$30.0 million for the same period of the prior year. The Company reported net income of \$203,000, or \$0.02 per diluted share, compared to \$724,000, or \$0.07 per diluted share, for the second quarter of 2003.

Net sales for the six months ended June 30, 2004 totaled \$70.2 million compared to \$54.2 million for the same period in 2003, representing a 29.4% increase. Net income for the period was \$548,000, or \$0.05 per diluted share, compared to \$120,000, or \$0.01 per diluted share, last year.

Jeffrey Siegel, president and chief executive officer, commented, "Lifetime's second quarter sales were negatively impacted by several events, including a shift in the start-up of a number of new sales programs from the second to the third quarter, primarily as a result of the overall slowdown in retail sales that took place in June. In addition, new measures instituted by some of our major customers to improve inventory turns and lower their in-stock position also impacted our results."

"We have strengthened Lifetime's infrastructure - including our product development capabilities, overseas sourcing presence, and sales/marketing team - to accommodate the growth we expect in the second half of 2004, which is traditionally our strongest selling season, and in 2005 and beyond. Although the added cost of this infrastructure impacted our quarter-to-quarter earnings comparison, we believe these initiatives will have a very positive impact on Lifetime's long-term growth."

Mr. Siegel continued, "Our KitchenAid(R) programs continue to be a driving force in the company's growth, helping us achieve excellent distribution across all channels of trade. Our line of all-silicone bakeware products has been selling especially well and has become the leading brand in its category. In addition, we are on schedule to begin shipping our KitchenAid branded kitchen cutlery in the third quarter. To date, industry reaction has been excellent, and we expect to have another major success with this additional business opportunity under the KitchenAid brand.

"An exciting at-home entertaining product we will also ship in the third quarter is our new Smokeless Tabletop Griller(TM), designed to capitalize on the growing interest of consumers in 'low-carb' cooking. The griller, which enables family and friends to cook their main course together around the table, has received excellent reception from retailers.

"On July 23, 2004, we announced Lifetime's acquisition of the business and certain assets of Excel Importing Corp., which designs, markets and distributes a wide array of high quality cutlery, tabletop, cookware and barware products. We believe Excel's powerful brands and strong customer relationships will be a great addition for Lifetime and expect the acquisition to be accretive to earnings in 2005.

"As a result of the acquisition of Excel, we have reviewed our forecast and refined our guidance for 2004. We are raising our net sales guidance for the year to approximately \$202 - 212 million from \$195 - \$205 million. Due to the added operating expenses we expect to incur until we fully integrate this acquisition, we are lowering our earnings per share estimate to approximately \$0.95 - \$1.10 from \$0.98 - \$1.13."

Lifetime Hoan noted that second-quarter 2004 sales attributable to the :USE(R) - Tools for Civilization(R) and Gemco Ware, Inc. businesses the Company acquired in the fourth quarter of 2003 totaled \$2.0 million.

Separately, the Company announced that its Board of Directors declared a regular quarterly cash dividend of \$0.0625 per share, payable on August 20, 2004 to shareholders of record on August 4, 2004.

Lifetime Hoan has scheduled a conference call Wednesday, July 28, at 11:00 a.m. Eastern time to discuss second-quarter-2004 results and additional matters. The dial-in number for the call is (706) 634-1218. A replay of the call will also be available through Wednesday, August 4, and can be accessed by dialing (706) 645-9291, conference ID #8889975. A live webcast of the call will be broadcast at the Company's web site, www.lifetime.hoan.com. For those who cannot listen to the live broadcast, an audio replay of the call will also be available on the site.

Lifetime is a leading designer, marketer and distributor of household cutlery, kitchenware, cutting boards, pantryware and bakeware, marketing its products under various trade names including Farberware(R), KitchenAid(R), Cuisinart(R), Hoffritz(R), Roshco(R), Baker's Advantage(R), Kamenstein(R), CasaModa(TM), Hoan(R), Gemco(R) and :USE(R). Lifetime's products are distributed through almost every major retailer in the United States.

The information herein contains certain forward-looking statements including statements concerning the Company's future prospects. These statements involve risks and uncertainties, including risks relating to general economic conditions and risks relating to the Company's operations, such as the risk of loss of major customers and risks relating to changes in demand for the Company's products, as detailed from time to time in the Company's filings with the Securities and Exchange Commission.

Tables to follow

| | |
|-------------------------|---------------------|
| COMPANY CONTACT: | INVESTOR RELATIONS: |
| Robert McNally | Harriet Fried |
| Chief Financial Officer | Lippert/Heilshorn & |
| (516) 683-6000 | Associates, Inc. |
| | (212) 838-3777 or |
| | hfried@lhai.com |

LIFETIME HOAN CORPORATION
INCOME STATEMENT
(in 000's, except per share data)

| |
|----------------------------|
| Three |
| Months |
| Ended June |
| 30, |
| (Unaudited) |
| 2004 2003 % |
| Increase |
| (Decrease) |
| Net Sales |
| \$33,029 |
| \$29,950 |
| 10.3% Cost |
| of Sales |
| 19,154 |
| 17,003 |
| 12.7% |
| Distribution |
| Expenses |
| 4,264 4,302 |
| (0.9%) SG&A |
| 9,149 7,268 |
| 25.9% |
| Income from |
| Operations |

~~462-1,377~~
~~(66.4%)~~
 Interest
 Expense ~~141~~
~~180 (21.7%)~~
 Other
 Income ~~(16)~~
~~(18)~~
~~(11.1%)~~
 Income
 Before
 Taxes ~~337~~
~~1,215~~
~~(72.3%) Tax~~
 Provision
~~134 491~~
~~(72.7%) Net~~
 Income ~~\$203~~
~~\$724~~
~~(72.0%)~~
 Diluted
 Earnings
 Per Share
 from Net
 Income
~~\$0.02 \$0.07~~
 Weighted
 Average
 Shares
~~11,230~~
~~10,637~~

LIFETIME HOAN CORPORATION
 INCOME STATEMENT
 (in 000's, except per share data)

Six Months
 Ended June
~~30,~~
~~(Unaudited)~~
~~2004 2003 %~~
 Increase
~~(Decrease)~~
 Net Sales
~~\$70,158~~
~~\$54,234~~
~~29.4% Cost~~
 of Sales
~~40,843~~
~~30,430~~
~~34.2%~~
 Distribution
 Expenses
~~9,445 8,756~~
~~7.9% SG&A~~
~~18,723~~
~~14,589~~
~~28.4%~~
 Income from
 Operations
~~1,147 459~~
~~149.9%~~
 Interest
 Expense ~~268~~
~~292 (8.2%)~~
 Other
 Income ~~(31)~~
~~(35)~~
~~(11.4%)~~
 Income
 Before
 Taxes ~~910~~
~~202 350.5%~~
 Tax
 Provision
~~362 82~~
~~341.6% Net~~
 Income ~~\$548~~
~~\$120 356.6%~~

Diluted
 Earnings
 Per Share
 from Net
 Income
~~\$0.05~~ ~~\$0.01~~
 Weighted
 Average
 Shares
~~11,186~~
~~10,599~~

LIFETIME HOAN CORPORATION
 CONDENSED CONSOLIDATED BALANCE SHEETS
 (in thousands)

| | |
|-------------------------------------|--|
| June 30, | |
| June 30, | |
| 2004-2003 | |
| (Unaudited) | |
| (Unaudited) | |
| ASSETS | |
| CURRENT | |
| ASSETS | |
| Cash | |
| and cash | |
| equivalents | |
| \$ 446 \$ 132 | |
| Accounts | |
| receivable, | |
| net 16,224 | |
| 17,512 | |
| Merchandise | |
| inventories | |
| 55,827 | |
| 46,564 | |
| Prepaid | |
| expenses and | |
| other | |
| current | |
| assets 7,567 | |
| 5,883 TOTAL | |
| CURRENT | |
| ASSETS | |
| 80,064 | |
| 70,091 | |
| PROPERTY AND | |
| EQUIPMENT, | |
| net 19,634 | |
| 19,939 | |
| INTANGIBLES, | |
| net 25,411 | |
| 23,757 OTHER | |
| ASSETS 2,033 | |
| 2,090 TOTAL | |
| ASSETS \$ | |
| 127,142 \$ | |
| 115,877 | |
| LIABILITIES | |
| AND | |
| STOCKHOLDERS' | |
| EQUITY | |
| CURRENT | |
| LIABILITIES | |
| Short term | |
| borrowings \$ | |
| 14,800 \$ | |
| 15,500 | |
| Accounts | |
| payable and | |
| trade | |
| acceptances | |
| 6,591 6,331 | |
| Other | |
| current | |
| liabilities | |
| 14,314 | |
| 14,603 TOTAL | |
| CURRENT | |
| LIABILITIES | |
| 35,705 | |

~~36,434~~
DEFERRED
RENT & OTHER
LONG TERM
LIABILITIES
~~1,718 638~~
DEFERRED
INCOME TAX
LIABILITIES
~~3,214 1,640~~
STOCKHOLDERS'
EQUITY
~~86,505~~
~~77,165~~ TOTAL
LIABILITIES
AND
STOCKHOLDERS'
EQUITY \$
~~127,142~~ \$
~~115,877~~