
**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): June 10, 2016 (June 9, 2016)

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))
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Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On June 9, 2016, Lifetime Brands, Inc. (the “Company”) held its 2016 Annual Meeting of Stockholders (the “Annual Meeting”), at which the Company’s stockholders approved an amendment to Article Fourth of the Second Restated Certificate of Incorporation of the Company to increase the Company’s authorized common stock, par value \$0.01 per share (the “Common Stock”), from 25,000,000 shares to 50,000,000 shares (the “Charter Amendment”). Prior to the Charter Amendment, the Company’s Second Restated Certificate of Incorporation authorized the Board to issue a maximum of 27,000,100 shares of the Company’s capital stock, consisting of 25,000,000 shares of the Common Stock, 100 shares of Series A preferred stock, par value \$1.00 per share, and 2,000,000 shares of Series B Preferred Stock, par value \$1.00 per share.

The Charter Amendment is described in the Company’s definitive proxy statement filed with the U.S. Securities and Exchange Commission on April 21, 2016 (the “2016 Annual Meeting Proxy Statement”), and that description of the Charter Amendment included in the 2016 Annual Meeting Proxy Statement is incorporated herein by reference. The description of the Charter Amendment is qualified in its entirety by reference to the full text of the Certificate of Amendment to the Company’s Second Restated Certificate of Incorporation (the “Certificate of Amendment”), which is filed as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated herein by reference.

On June 10, 2016, the Company filed the Certificate of Amendment with the Secretary of State of the State of Delaware implementing the Charter Amendment.

Item 5.07 Submission of Matters to a Vote of Security Holders.

At the 2016 Annual Meeting, stockholders voted on the following matters, which are described in detail in the 2016 Annual Meeting Proxy Statement: (i) to elect ten (10) directors to serve on the Company’s Board of Directors (the “Board”) until the 2017 Annual Meeting of Stockholders or until their successors are duly elected and qualified (“Proposal 1”); (ii) to ratify the appointment of Ernst & Young LLP as the independent registered public accounting firm of the Company for the fiscal year ending December 31, 2016 (“Proposal 2”); and (iii) to approve the Charter Amendment (“Proposal 3”). At the 2016 Annual Meeting, the holders of 13,250,446 votes of the Company’s common stock were represented in person or by proxy, constituting a quorum.

Set forth below are the final voting results with respect to each of the proposals acted upon at the 2016 Annual Meeting including the number of votes cast for and against (or withheld) and the number of abstentions and broker non-votes with respect to each such proposal:

Proposal 1: Election of Directors

The following ten nominees unanimously recommended by the Board, each of whom were named in the 2016 Proxy Statement, were elected to serve on the Board to hold office until the 2017 Annual Meeting of Stockholders or until their successors are duly elected and qualified, based on the following votes:

	<u>FOR</u>	<u>WITHHELD</u>	<u>BROKER NON-VOTES</u>
Jeffrey Siegel	12,076,849	310,232	863,365
Ronald Shiftan	11,958,736	428,345	863,365
Craig Phillips	11,958,736	428,345	863,365
Michael J. Jeary	11,887,922	499,159	863,365
John Koegel	12,080,365	306,716	863,365
Cherrie Nanninga	12,027,395	359,686	863,365
Dennis E. Reaves	12,128,351	258,730	863,365
Michael J. Regan	12,128,351	258,730	863,365
Sara Genster Robling	12,218,119	168,962	863,365
William U. Westerfield	12,075,949	311,132	863,365

Proposal 2: Ratification of Appointment of Independent Registered Public Accountants

The appointment of Ernst & Young LLP to serve as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2016 was ratified based on the following votes:

FOR	AGAINST	ABSTAIN	BROKER NON-VOTES
13,042,935	207,311	200	—

Proposal 3: Approval of Amendment to Article Fourth of the Second Restated Certificate of Incorporation of the Company to increase the Company's authorized common stock from 25,000,000 shares to 50,000,000 shares

The Amendment to Article Fourth of the Second Restated Certificate of Incorporation was approved, based on the following votes:

FOR	AGAINST	ABSTAIN	BROKER NON-VOTES
10,413,249	2,834,943	2,254	—

Item 7.01 Regulation FD Disclosure.

On June 10, 2016, the Company issued a press release announcing the results of the votes cast at the 2016 Annual Meeting and the declaration of a quarterly cash dividend of \$0.0425 per share payable on August 15, 2016 to stockholders of record as of the close of business on August 1, 2016 (the "[Press Release](#)"). The Press Release is attached to this Current Report on Form 8-K as Exhibit 99.1. The information contained in this Item 7.01 and Exhibit 99.1 hereto 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 or incorporated by reference in any filing under the Securities Act of 1933, as amended or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

3.1 Certificate of Amendment to Second Restated Certificate of Incorporation of Lifetime Brands, Inc.

99.1 Press release issued by Lifetime Brands, Inc. on June 10, 2016 announcing the results of the 2016 Annual Meeting and the declaration of a quarterly cash dividend

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 Brands, Inc.

By: /s/ Laurence Winoker

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

Date: June 10, 2016

Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
3.1	Certificate of Amendment to Second Restated Certificate of Incorporation of Lifetime Brands, Inc.
99.1	Press release issued by Lifetime Brands, Inc. on June 10, 2016 announcing the results of the 2016 Annual Meeting and the declaration of a quarterly cash dividend

**CERTIFICATE OF AMENDMENT
OF
SECOND RESTATED CERTIFICATE OF INCORPORATION
OF
LIFETIME BRANDS, INC.**

Pursuant to Section 242 of the
General Corporation Law of the State of Delaware

LIFETIME BRANDS, INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said corporation, at a meeting of its members duly called and held pursuant to the General Corporation Law of the State of Delaware, duly adopted a resolution proposing and declaring advisable the following amendment to the Second Restated Certificate of Incorporation of said corporation.

RESOLVED, that the Second Restated Certificate of Incorporation of Lifetime Brands, Inc. be amended by changing the first sentence of Article FOURTH thereof so that, as amended said first sentence of Article FOURTH shall be, and read in its entirety, as follows:

“FOURTH: The total number of shares of stock which the Corporation shall have authority to issue is fifty-two million one hundred (52,000,100) shares, of which one hundred (100) shares, of the par value of One Dollar (\$1.00) each, are to be of a class designated Series A Preferred Stock, two million (2,000,000) shares, of the par value of One Dollar (\$1.00) each, are to be of a class designated Series B Preferred Stock and fifty million (50,000,000) shares, of the par value of One Cent (\$.01) each, are to be of a class designated Common Stock.”

SECOND: That thereafter, pursuant to resolution of its Board of Directors, an annual meeting of the stockholders of said corporation was duly called and held, upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Section 242 of the General Corporation Law of the State of Delaware.

FOURTH: That this Certificate of Amendment to the Second Restated Certificate of Incorporation shall become effective upon the filing of the Certificate of Amendment with the Delaware Secretary of State, which will occur as soon as reasonably practicable after approval.

IN WITNESS WHEREOF, said Lifetime Brands, Inc. has caused this Certificate of Amendment to the Second Restated Certificate of Incorporation to be executed, acknowledged and filed by its Chief Executive Officer this 10th day of June 2016.

LIFETIME BRANDS, INC.

By: /s/ Jeffrey Siegel

Name: Jeffrey Siegel

Title: Chief Executive Officer



Lifetime Brands, Inc. Announces Results of 2016 Annual Meeting

Declares Dividend to be Paid August 15, 2016

GARDEN CITY, NY, — June 10, 2016 — Lifetime Brands, Inc. (NasdaqGS: LCUT), a leading global provider of branded kitchenware, tableware and other products used in the home, announced the results of the votes taken at the Company's 2016 Annual Meeting of Stockholders held Thursday, June 9, 2016.

Stockholders elected the following directors to serve until the next Annual Meeting of Stockholders:

Jeffrey Siegel	Chairman and Chief Executive Officer
Ronald Shiftan	Vice Chairman and Chief Operating Officer
Michael Jeary	President, Laughlin Constable
John Koegel	Principal, Jo-Tan LLC
Cherrie Nanninga	Partner, Real Estate Solutions Group, LLC, formerly Chief Operating Officer, New York Tri-State Region of CB Richard Ellis, Inc.
Craig Phillips	Retired Senior Vice President - Distribution at Lifetime Brands, Inc.
Dennis E. Reaves	Retired Senior Vice President and General Merchandise Manager of Wal-Mart Stores, Inc.
Michael J. Regan	Retired Partner, KPMG LLP
Sara Genster Robling	Principal, Robling Advisors and formerly Executive Vice President of Pinnacle Foods Corporation
William Westerfield	Retired Partner, Price Waterhouse LLP

In addition, stockholders ratified the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the year ending December 31, 2016.

Stockholders also approved an amendment to Article Fourth of the Second Restated Certificate of Incorporation of the Company to increase the Company's authorized common stock from 25,000,000 shares to 50,000,000 shares.

On Thursday, June 9, 2016, Lifetime's Board of Directors declared a quarterly cash dividend of \$0.0425 per share payable on August 15, 2016 to shareholders of record on August 1, 2016.

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®, Fred® & Friends, Kitchen Craft®, Kamenstein®, Kizmos™, La Cafetière®, Misto®, Mossy Oak®, Reo®, Savora™ 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.

Contacts:

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Lippert/Heilshorn & Assoc.

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