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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of The Securities Exchange Act of 1934**

**Date of report (Date of earliest event reported): March 29, 2018**

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**Lifetime Brands, Inc.**

(Exact Name of Registrant as Specified in Its Charter)

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**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**

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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.

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**Item 7.01 Regulation FD Disclosure**

As previously announced, Lifetime Brands, Inc. (the “Company”) will present information regarding the Company at an investor presentation on March 29, 2018. The presentation slides to be used during the event are attached hereto as Exhibit 99.1.

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 [Investor Presentation, dated March 29, 2018](#)

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: March 29, 2018



**LifetimeBrands**  
A Transformation

NASDAQ: LCUT  
[www.LifetimeBrands.com](http://www.LifetimeBrands.com)  
March 2018

# FORWARD LOOKING STATEMENTS

This presentation contains forward-looking statements, including statements concerning Lifetime's future prospects that represent the Company's current judgment about possible future events. 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 U.S. or foreign tax law and policy; 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; expenses and other challenges relating to the integration of the Filament Brands business and future acquisitions; changes in demand for the Company's products; changes in the Company's management team; the significant influence and consent rights of the Company's largest stockholder; fluctuations in foreign exchange rates; 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.

## **Non-GAAP Financial Measures**

This presentation contains non-GAAP financial measures within the meaning of Regulation G promulgated by the Securities and Exchange Commission. Included in this presentation are reconciliations of these non-GAAP financial measures to the comparable financial measures calculated in accordance with GAAP.

# LIFETIME BRANDS, INC.

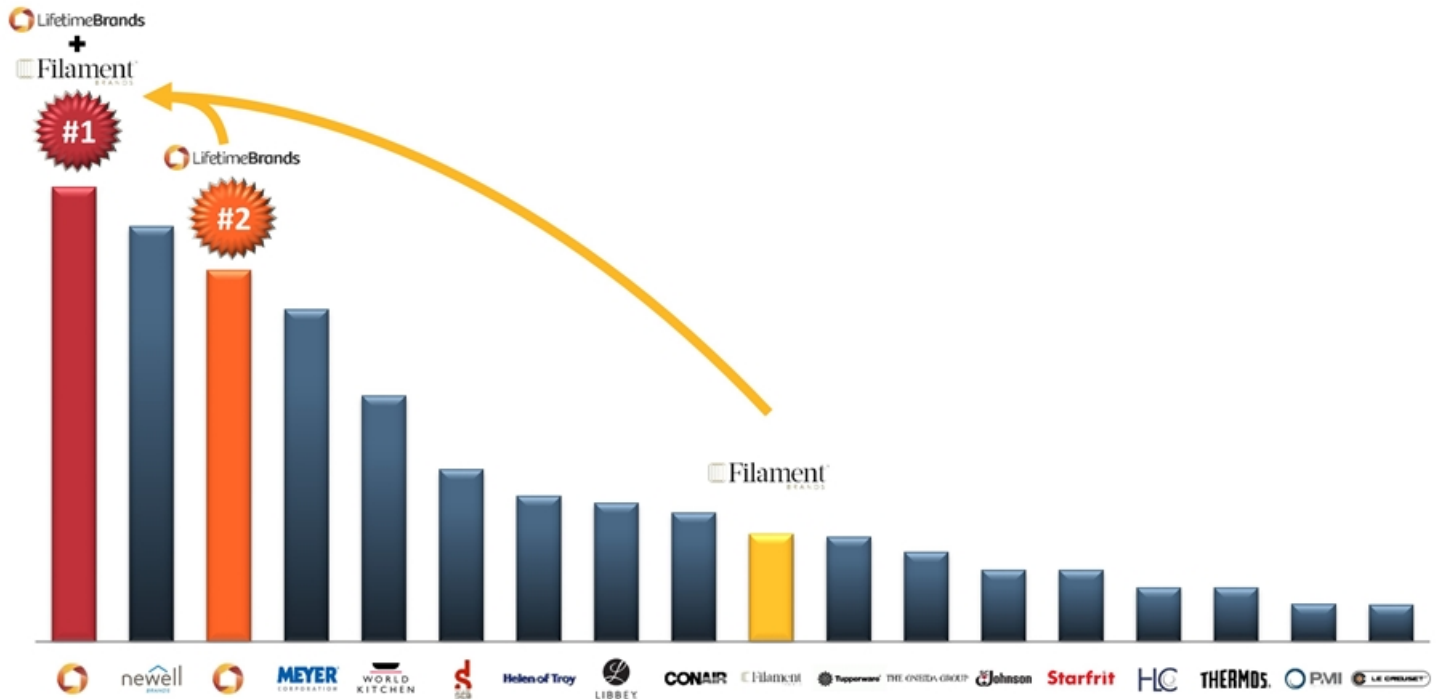
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Lifetime Brands is one of the world's leading designers, developers, and marketers of a broad range of nationally branded consumer products used in the home.

# LIFETIME IS NOW THE #1 NORTH AMERICAN NON-ELECTRIC HOUSEWARES COMPANY

Recent acquisition solidifies leadership position in housewares.



Source: Euromonitor Retail Sales Data for North America CY2016 Housewares industry, including cooking utensils, dishes, tableware, cutlery, drinkware, and other small articles used in a home

# ACQUISITION OF FILAMENT CREATED CRITICAL MASS

Enhanced business along multiple operational and financial dimensions.



<b>Net Sales:</b>	\$579 million		<b>\$757 million<sup>(1)</sup></b>
<b>EBITDA:</b>	\$40 million		<b>\$83 million<sup>(2)</sup></b>
<b>Leading Brands:</b>	5		<b>8</b>
<b>Product Segments Served:</b>	22		<b>27</b>
<b>#1 Positions</b>	5		<b>9</b>
<b>Operational Efficiencies:</b>	Improving		<b>Enhanced</b>
<b>Free Cash Flow:</b>	Strong		<b>Stronger</b>

***Transaction has created a larger and more diversified business.***

(1) Year ended December 31, 2017 total sales includes LTM September 30, 2017 Filament sales of \$177.7 million, pro forma for the Planet Box acquisition.

(2) LTM Pro Forma EBITDA is calculated as Lifetime Brands adjusted EBITDA for the year ended December 31, 2017, Filament calendarized FY2017 estimated EBITDA of \$34.5 million and \$8.1 million of identified synergy opportunities.



# #1 KITCHEN TOOLS & GADGETS SUPPLIER IN THE U.S.



**KitchenAid**<sup>®</sup>

**chefn**<sup>®</sup>

**FARBERWARE**<sup>®</sup>

**MISTO**<sup>®</sup>  
The Gourmet Olive Oil Sprayer<sup>®</sup>

**SABATIER** 

# #1 CUTLERY SUPPLIER IN THE U.S.



**FARBERWARE®**



**SASAKI®**



**SABATIER®** 

# #1 WINE/BAR ACCESSORY SUPPLIER IN THE U.S.



#1 KITCHEN MEASUREMENT SUPPLIER IN THE U.S.



**TAYLOR**

**SALTER**

# #1 BATH MEASUREMENT/SCALE SUPPLIER IN THE U.S.



**TAYLOR**  
BATH

**HOMEDICS**

**SALTER**



# #1 TEA KETTLE BRAND IN THE U.S.



# LEADING TABLETOP SUPPLIER IN THE U.S.



MIKASA®



Pfaltzgraff®



WALLACE®

TOWLE®

 INTERNATIONAL®



WILTON  
ARMÉTALE

# OWNED & CONTROLLED BRANDS

Lifetime Brands focuses on owned brands that provide flexibility domestically and can be marketed internationally.



*Our strong brand portfolio features leading brands that resonate with consumers.*



# KEY LICENSED BRANDS & PRIVATE LABEL

The company supports licensed and private label brands by leveraging product development and sourcing expertise.



- Lifetime helps retailers develop their own brands while minimizing their start-up costs
- Lifetime supports retailers with market analysis, product assortments, promotional and merchandising solutions

**KitchenAid**



**HOMEDICS**



**WILLIAMS-SONOMA**



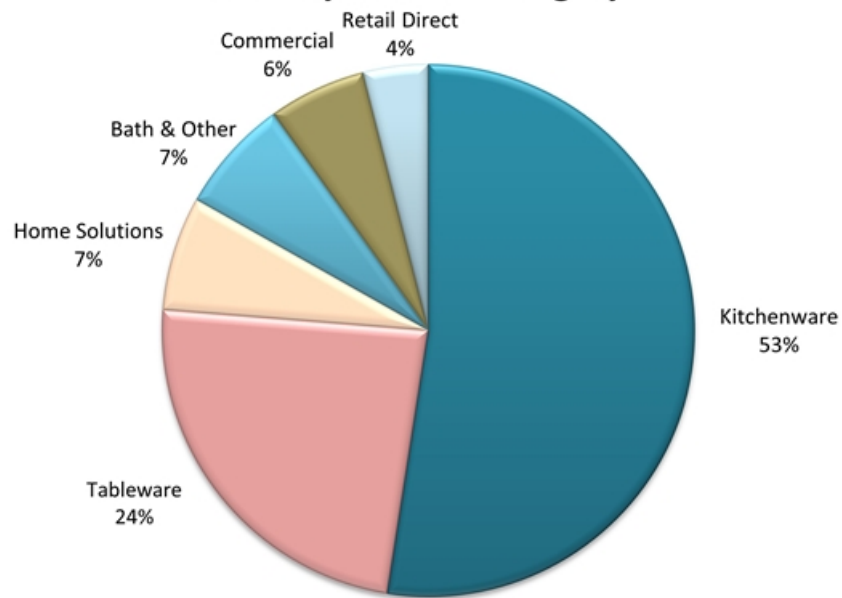
*Licensed and private label brands round out our portfolio in all channels of distribution.*

# ATTRACTIVE PRODUCT CATEGORY MIX

Diverse portfolio and customer base position company to capitalize on U.S. demographic trends.



### Sales by Product Category



***Lifetime has the right product mix to reach the full spectrum of consumers at the top retailers.***

# CUSTOMER DIVERSIFICATION

Lifetime Brands sells to every major U.S. retailer that carries housewares.



Mass Market Retailers	Off-Price Retailers	Department Stores	Specialty Stores	Warehouse Clubs
Online/TV	Supermarkets	Independent Retailers	Commercial	Retail Direct
		<p>Over 7,000 independent retailers</p>		<p>Lifetime has e-commerce sites for direct-to-consumer sales.</p>

*We reach consumers in every sector.*

Augmented position through Filament acquisition

# INNOVATION

Our focus is on identifying and investing in major consumer trends, new technologies, materials and designs.



- Over 120 professionals in the U.S., China, and the U.K.
- Over 1,000 design and utility patents
- Open Innovation program connects us with thousands of independent inventors
- Recent acquisition enhances robust innovation capabilities by adding award-winning product design and development team



***Lifetime introduces over 4,000 new products each year.***

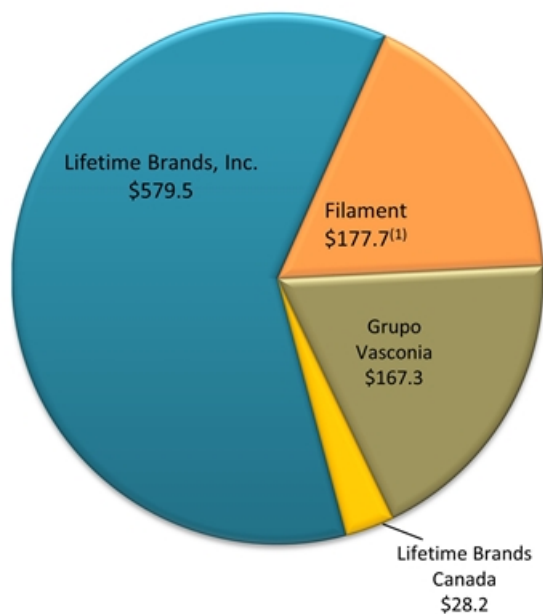
# EXPANDING OUR GLOBAL REACH

In attractive markets, Lifetime has partnered with strong local business in which the Company has minority investments.



## Total Sales of Lifetime Brands and Our Partners (In Millions):

Year ended December 31, 2017: **\$952.7** <sup>(1)</sup>



(1) Year ended December 31, 2017 total sales includes LTM September 30, 2017 Filament sales of \$177.7 million, pro forma for the Planet Box acquisition.

# INTERNATIONAL GROWTH

Focus on expanding business where we see the opportunity to grow at a faster rate than in the U.S.



**2008:** Entered into profit sharing agreement with AFG in Canada

**2014:** Expanded U.K. and continental Europe market via acquisitions of Kitchen Craft and La Cafetière

**2007:** Acquired 30% stake in Grupo Vasconia SA in Mexico

**2011:** Acquired Creative Tops in UK

**2014:** Commenced sales into China and opened Global Sales Center in Hong Kong



***Targeted markets provide vast opportunity for growth.***

# INTERNATIONAL CUSTOMER BASE

Lifetime Brands sells to major international retailers that carry housewares.

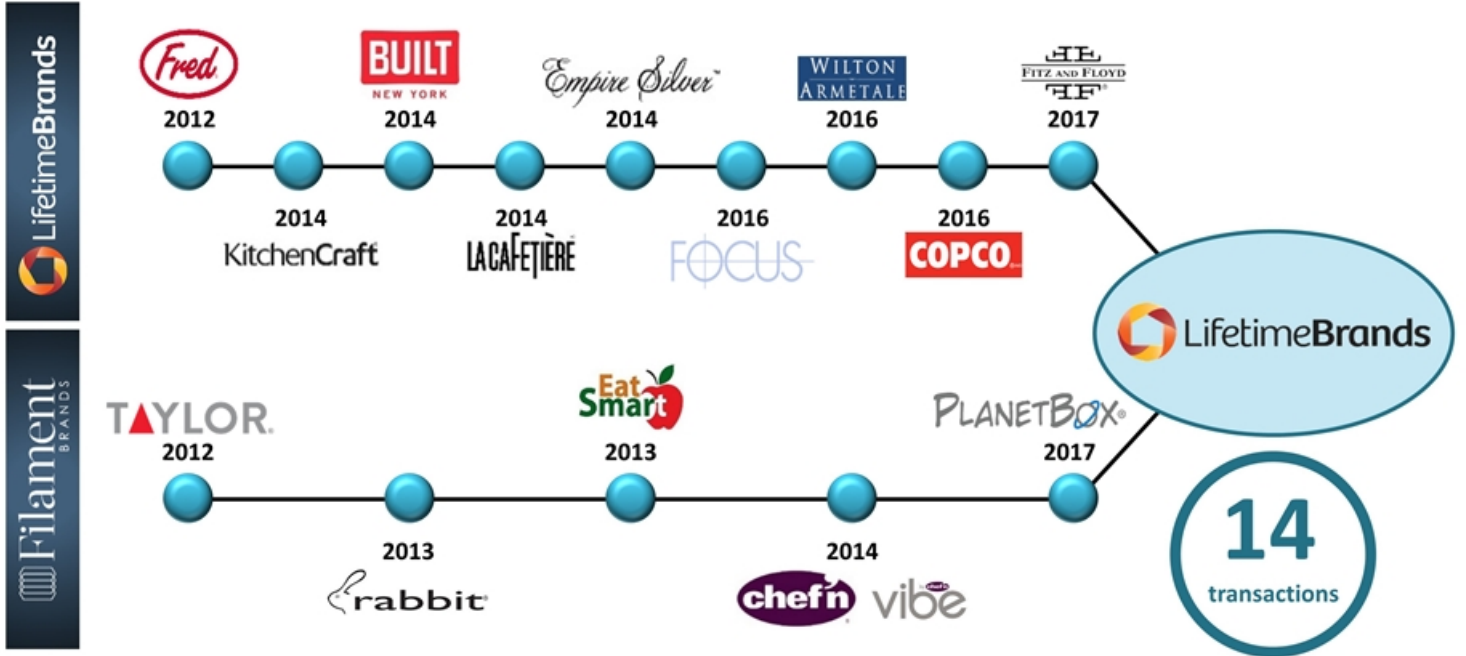


Department Stores	Specialty Retailers	Supermarkets	Garden Center Groups	Online/TV
DEBENHAMS John Lewis SELFRIDGES & CO Grupo DISCO Cervera GALERIA El Corte Inglés YOUR M&S KARSTADT	LAKELAND Robert Dyas steamer trading COOKSHOP The RANGE ZODIO Dunelm mill COOK & CO TOK&STOK	TESCO Sainsbury's Try something new today Waitrose ocado MIGROS MORRISONS HEMA BLOKKER	Wyevale Notcutts Helping gardeners since 1937 Dobbies GARDEN CENTRES BLUE DIAMOND GARDEN LEISURE	amazon.co.uk amazon.de ideal WORLD bid Discount Retailers ASDA Walmart MATALAN wilkinson

Lifetime's products are available in 117 countries.

# LEADING HOUSEWARES CONSOLIDATION PLATFORM

Substantial collective experience identifying and executing acquisitions.



*Proven integration capabilities and repeatable M&A strategy.*



# LEVERAGE INFRASTRUCTURE

Leverage economies of scale and relationships in sourcing and distribution to drive internal efficiencies and provide new services to retailers.



- Sourcing products in Far East for 50 years
- Network of several hundred suppliers
- Long-term relationships with key vendors
- Four offshore sourcing offices
  - Provide engineering, logistics, material safety, QC and QA
  - 200+ professionals
- Efficient distribution using the latest technologies
- Lifetime QM™, our digital, mobile inspector toolkit, drives in-field factory audits with proprietary software



***Infrastructure leverage drives increasing profitability.***

# LIFETIME NEXT™

An initiative to accelerate growth by realigning operating divisions, eliminating complexity and reducing SG&A.



- **Phase I (Complete)**

Assessed opportunities to increase efficiencies to drive growth in revenues, gross margin, operating profit, and cash flow

- **Phase II (Complete)**

Designed specific solutions to eliminate impediments, increase efficiencies, reduce SKUs, reduce SG&A, strengthen brand management and reduce complexity throughout the organization

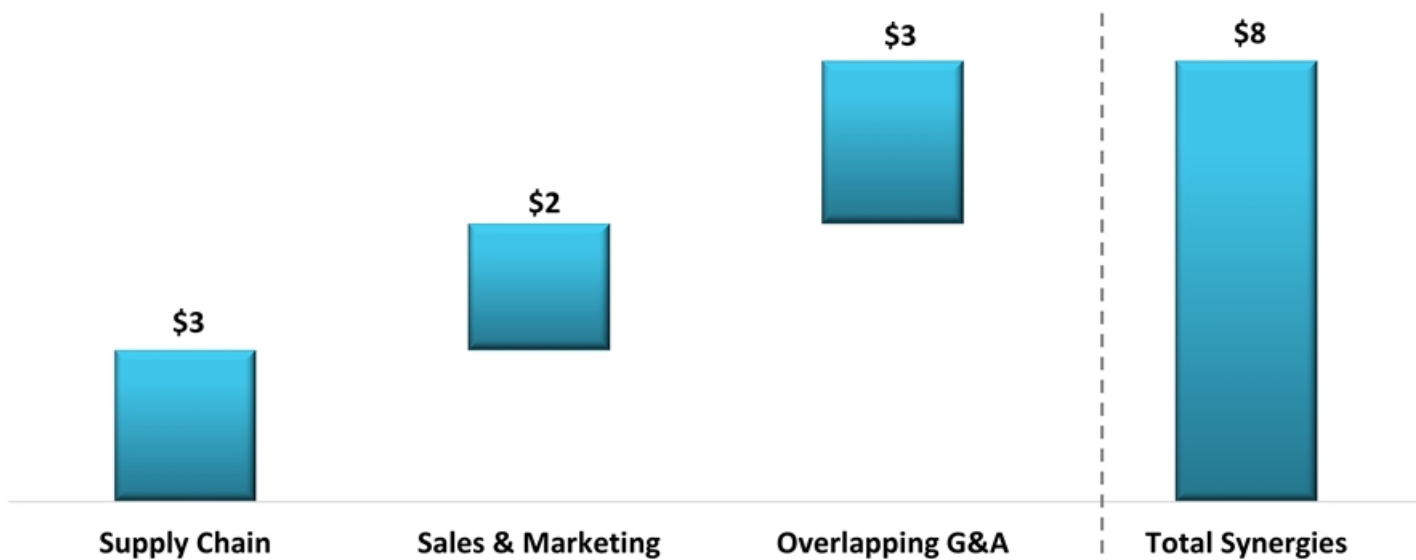
- **Phase III (Ongoing)**

Implementation and continuous improvement phase in process which is expected to result in continued savings and operational improvements

# FILAMENT INTEGRATION UPDATE

\$8 million of identified synergy opportunities.

## Synergy Analysis Summary



*Cost savings to be predominantly implemented in 2018 with the full benefit realized by 2019.*

# GROWTH DRIVERS

Breadth of offerings, increased efficiencies, and recent acquisitions position the company for future growth.



- Organic growth;
- Potential for continued acquisitions;
- Profitability improvements from Lifetime Next™ and Filament Brands synergies;
- Impact of combining Creative Tops and Kitchen Craft businesses;
- Impact of the tuck-in acquisitions of Wilton Armetale, Amco Houseworks®, Chicago™ Metallic, Swing-A-Way®, Copco®, & Fitz and Floyd® closed in 2016 and 2017;
- New opportunities in the commercial channel and expanded international sales opportunities from Filament Brands acquisition closed in March 2018

***The company is positioned for profitable growth.***

# THE NEW LIFETIME BRANDS

The transformational acquisition of Filament Brands enhances both margins and cash flow.

## Net Sales



**+30%**

## EBITDA



**+2x**

## EBITDA Margin



**+400 bps**

## EPS



**Meaningfully  
Accretive**

***Milestone on the road to surpassing \$100 million in EBITDA.***

(1) Year ended December 31, 2017 total sales includes LTM September 30, 2017 Filament sales of \$177.7 million, pro forma for the Planet Box acquisition.

(2) LTM Pro Forma EBITDA is calculated as Lifetime Brands adjusted EBITDA for the year ended December 31, 2017, Filament calendarized FY2017 estimated EBITDA of \$34.5 million and \$8.1 million of identified synergy opportunities.

# RECENT FINANCIAL PERFORMANCE



# SUMMARY OF OPERATING RESULTS

	Year Ended	
	December 31,	
	2017	2016
	(\$ in millions, except per share amounts)	
Net sales	\$ 579.5	\$ 592.6
Income from operations before charges	16.2	29.5
Impairment and restructuring charges	(1.0)	(2.4)
Income from operations	15.2	27.1
Interest expense	(4.3)	(4.8)
Loss on early retirement of debt	(0.1)	(0.3)
Income before income taxes and equity in earnings	10.8	22.0
Income tax provision	(9.0)	(7.0)
Equity in earnings, net of taxes	0.4	0.7
Net income	\$ 2.2	\$ 15.7
Diluted income per common share	\$ 0.14	\$ 1.08
Adjusted diluted income per common share (1)	\$ 0.71	\$ 1.28

(1) Adjusted diluted income per common share represents a non-GAAP financial measure. This non-GAAP measure is provided because management of the Company uses this financial measure in evaluating the Company's on-going financial results and trends. Management uses this non-GAAP information as an indicator of business performance.

# OPERATIONS – ADJUSTED BASIS

	Year Ended December 31,	
	2017	2016
	(\$ in millions, except per share amounts)	
Net income, as reported	\$ 2.2	\$ 15.7
Restructuring expenses	1.0	2.4
Acquisition related expenses	2.6	1.4
Depreciation expense adjustment	-	1.2
Loss on early retirement of debt	0.1	0.3
Unrealized loss (gain) on foreign currency contracts	2.8	(0.7)
Severance expenses	0.3	-
Warehouse relocation	0.7	-
Gain on sale of GS Internacional S/A	-	(0.2)
Deferred tax (benefit) expense for foreign currency translation for Grupo Vasconia	(0.2)	0.5
Transition tax on non-U.S. subsidiaries' earnings	0.3	-
Re-measurement of U.S. deferred tax assets and liabilities	3.0	-
Income tax effect on adjustments	(2.2)	(2.0)
Adjusted net income (1)	<u>\$ 10.6</u>	<u>\$ 18.6</u>
Diluted income per common share:		
As reported	\$ 0.14	\$ 1.08
Adjusted basis (1)	\$ 0.71	\$ 1.28

(1) Adjusted net income and adjusted diluted income per common share represent non-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. Management uses this non-GAAP information as an indicator of business performance.



# BALANCE SHEET SUMMARY

	December 31,		
	Pro Forma Combined (1)	2017	2016
	(\$ in millions)		
<b>ASSETS</b>			
Cash and cash equivalents	\$ 7.6	\$ 7.6	\$ 7.8
Accounts receivable	135.9	108.0	104.6
Inventory	166.0	132.4	135.2
Other current assets	11.2	10.4	8.8
Other assets	414.4	143.1	143.5
<b>TOTAL ASSETS</b>	<b>\$ 735.1</b>	<b>\$ 401.5</b>	<b>\$ 399.9</b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>			
Accounts payable and accrued expenses	\$ 94.5	\$ 69.6	\$ 74.9
Other liabilities	49.7	26.8	31.6
Debt	306.2	94.8	95.7
Stockholders' equity	284.7	210.3	197.7
<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY</b>	<b>\$ 735.1</b>	<b>\$ 401.5</b>	<b>\$ 399.9</b>

(1) The pro forma combined balance sheet summary is intended to reflect the impact of the Filament acquisition as if it had occurred on December 31, 2017, after giving effect to the assumptions and adjustments as described in the unaudited pro forma condensed combined financial information included in the Company's definitive proxy statement filed on January 24, 2018. The pro forma combined balance sheet is calculated based on Lifetime Brands' December 31, 2017 balance sheet, Filament September 30, 2017 balance sheet and estimated pro forma adjustments directly attributable to the acquisition.

# CREDIT PROFILE

	March 2, 2018 Pro Forma	December 31, 2017      2016	
		(\$ in millions)	
<b>LTM EBITDA</b>	\$ 82.8 <sup>(1)</sup>	\$ 40.2	\$ 46.5
<b>Debt:</b>			
Credit Facility due 2019	-	94.7	86.2
Credit Facility due 2023	34.7 <sup>(2)</sup>	-	-
Senior Secured Term Loan due 2025	275.0 <sup>(2)</sup>	-	-
Credit Agreement Term Loan	-	-	9.4
Short Term Loan- RMB	0.1	0.1	0.1
<b>Total Debt</b>	<b>\$ 309.8</b>	<b>\$ 94.8</b>	<b>\$ 95.7</b>
 <b>Leverage Ratio (Debt to LTM EBITDA)</b>	 3.7 x	2.4 x	2.1 x

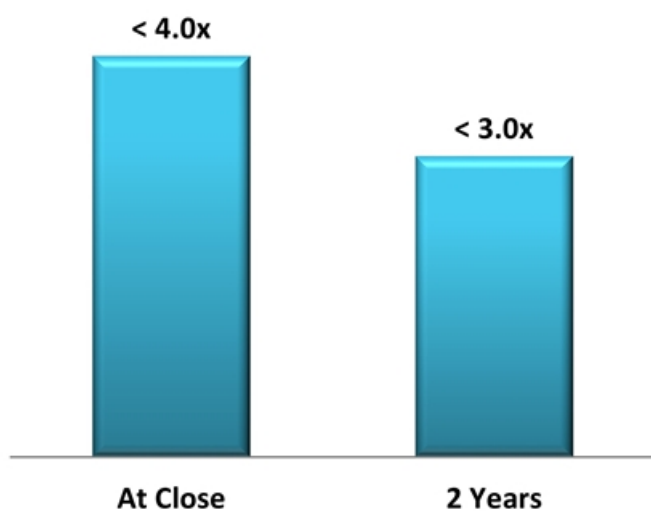
(1) LTM Pro Forma EBITDA is calculated as Lifetime Brands adjusted EBITDA for the year ended December 31, 2017, Filament calendarized FY 2017 estimated EBITDA of \$34.5 million and \$8.1 million of identified synergy opportunities.

(2) Financing obtained on March 2, 2018 in connection with the close of the Filament transaction.

# COMMITMENT TO RAPID DELEVERAGING

Expect to reduce net leverage to 3.0x or below within two years.

## Estimated Net Debt / PF EBITDA



## Highlights

- Successful pricing of financing to execute transaction
- Asset light model results in high levels of cash flow generation
- High Free Cash Flow conversion expected to drive rapid deleveraging
- Expect to maintain Lifetime's current dividend per share

# INVESTMENT HIGHLIGHTS

## **Broad Portfolio of Leading Brands and Diversified Customer Base**

- An unmatched portfolio of leading owned, licensed, and private label brands across kitchenware, tableware and other home products
- Diversified retail customer base includes full spectrum of housewares retailers and end consumers, ensuring broad market penetration
- Reach every major U.S. retailer

## **Expanding Global Footprint**

- Strategic acquisitions and strong local partnerships drive expansion into key high-growth markets
- Leverage scale and international distribution network to drive efficiency and penetrate select new international markets with growth rates exceeding U.S.

## **Focused on Innovation**

- Product Innovation: Continual investment in design technologies and significant global capabilities to meet evolving consumer trends
- Commercial Innovation: Significant investment in people and systems to position us proactively to capture continued e-commerce growth

## **Strong Financial Profile**

- Highly leverageable infrastructure
- Financial position provides ability to finance investment opportunities
- Deleveraging will create equity value for shareholders