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

FORM 10-K

[X] Annual Report Pursuant to Section 13 or 15 (d) of the Securities Exchange Act of 1934
[No Fee Required]
For the fiscal year ended December 31, 1999
or
[ ] Transition Report Pursuant to Section 13 or 15 (d) of the Securities Exchange Act of 1934
[No Fee Required]

For the transition period from to

Commission file number 1-19254

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

Delaware 11-2682486
(State or other jurisdiction of incorporation or organization) (I.R.S. 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

Securities registered pursuant to Section 12(b) of the Act: None

Securities registered pursuant to Section 12(g) of the Act:

Common Stock, par value $.01 per share
(Title of Class)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter periods that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.
Yes X No___

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K [ ].

The aggregate market value of 5,651,000 shares of the voting stock held by non-affiliates of the registrant as of February 29, 2000 was approximately $36,025,000. Directors, executive officers, and trusts controlled by said individuals are considered affiliates for the purpose of this calculation, and should not necessarily be considered affiliates for any other purpose.

The number of shares of Common Stock, par value $.01 per share, outstanding as of February 29, 2000 was 11,800,746.

DOCUMENTS INCORPORATED BY REFERENCE
See Part III hereof with respect to incorporation by reference from the registrant's definitive proxy statement to be filed pursuant to Regulation 14A under the Securities & Exchange Act of 1934 and the Exhibit Index hereto.

LIFETIME HOAN CORPORATION

FORM 10-K

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PART I

ITEM 1. BUSINESS

General

Forward Looking Statements: This Annual Report on Form 10-K contains certain forward-looking statements within the meaning of the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995, including statements concerning the Company's future products, results of operations and prospects. These forward-looking statements involve risks and uncertainties, including risks relating to general economic and business conditions, including changes which could affect customer payment practices or consumer spending; industry trends; the loss of major customers; changes in demand for the Company's products; the timing of orders received from customers; cost and availability of raw materials; increases in costs relating to manufacturing and transportation of products; dependence on foreign sources of supply and foreign manufacturing; and the seasonal nature of the business as detailed elsewhere in this Annual Report on Form 10-K and from time to time in the Company's filings with the Securities and Exchange Commission. Such statements are based on management's current expectations and are subject to a number of factors and uncertainties which could cause actual results to differ materially from those described in the forward-looking statements.

Lifetime Hoan Corporation designs, markets and distributes a broad range of household cutlery, kitchenware, cutting boards and bakeware products. Items are sold under both owned and licensed trade names. Owned trade names include Hoffritzr, Prestiger, Tristarr, Old Homesteadr, Roshcor, Baker's Advantager and Hoanr. Licensed trade names include Farberwarer, Reverer and various names under license from The Pillsbury Company. The Farberwarer trade name is used pursuant to a 200 year royalty-free license. As used herein, unless the context requires otherwise, the terms "Company" and "Lifetime" mean Lifetime Hoan Corporation and its subsidiaries.

Sales growth is stimulated by expanding product offerings and penetrating various channels of distribution, both domestically and internationally. Lifetime has developed a strong consumer franchise by promoting and marketing innovative products under Company trade names and through licensing agreements. In addition, the following acquisitions and agreements have been made which have had a favorable impact on the Company's business:

Hoffritzr

In September 1995, the Company acquired the Hoffritzr trademarks and brand name. The Company uses the name on various products including cutlery, scissors, personal care implements, kitchen tools, bakeware, barware and barbecue accessories. The Company believes that Hoffritzr is a well-known, respected name with a history of quality. The acquisition has enabled the Company to sell products at higher price points than the rest of the Company's products. Since acquiring the brand name, the Company has continuously designed and developed new items each year and currently sells approximately 350 types of items under the Hoffritz brand name. The Company markets these products through major department stores and high end specialty stores nationwide.

Farberwarer

In April 1996, the Company entered into an agreement to acquire certain assets of Farberware, Inc. ("Farberware"). Under the terms of the acquisition agreement, and a joint venture agreed to by the Company and Syratech Corporation in connection therewith, the Company acquired a 200 year, royalty-free, exclusive right to use the Farberwarer name in connection with the product lines covered by its then existing license agreement, which included kitchen cutlery products (excluding flatware) and kitchen tools such as spatulas, barbecue forks and "gadgets" (but excluding appliances), plus certain limited additional products. This agreement enables the Company to market products under the Farberwarer name without paying additional royalties. The Company also acquired 50 Farberware outlet stores. In addition, rights to license the Farberwarer name for use by third parties in certain product categories are held by a joint venture, owned equally by the Company and a wholly owned subsidiary of Syratech Corporation.

Microban

In April 1997, the Company entered into an agreement with the Microban Products Company whereby the Company secured exclusive rights to incorporate Microban antibacterial protection into plastic components of cutting boards, kitchen tools, kitchen gadgets, and cutlery.

Meyer Agreement

In 1997, the Company entered into an agreement with Meyer Corporation, regarding the operation of the Company's Farberware retail outlet stores. Pursuant to the agreement, the Company continues to own and operate the Farberware retail outlet stores, which the Company acquired in 1996, and Meyer Corporation, the licensed manufacturer of Farberware branded cookware products, assumes responsibility for merchandising and stocking cookware products in the stores. Meyer Corporation receives all revenue from sales of Farberware cookware, currently occupies 40% of the space in each store and reimburses the Company for 40% of the operating expenses of the stores.

Salton Agreement

Effective January 1, 2000, the Company entered into an agreement with Salton Inc., regarding the operation of the Company's Farberware retail outlet stores. Pursuant to the agreement, the Company continues to own and operate the Farberware retail outlet stores, which the Company acquired in 1996 and Salton Inc., the licensed manufacturer of Farberware branded electric products, assumes responsibility for merchandising and stocking electric products in the stores. Salton Inc. receives all revenue from sales of Farberware electric, occupies 20% of the space in each store and reimburses the Company for 20% of the operating expenses attributable to the stores.

Roshco Acquisition

In August 1998, the Company acquired all of the outstanding common stock of Roshco, Inc. ("Roshco"), a privately held bakeware and baking-related products distributor, located in Chicago, Illinois. Roshco markets its bakeware and baking-related products under the Roshco and Baker's Advantage trade names, and its revenues were approximately $10 million in 1997. The purchase price consisted of an initial cash payment of $5.0 million and notes payable of $1.5 million. In 1999 the Company paid $500,000 for the first note payable. The Company is also obligated to make additional payments based on annual sales volume for bakeware and baking-related products for a period of two years. In 1999 the Company paid approximately $416,000 for the first year. The Company also assumed bank debt of $2.6 million that was paid on the acquisition date.

Revere Agreement

In October 1998, the Company entered into a licensing agreement with Corning Consumer Products Company. This agreement allows the Company to design and market cutlery and cutting boards under the Reverer trademark in the United States and Canada. Shipments of products under the Reverer name began in the first halfsecond quarter of 1999.

Prestige Acquisition

In September 1999, the Company acquired 51% of the capital stock of Prestige Italiana, Spa. ("Prestige Italy") and Prestige Haushaltswaren GmbH ("Prestige Germany") (together, the "Prestige Companies") for approximately $1.3 million in cash.
Meyer Corporation will continue to own 49% of the Prestige Companies.

The Prestige Companies market and distribute kitchen tools, gadgets, cutlery and bakeware under the Prestiger trade name in Italy and Germany. For the twelve months ended August 31, 1999, the Prestige Companies recorded net revenues of approximately $10 million.

Salton Agreement

Effective January 1, 2000, the Company entered into an agreement with Salton Inc., regarding the operation of the Company's Farberware retail outlet stores. Pursuant to the agreement, the Company continues to own and operate the Farberware retail outlet stores, which the Company acquired in 1996, and Salton Inc., the licensed manufacturer of Farberware branded electric products, assumes responsibility for merchandising and stocking electric products in the stores. Salton Inc. receives all revenue from sales of Farberware electric, occupies 20% of the space in each store and reimburses the Company for 20% of the operating expenses attributable to the stores.

Products

The Company designs, markets and distributes a broad range of household cutlery, kitchenware, cutting boards and bakeware, marketing its products under various trade names including Farberwarer, Hoffritzr, Prestiger, Bakers Advantager and Reverer.

Cutlery

The Company markets and distributes household cutlery under a variety of trade names including Farberwarer, Hoffritzr, Reverer and Tristarr. Cutlery is sold individually, in blister packages, boxed sets and in sets fitted into wooden counter blocks, resin carousels and stainless carousels.

Cutlery is generally shipped as individual pieces from overseas manufacturers to the Company's warehouse facilities in central New Jersey. This permits the Company to configure the quantity, style and contents of cutlery sets to meet customer requirements as to product mix and pricing. The sets are then assembled and packaged for shipment to customers.

Kitchenware

The Company sells over 2,750 kitchenware items under various trade names including Farberwarer, Hoffritzr, Hoanr, Prestiger, Smart Choice and Pillsbury. The kitchenware items are manufactured to the Company's specifications outside the United States and are generally shipped fully assembled. These items are typically packaged on a card which can be mounted for sale on racks at the retailers' premises for maximum display visibility. Products include the following:

Kitchen Tools and Gadgets

Food preparation and serving tools such as metal, plastic and wooden spoons, spatulas, serving forks, graters, strainers, ladles, shears, vegetable and fruit knives, juicers, pizza cutters, pie servers, and slicers;

Barbecue accessories, in sets and individual pieces, featuring such items as spatulas, tongs, forks, skewers, hamburger and fish grills, brushes, corn holders, food umbrellas, and nut and lobster crackers;

Green Giantr, vegetable-related kitchen accessories incorporating the Green Giantr character, including items such as peelers, can openers, kitchen hooks, magnets, spoons, steamers and strainers.

Impulse Purchase Products

J-Hook and Clip Strip merchandising systems which enable the Company to create additional selling space in the stores. The line consists of a variety of quality, novelty items designed to trigger impulse buying. This line is targeted towards supermarkets and mass merchants.

Cutting Boards

The Company designs, markets and distributes a full range of cutting boards made of polyethylene, wood, glass and acrylic. All cutting boards except for glass are imported. Glass cutting board blanks are purchased domestically and are finished and packaged in the Company's warehouse facilities in central New Jersey. Boards are also packaged with cutlery items and kitchen gadgets.

Bakeware

The Company designs, markets and distributes a variety of bakeware and baking related products.

This product line includes baking, measuring, and rangetop products such as cookie sheets, muffin, cake and pie pans, drip pans, bake, roast and loaf pans, scraper sets, whisks, cutters, rolling pins, baking shells, baking cups, measuring devices, thermometers, timers, pizza stones, fondues, woks, ceramics and coasters. These items are manufactured to the Company's specifications outside the United States and are generally shipped fully assembled. The Company also began to design, market and distribute selected items of this product line under the trade names of Hoffritzr and Farberwarer in the first half of 1999.

The Company also distributes bakeware under a license from Pillsbury, one of America's best known brands of baking accessories, featuring the Poppin-FreshT logo on such items as pastry brushes, spatulas, whisks, spoon and cup sets, cookie cutters, mixing spoons and magnets.

New Products

The Company has a design and development department consisting of 14 employees who create new products, packaging and merchandising concepts. In excess of 450 items were developed or remodeled in 1999, including the following:

Hoffritz: Introduction of a new line of professional bakeware, fondue sets and numerous additions to the kitchenware product line line.in 1999.

Cutlery: Introduction of Reverer cutlery and Farberwarer Walnut Millenium knife block sets and open stock cutlery.

Gadgets: Introduction of Farberwarer and Roshcor 100 piece cookie cutter sets, metal cleaning polishes and expansion of the Millenium line of kitchen tools and accessories.

Bakeware: Introduction of Pillsbury non stick bakeware line, Roshcor ceramic bakeware and Roshcor clay bakers.

Sources of Supply

The Company sources its products from approximately 40 manufacturers located primarily in the Far East, including the People's Republic of China and Malaysia, and to a smaller extent in the United States, India, France, Indonesia, Taiwan, Thailand and Italy. A majority of its cutlery was purchased from three suppliers in 1999 who accounted for 47%, 26% and 17% of the total purchases and from five suppliers in 1998 who accounted for 29%, 24%, 18%, 13% and 10% of the total purchases, respectively. An interruption of supply from any of these manufacturers could have an adverse impact on the Company's ability to fill orders on a timely basis. However, the Company believes other manufacturers with whom the Company does business would be able to increase production to fulfill the Company's requirements.

The Company's policy is to maintain a large inventory base and, accordingly, it orders products substantially in advance of anticipated time of sale to its customers. While the Company does not have any long-term formal arrangements with any of its suppliers, in certain instances, particularly in the manufacture of cutlery, the Company places firm commitments for products up to twelve months in advance of receipt of firm orders from customers. Lifetime's arrangements with most manufacturers allow for flexibility in modifying the quantity, composition and delivery dates of each order. Excluding the Prestige Companies, all purchase orders are in United States dollars. The Prestige Companies purchase orders are in their local currency.

Marketing

The Company markets its product lines directly through its own sales force and through a network of independent sales representatives. The Company's products are sold primarily in the United States to approximately 1,000 customers including national retailers, department store chains, mass merchant retail and discount stores, supermarket chains, warehouse clubs, direct marketing companies, specialty chains and through other channels of distribution. During the years ended December 31, 1999, 1998 and 1997, Walmart accounted for approximately 14% ,17% and 15% of net sales, respectively. No other customer accounted for 10% or more of the Company's net sales during 1999, 1998 and 1997.

Competition

The markets for household cutlery, kitchenware, cutting boards and bakeware are highly competitive and include numerous domestic and foreign competitors, some of which are larger than the Company. The primary competitive factors in selling such products to retailers are consumer brand name recognition, quality, packaging, breadth of product line, distribution capability, prompt delivery and price to the consumer.

Patents and Trademarks

The Company uses a number of owned trademarks, primarily Hoffritzr, Tristarr and Hoanr, as well as Farberwarer which is licensed under a 200 year royalty-free agreement, which the Company considers significant to its competitive position. Some of these trademarks are registered in the United States and others have become distinctive marks as to which the Company has acquired common law rights. The Company also has licensed trademarks from The Pillsbury Company and Corning Consumer Products Company which it uses in its business. The Company also owns several design and utility patents expiring from 2000 to 2017 on the overall design of some of its products. The Company also acquired patents, trademarks and copyrights as part of the Hoffritzr purchase and Roshco acquisition, that expire from 2000 to 2022. The Company believes that the expiration of any of its patents would not have a material adverse effect on its business.

Seasonality

Although the Company sells its products throughout the year, the Company has traditionally had higher net sales during its third and fourth quarters. During 1999, the Company experienced problems with the installation of a new warehouse management system that negatively impacted its ability to make shipments primarily in the first and third quarters which impacted the normal seasonality of quarterly shipments. The following table sets forth the quarterly net sales for the years ended December 31, 1999, 1998 and 1997:

Net Sales (in thousands)

	1st Quarter	2nd Quarter	3rd Quarter	4th Quarter
1999	$17,800	$26,900	$23,000	$39,100
1998	21,900	24,200	31,300	39,400
1997	21,100	22,100	24,500	32,300

Backlog

Lifetime receives projections on a seasonal basis from its principal customers; however, firm purchase orders are most frequently placed on an as needed basis. The Company's experience has been that while there may be some modifications of customers' projections, the Company is able, with some degree of certainty, to predict its product needs.

Lifetime's backlog at December 31, 1999 and 1998 was $9,802,000 and $4,227,000 respectively. The Company expects to fill the 1999 backlog during 2000. The Company does not believe that backlog is indicative of its future results of operations or prospects. Although the Company seeks commitments from customers well in advance of shipment dates, actual confirmed orders are typically not received until close to the required shipment dates.

Employees

As of December 31, 1999, Lifetime had 685 685 full-time employees, of whom 5 were employed in an executive capacity, 51 in sales, marketing, design or product development, 58 in financial, administrative or clerical capacities, 286 in warehouse or distribution capacities and 239 were outlet store personnel. Prestige Italy had 19 employees and Prestige Germany had 27 employees. None of the Company's employees are represented by a labor union. The Company considers its employee relations to be good.

ITEM 2. PROPERTIES

The following table describes the facilities at which the Company operates its business:

Description/Use of Property	Location	Approximate Square Footage	Owned or Leased	Lease Expiration Date
Corporate headquarters and outlet store	Westbury, New York York	47,000	Owned	N/A
Warehouse and distribution facility	Dayton, New Jersey	305,000	Leased	1/31/01
Warehouse and distribution facility	Dayton, New Jersey	136,000	Leased	1/31/01
Warehouse and distribution facility	Cranberry, New Jersey	152,000	Leased	6/30/04
Showroom	Bentonville, Arkansas	1,000	Leased	3/31/02
Sales office	Chicago, Illinois	1,000	Leased	12/31/03
Prestige Italy office, warehouse and distribution facility	Milan, Italy	26,000	Owned	N/A
Prestige Germany office, warehouse and distribution facility	Solingen Germany	24,000	Leased	3/31/01

In 1999, the Company built a 5,000 square foot addition onto its corporate headquarters to house a new outlet store.

Aside from the properties listed above, the Company's Outlet Store subsidiary leases approximately 55 stores in retail outlet centers located in 24 states throughout the United States. The square footage of the stores range from approximately 2,000 square feet to 5,000 square feet. The terms of these leases range from three to five years with expiration dates beginning in February 2000 and extending through December 2005.

The Company is designing a new distribution center, which it expects to commence leasing in the second half of 2001.

ITEM 3. LEGAL PROCEEDINGS

The Company is, from time to time, a party to litigation arising in the normal course of its business. The Company believes that there are currently no material legal proceedings the outcome of which would have a material adverse effect on the Company's financial position or its results of operations.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

Not applicable.

PART II

ITEM 5. MARKET FOR THE REGISTRANT'S COMMON STOCK AND RELATED STOCKHOLDER MATTERS

The Company's Common Stock is traded under the symbol "LCUT" on The Nasdaq National Market ("Nasdaq") and has been since its initial public offering in June 1991. In December 1999, the Board of Directors of the Company authorized a repurchase of up to 1,000,000 of its outstanding common shares. Through December 31, 1999, 782,500 common shares were repurchased and through February 29, 2000, an aggregate of 799,400 common shares were repurchased.

The following table sets forth the high and low sales prices for the Common Stock of the Company for the fiscal periods indicated as reported by Nasdaq.

	1999		1998	
	High	Low	High	Low
First Quarter	$10.88	$9.38	$11.50	$9.25
Second Quarter	$10.38	$7.25	$12.56	$9.75
Third Quarter	$10.13	$7.25	$11.25	$8.00
Fourth Quarter	$7.38	$4.78	$11.75	$8.00

At December 31, 1999, the Company estimates that there were approximately 1,000 beneficial holders of the Common Stock of the Company.

The Company paid quarterly cash dividends of $0.0625 per share or a total annual cash dividend of $0.25 per share on its Common Stock in each of 1999 and 1998. The Board of Directors currently intends to maintain quarterly cash dividends of $0.0625 per share of Common Stock for the foreseeable future, although the Board may in its discretion determine to modify or eliminate such dividend at any time.

ITEM 6. SELECTED FINANCIAL DATA

The selected financial data set forth below for the five years in the period ended December 31, 1999 have been derived from the audited financial statements of the Company. The data for 1997 through 1999 should be read in conjunction with "Item 7 - Management's Discussion and Analysis of Financial Condition and Results of Operations" and the audited financial statements and related notes thereto included elsewhere herein.

(in thousands except per share data)

Year Ended December 31,

Year Ended December 31,

	1999	1998	1997	1996	1995
INCOME STATEMENT DATA:					
Net sales	$106,761	$116,746	$100,021	$98,426	$80,495
Cost of sales	57,979	60,507	51,419	50,528	43,531
Gross profit	48,782	56,239	48,602	47,898	36,964
Selling, general and administrative expenses	42,250	35,306	33,114	31,915	25,397
Income from operations	6,532	20,933	15,488	15,983	11,567
Interest expense	281	203	76	671	401
Other income, net	(532)	(200)	(149)	(100)	(148)
Income before income taxes	6,783	20,930	15,561	15,412	11,314
Income taxes	2,822	8,372	6,000	6,060	4,387

Net income	$3,961	$12,558	$9,561	$9,352	$6,927
Basic earnings per common share	$0.32	$1.00	$0.77	$0.75	$0.56
Weighted average shares - basic	12,572	12,570	12,459	12,395	12,465
Diluted earnings per common share	$0.31	$0.98	$0.75	$0.74	$0.54
Weighted average shares - diluted	12,671	12,843	12,720	12,676	12,753
Cash dividends paid per common share	$0.25	$0.25	$0.06	-	-

	December 31,				
	1999	1998	1997	1996	1995
BALANCE SHEET DATA:					
Current assets	$82,304	$72,265	$69,709	$61,884	$62,569
Current liabilities	27,688	13,925	12,051	13,213	13,836
Working capital	54,616	58,340	57,658	48,671	48,733
Total assets	116,384	105,072	92,957	84,772	75,756
Borrowings	8,073	-	-	1,000	4,600
Stockholders' equity	87,808	91,147	80,906	71,559	61,920

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

RESULTS OF OPERATIONS

The following table sets forth income statement data of the Company as a percentage of net sales for the periods indicated below.

	Year Ended December 31,		
	1999	1998	1997
Net sales	100.0%	100.0%	100.0%
Cost of sales	54.3	51.8	51.4
Gross profit	45.7	48.2	48.6
Selling, general and adm.expenses	39.6	30.2	33.1
Income from operations	6.1	18.0	15.5
Interest expense	0.3	0.2	0.1
Other income, net	(0.5)	(0.2)	(0.1)
Income before income taxes	6.3	18.0	15.5
Income taxes	2.6	7.2	6.0
Net income	3.7%	10.8%	9.5%

1999 COMPARED TO 1998

Net Sales

Net sales in 1999 were $106.8 million, a decrease of approximately $10.0 million, or 8.6% below 1998. The decrease in sales was attributable to problems issues experienced in our warehouse operations that resulted from the installation of a new warehouse management system in January 1999. The problems issues with the new warehouse management system negatively impacted the Company's ability to ship merchandise to its customers and in turn also caused inventory to increase well beyond the warehouse's efficient capacity. The Company believes that appropriate measures were taken to rectify these problems and that the system properly functioned at acceptable levels during the fourth quarter.

Gross Profit

Gross profit for 1999 was $48.8 million, 13.3% lower than 1998. Gross profit as a percentage of net sales decreased to 45.7% in 1999 as compared to 48.2% in 1998. This decrease was primarily attributable to an increase in reserves for slow moving and discontinued inventory and to an increase in accruals for sales returns and allowances.

Selling, General and Administrative Expenses

Selling, general and administrative expenses for 1999 were $42.3 million, an increase of $6.9 million, or 19.7%, over 1998. The increase in selling, general and administrative expenses was primarily attributable to increased warehouse personnel expenses and warehouse operating expenses, incremental selling, general and administrative expenses related to the Prestige Companies acquired in September 1999, increased software consulting expenses and accruals for customer chargebacks related to the problems issues associated with the installation of the new warehouse management system.

Interest Expense

Interest expense for 1999 was $281,000, an increase of $78,000 from 1998. This increase was due attributable to increased borrowings under the Company's line of credit during 1999, primarily due to lower sales and earnings in the first three quarters of 1999 as compared to 1998.

1998 COMPARED TO 1997

Net Sales

Net sales in 1998 were $116.7 million, an increase of $16.7 million, or 16.7%, over 1997. The acquisition of Roshco completed in August 1998 added $6.0 million to net sales for the year. Excluding the impact of Roshco product sales, net sales for the Company grew 10.7%. This sales growth was due principally to increased shipments of Hoffritz and Farberware branded products, partially offset by lower sales of non-branded products.

Net sales of Farberwarer outlet stores were $8.0 million in 1998 as compared to $8.6 million in 1997, reflecting the restructuring of the operations of the outlet stores, which became effective in the third quarter of 1997 pursuant to an agreement with the Meyer Corporation. Under the agreement, the Company continued to own and operate the Farberwarer retail outlet stores, and Meyer Corporation, the licensed manufacturer of Farberwarer branded cookware products, assumed responsibility for merchandising and stocking cookware products in the stores. As a result, Meyer Corporation received all revenue from sales of cookware and was responsible for 52.0% of the operating expenses, as defined, attributable to the stores.

Gross Profit

Gross profit for 1998 was $56.2 million, an increase of 15.7% over 1997. Gross profit as a percentage of net sales decreased slightly to 48.2% in 1998 as compared to 48.6% in 1997, primarily as a result of the addition of the Roshco product sales which carried lower gross profit margins as compared to the Company's other product sales.

Selling, General and Administrative Expenses

Selling, general and administrative expenses for 1998 were $35.3 million, an increase of $2.2 million or 6.6% from 1997. Selling, general and administrative expenses for the Farberware outlet stores decreased by $810,000, reflecting the restructuring of the operations of the outlet stores. Excluding the expenses related to the outlet stores and those associated with Roshco, selling, general and administrative expenses in the Company's core business increased by 6.1%. The higher dollar expenses were primarily attributable to increased selling, warehousing and distribution expenses related to the higher sales volume, offset by decreased bad debt expense. These expenses as a percentage of net sales decreased to 29.5% in 1998 as compared to 31.2% in 1997.

Interest Expense

Interest expense for 1998 was $203,000, an increase of $127,000 from 1997. This increase was due to increased borrowings under the Company's line of credit during 1998, primarily to finance the Roshco acquisition in August 1998. All borrowings under the Company's line of credit were repaid by December 31, 1998.

LIQUIDITY AND CAPITAL RESOURCES

At December 31, 1999, the Company had cash and cash equivalents of $1.6 million, a decrease of $7.9 million from the prior year, working capital was $54.6 million, a decrease of $3.7 million from 1998, and the current ratio was 3.0 to 1.

Cash used by operating activities was approximately $2.1 million, primarily the result of increased accounts receivable and increased merchandise inventories, offset by net income and increased accrued expenses. The increased accounts receivable was a result of higher sales in November and December of 1999 as compared to the comparable periods in 1998. Inventories increased as a result of lower than expected shipments in the third quarter due to problems with the warehouse management system. Cash used in investing activities was approximately $9.1 million, which was primarily used for the repurchase of common stock, purchases of fixed assets and the acquisition of the Prestige Companies. Cash provided by financing activities was approximately $3.3 million, which included increased short term borrowings of $6.4 million offset by the payment of dividends of $3.1 million.

Capital expenditures were $2.6 million in 1999 and $3.8 million in 1998. Capital expenditures for 1999 consisted primarily of the new warehouse management system, machinery and equipment for use in the warehouse and the construction of an outlet store that is attached to the corporate headquarters. Total planned capital expenditures for 2000 are estimated at $2.2 million. These expenditures are primarily for equipment in the warehouse and distribution facilities. These expenditures are expected to be funded from current operations, cash and cash equivalents and, if needed, short term borrowings.

In September 1999, the Company acquired 51% of the capital stock of Prestige Italy and Prestige Germany for approximately $1.3 million. Also pursuant to the acquisition agreement, the Company infused $510,000 of capital into the Prestige Companies.

The Company has available anan unsecured $25,000,000 $25,000,000 line of credit with a bank (the "Line") which may be used for revolving credit loans or letters of credit. Borrowings made under the Line bear interest payable daily at a negotiated short term borrowing rate. The effective interest rate at December 31, 1999 was 6.875%. As of December 31, 1999, the Company had $5,267266,000 of letters of credit and trade acceptances outstanding and $6,7006,700,000 of borrowings under the Line and, as a result, the availability under the Line was $13,033,000034,000. The Line is cancelable by either party at any time.

In addition to the Line above, the Prestige Companies have three lines of credit with three separate banks for a total available credit facility of approximately $1.8 million. As of December 31, 1999, the Prestige Companies had borrowings of approximately $1.4 million against these lines. Interest rates on these lines of credit range from 3.6% to 7%.

Products are sold to retailers primarily on 30-day credit terms, and to distributors primarily on 60-day credit terms. As of December 31, 1999, the Company had an aggregate of $2.4 5 million of accounts receivable outstanding in excess of 60 days or approximately 9.90% of gross receivables, and had inventory of $54.0 million.

The Company believes that its cash and cash equivalents plus internally generated funds and its credit arrangements will be sufficient to finance its operations for the next twelve months.

The results of operations of the Company for the periods discussed have not been significantly affected by inflation or foreign currency fluctuation. The Company negotiates predominantly all of its purchase orders with its foreign manufacturers in United States dollars. Thus, notwithstanding any fluctuation in foreign currencies, the Company's cost for any purchase order is not subject to change after the time the order is placed. However, the weakening of the United States dollar against local currencies could lead certain manufacturers to increase their United States dollar prices for products. The Company believes it would be able to compensate for any such price increase.

Impact of Year 2000

In prior years, the Company has discussed the nature and progress of its plans to become Year 2000 computer compliant. In early 1999 the Company completed installation of a new financial accounting reporting system and a separate new warehouse management system. As a result of those two installations, the Company experienced no significant disruptions in mission critical information technology and non-information technology systems and believes those systems successfully responded to the Year 2000 date change. The Company is not aware of any material problems resulting from Year 2000 issues, either with its products, its internal systems, or the products and services of third parties. The Company will continue to monitor its mission critical computer applications and those of its suppliers and vendors throughout the year 2000 to ensure that any latent Year 2000 matters that may arise are addressed promptly.

The Company believes that its cash and cash equivalents
plus internally generated funds and its credit
arrangements will be sufficient to finance its operations

for the next twelve months.

The results of operations of the Company for the periods discussed have not been significantly affected by inflation or foreign currency fluctuation. The Company negotiates predominantly all of its purchase orders with its foreign manufacturers in United States dollars. Thus, notwithstanding any fluctuation in foreign currencies, the Company's cost for any purchase order is not subject to change after the time the order is placed. However, the weakening of the United States dollar against local currencies could lead certain manufacturers to increase their United States dollar prices for products. The Company believes it would be able to compensate for any such price increase.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

The Financial Statements are included herein commencing on page F-1.

The following is a summary of the quarterly results of operations for the years ended December 31, 1999 and 1998.

	Three Months Ended			
	3/31	6/30	9/31	12/31
	(in thousands, except per share data)			
1999				
Net sales	$17,817	$26,903	$22,950	$39,091
Cost of sales	9,164	13,525	12,254	23,036
Net income	257	2,664	393	647
Basic earnings per common share	$0.02	$0.21	$0.03	$0.05
Diluted earnings per common share	$0.02	$0.21	$0.03	$0.05
1998				
Net sales	$21,868	$24,184	$31,313	$39,382
Cost of sales	11,472	12,171	16,003	20,861
Net income	1,911	2,318	3,694	4,636
Basic earnings per common share	$0.15	$0.18	$0.29	$0.37
Diluted earnings per common share	$0.15	$0.18	$0.29	$0.36

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE.

None.

PART III

ITEM 10. DIRECTORS AND EXECUTIVE OFFICERS OF THE REGISTRANT

The following table sets forth certain information concerning the Executive Officers and Directors of the Company:

Name	Age	Position	Director or Executive Officer of Company or Its Predecessor Since
Milton L. Cohen	71	Chairman of the Board of Directors and Chief Executive officer	1958
Jeffrey Siegel	57	President and Director	1967
Craig Phillips	50	Vice-President-Distribution Secretary and Director	1973
Robert McNally	53	Vice-President-Finance and Treasurer	1997
Bruce Cohen	41	Executive Vice President and Director	1998
Ronald Shiftan	55	Director	1991
Howard Bernstein	79	Director	1992

Mr. Milton L. Cohen has been continuously employed by the Company in his present capacity since 1958.

Mr. Siegel has been continuously employed by the Company in his present capacity since 1999. Prior thereto Mr. Siegel was Executive Vice President of the

Company since 1967.

Mr. Phillips has been continuously employed by the Company in his present capacity since 1981.

Mr. McNally has been continuously employed by the Company in his present capacity since October 1997. Mr. McNally, was formerly Senior Vice President - Finance for Cybex International, Inc., (formerly Lumex, Inc.), a manufacturer and distributor of healthcare products and fitness equipment. Mr. McNally held that position for 15 years prior to joining the Company.

Mr. Bruce Cohen was elected a Director for the first time in 1998 and has been continuously employed by the Company in his present capacity since 1999. Prior thereto Mr. Bruce Cohen was a Vice President - National Sales Manager for the Company since 1991.

Mr. Shiftan has served as Deputy Executive Director of The Port Authority of New York & New Jersey since September 1998. Prior to becoming Deputy Executive Director of the Port Authority of New York & New Jersey, he had, since 1996, been Chairman of Patriot Group, LLC, a financial advisory firm. Prior thereto, Mr. Shiftan held executive management positions in venture capital, investment banking and financial advisory firms.

Mr. Bernstein has been a member of the Certified Public Accounting firm, Cole, Samsel & Bernstein LLC (and its predecessors) for approximately forty-eight years.

Milton L. Cohen is the father of Bruce Cohen.

Jeffrey Siegel and Craig Phillips are cousins.

The Board of Directors has an audit committee, both of whose members are independent directors.

The directors and officers of the Company are elected annually by the stockholders and Board of Directors of the Company, respectively. Directors serve until the next annual meeting of the stockholders or until their successors have been elected and qualified or until their earlier resignation or removal. Officers are elected at the first Board of Directors meeting following the annual stockholders meeting and serve at the pleasure of the Board of Directors.

Directors who are not employees of the Company will receive a retainer of $5,000 per year, an additional fee of $1,000 for each Board meeting attended, plus reimbursement of reasonable out-of-pocket expenses. Directors who are employees of the Company do not receive compensation for serving as directors or attending meetings. The Company has entered into indemnification agreements with the directors and officers of the Company.

ITEM 11. EXECUTIVE COMPENSATION

There is hereby incorporated by reference the information to appear under the caption "Executive Compensation" in the Company's definitive Proxy Statement for its 2000 Annual Meeting of Stockholders.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

There is hereby incorporated by reference the information to appear under the caption "Principal Stockholders" in the Company's definitive Proxy Statement for its 2000 Annual Meeting of Stockholders.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

There is hereby incorporated by reference the information to appear under the caption "Certain Transactions" in the Company's definitive Proxy Statement for its 2000 Annual Meeting of Stockholders.

PART IV

ITEM 14. EXHIBITS, FINANCIAL STATEMENT SCHEDULES AND REPORTS ON FORM 8-K

(a)(1) and (2) - see list of Financial Statements and Financial Statement Schedule on F-1.

(b) Reports on Form 8-K in the fourth quarter of 1999.

None.

(c) Exhibits*:

Exhibit No.	Description
3.1	Restated Certificate of Incorporation of the Company (incorporated herein by reference to Exhibit 3[a] to Form S-1 [No. 33-40154] of Lifetime Hoan Corporation).
3.2	Amendment dated June 9, 1994 to the Restated Certificate of Incorporation of the Company (incorporated herein by reference to the December 31, 1994 Form 10-K [No. 1-19254] of Lifetime Hoan Corporation).

Exhibit No.	Description
3.3	By-Laws of the Company (incorporated herein by reference to Exhibit 3[b] to Form S-1 [No. 33-40154] of Lifetime Hoan Corporation).
10.1	Loan Agreement dated as of May 11, 1988 with Bank of New York, as amended (incorporated by Reference to Exhibit 10[d] to Form S-1 [No. 33-40154] of Lifetime Hoan Corporation).
10.2	Amendment No. 6 dated as of March 5, 1992 between Lifetime Hoan Corporation and The Bank of New York (incorporated by reference to the December 31, 1991 Form 10-K [No. 1-19254] of Lifetime Hoan Corporation).
10.3	Stock Option Plan for key employees of Lifetime Hoan Corporation, as amended June 9, 1994 (incorporated by reference to the December 31, 1994 Form 10-K [No. 1-19254] of Lifetime Hoan Corporation).
10.4	Promissory notes dated December 17, 1985 of Milton L. Cohen, Jeffrey Siegel, Craig Phillips and Robert Phillips, as amended (incorporated by reference to Exhibit 10[f] to Form S-1 [No. 33-40154] of Lifetime Hoan Corporation).
10.5	Lease to Dayton, New Jersey premises dated August 20, 1987 and amendment between the Company and Isaac Heller (incorporated by reference to Exhibit 10[h] to Form S-1 [No. 33-40154] of Lifetime Hoan Corporation).
10.6	License Agreement dated December 14, 1989 between the Company and Farberware, Inc. (incorporated by reference to Exhibit 10[j] to Form S-1 [No. 33-40154] of Lifetime Hoan Corporation).
10.7	License Agreement dated as of April 19, 1991 between the Company and The Pillsbury Company (incorporated by reference to Exhibit 10[m] to Form S-1 [No. 33-40154] of Lifetime Hoan Corporation).
10.8	Real Estate Sales Agreement dated October 28, 1993 between the Company and The Olsten Corporation (incorporated by reference to the December 31, 1993 Form 10-K [No. 1-19254] of Lifetime Hoan Corporation).
10.9	Amendment to the Real Estate Sales Agreement dated September 26, 1994 between the Company and The Olsten Corporation. (incorporated by reference to the December 31, 1995 Form 10-K [No. 1-19254] of Lifetime Hoan Corporation).
10.10	Lease to additional Dayton, New Jersey premises dated December 7, 1994. (incorporated by reference to the December 31, 1995 Form 10-K [No. 1-19254] of Lifetime Hoan Corporation).
10.11	License Agreement dated December 21, 1995 between the Company and The Walt Disney Company.
10.12	Memorandum of purchase dated September 18, 1995 between the Company and Alco Capital Group, Inc. (incorporated by reference to the September 30, 1995 Form 10-Q [No. 1-19254] of Lifetime Hoan Corporation).
10.13	Registration Rights Agreement dated September 18, 1995 between the Company and Alco Capital Group, Inc. (incorporated by reference to the September 30, 1995 Form 10-Q [No. 1-19254] of Lifetime Hoan Corporation).

Exhibit No.	Description
10.14	Amendment No. 1 dated September 26, 1995 to the Lease for the additional Dayton, New Jersey premises. (incorporated by reference to the September 30, 1995 Form 10-Q [No. 1-19254] of

Lifetime Hoan Corporation).

10.15 Form of Extension Agreement dated as of December 15, 1995 between Milton L. Cohen and Lifetime Hoan Corporation (incorporated by reference to the January 8, 1996 Form 8-K [No. 1-19254] of Lifetime Hoan Corporation).

10.16 Form of Extension Agreement dated as of December 15, 1995 between Jeffrey Siegel and Lifetime Hoan Corporation (incorporated by reference to the January 8, 1996 Form 8-K [No. 1-19254] of Lifetime Hoan Corporation).

10.17 Form of Extension Agreement dated as of December 15, 1995 between Craig Phillips and Lifetime Hoan Corporation (incorporated by reference to the January 8, 1996 Form 8-K [No. 1-19254] of Lifetime Hoan Corporation).

10.18 Asset Purchase Agreement by and between Farberware, Inc., Far-b Acquisition Corp., Syratech Corporation and Lifetime Hoan Corporation, dated February 2, 1996.

10.19 Joint Venture Agreement by and among Syratech Corporation, Lifetime Hoan Corporation and Far-b Acquisition Corp., dated February 2, 1996.

10.20 Employment Agreement dated April 7, 1996 with Milton L. Cohen (incorporated by reference to the March 31, 1996 10-Q).

10.21 Employment Agreement dated April 7, 1996 with Jeffrey Siegel (incorporated by reference to the March 31, 1996 10-Q).

10.22 Employment Agreement dated April 7, 1996 with Craig Phillips (incorporated by reference to the March 31, 1996 10-Q).

10.23 Lifetime Hoan 1996 Incentive Stock Option Plan (incorporated by reference to the March 31, 1996 10-Q).

10.24 Lifetime Hoan 1996 Incentive Bonus Compensation Plan (incorporated by reference to the March 31, 1996 10-Q).

10.25 Meyer Operating Agreement dated July 1, 1997 between Lifetime Hoan Corporation and Meyer Corporation and Amendment to Agreement dated July 1, 1998.

10.26 Jeffrey Siegel Employment Agreement Amendment No. 1, dated June 6, 1997

10.27 Milton L. Cohen Employment Agreement Amendment No. 1, dated June 6, 1997

10.28 Stock Purchase Agreement between Lifetime Hoan Corporation and Roshco, Inc. dated August 10, 1998.

10.29 Stock Purchase Agreement between Lifetime Hoan Corporation and Meyer International Holdings Limited and Prestige Italiana, SPA dated September 2, 1999.

10.30 Stock Purchase Agreement between Lifetime Hoan Corporation and Meyer International Holdings Limited and Prestige Haushaltswaren GmbH, dated September 2, 1999.

21 Subsidiaries of the registrant

23 Consent of Ernst & Young LLP.

27 Financial Data Schedule

*The Company will furnish a copy of any of the exhibits listed above upon payment of $5.00 per exhibit to cover the cost of the Company furnishing the exhibits.

(d) Financial Statement Schedules - the response to this portion of Item 14 is submitted as a separate section of this report.

FORM 10-K -- ITEM 14(a)(1) and (2)
LIFETIME HOAN CORPORATION

INDEX TO FINANCIAL STATEMENTS AND FINANCIAL STATEMENT SCHEDULE

The following Financial Statements and Schedule of Lifetime Hoan Corporation are included in Item 8.

The following financial statement schedule of Lifetime Hoan Corporation is included in Item 14 (d);

All other schedules for which provision is made in the applicable accounting regulation of the Securities and Exchange Commission are not required under the related instructions or are inapplicable, and therefore have been omitted.

REPORT OF INDEPENDENT AUDITORS

Stockholders and Board of Directors
Lifetime Hoan Corporation

We have audited the accompanying consolidated balance sheets of Lifetime Hoan Corporation as of December 31, 1999 and 1998 and the related consolidated statements of income, stockholders' equity, and cash flows for each of the three years in the period ended December 31, 1999. Our audits also included the financial statement schedule listed in the Index at Item 14(a). These consolidated financial statements and schedules are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements and schedule based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of Lifetime Hoan Corporation at December 31, 1999 and 1998, and the consolidated results of its operations and its cash flows for each of the three years in the period ended December 31, 1999, in conformity with accounting principles generally accepted in the United States. Also, in our opinion, the related financial statement schedule, when considered in relation to the basic financial statements taken as a whole, presents fairly in all material respects the information set forth therein.

Ernst & Young LLP

Melville, New York
February 1822, 2000

LIFETIME HOAN CORPORATION

CONSOLIDATED BALANCE SHEETS

(in thousands, except share data)

December 31,

ASSETS	1999	1998
CURRENT ASSETS		
Cash and cash equivalents	$1,563	$9,438
Accounts receivable, less allowances of $2,609 in 1999 and 1,527 in 1998	22,443	13,306
Merchandise inventories	54,046	44,938
Prepaid expenses	2,641	2,956
Deferred income taxes	1,257	397
Other current assets	354	1,230
TOTAL CURRENT ASSETS	82,304	72,265
PROPERTY AND EQUIPMENT, net	12,597	11,823
EXCESS OF COST OVER NET ASSETS ACQUIRED, net	10,756	9,316
OTHER INTANGIBLES, net	9,554	10,560
OTHER ASSETS	1,173	1,108
TOTAL ASSETS	$116,384	$105,072
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES		
Short-term borrowings	$8,073	$ --
Accounts payable and trade acceptances	5,553	2,706
Accrued expenses	13,691	10,263
Income taxes	371	956
TOTAL CURRENT LIABILITIES	27,688	13,925
MINORITY INTEREST	888	--
STOCKHOLDERS' EQUITY		
Common stock, $.01 par value, shares authorized: 25,000,000; shares issued and outstanding: 11,817,646 in 1999 and 12,588,264 in 1998	118	126
Paid-in capital	71,957	76,115
Retained earnings	16,671	15,859
Notes receivable for shares issued to stockholders	(908)	(908)
Deferred compensation	(30)	(45)
TOTAL STOCKHOLDERS' EQUITY	87,808	91,147
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$116,384	$105,072

See notes to consolidated financial statements.

LIFETIME HOAN CORPORATION

CONSOLIDATED STATEMENTS OF INCOME
(in thousands - except per share data)

	Year Ended December 31,			Year Ended December 31,
	1999	1998	1997	
Net Sales	$106,761	$116,746	$100,021	
Cost of Sales	57,979	60,507	51,419	
	48,782	56,239	48,602	
Selling, General and Admin. Expenses	42,250	35,306	33,114	
Income from Operations	6,532	20,933	15,488	
Interest Expense.................	281	203	76	
Other (Income), net	(532)	(200)	(149)	
Income Before Income Taxes	6,783	20,930	15,561	
Income Taxes................	2,822	8,372	6,000	
NET INCOME	$3,961	$12,558	$9,561	
BASIC EARNINGS PER COMMON SHARE	$0.32	$1.00	$0.77	
DILUTED EARNINGS PER COMMON SHARE	$0.31	$0.98	$0.75	

See notes to consolidated financial statements.

LIFETIME HOAN CORPORATION

CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(in thousands)

	Common Stock Shares	Amount	Paid-in Capital	Retained Earnings (Deficit)	Notes Receivable from stockholders	Deferred Compensation	Total
Balance at December 31, 1996	12,407	$124	$74,757	($2,337)	($908)	($77)	$71,559
Net income for 1997				9,561			9,561
Exercise of stock options	115	1	550				551
Amortization of deferred compensation						16	16
Cash dividends				(781)			(781)
Balance at December 31, 1997	12,522	125	75,307	6,443	(908)	(61)	80,906
Net income for 1998				12,558			12,558
Exercise of stock options	66	1	458				459
Grant of stock options			350				350
Amortization of deferred compensation						16	16
Cash dividends				(3,142)			(3,142)
Balance at December 31,1998	12,588	126	76,115	15,859	(908)	(45)	91,147
Net income for 1999				3,961			3,961
Exercise of stock options	12		92				92
Repurchase and retirement of common stock	(782)	(8)	(4,250)				(4,258)
Amortization of deferred compensation						15	15
Cash dividends				(3,149)			(3,149)
Balance at December 31,1999	11,818	$118	$71,957	$16,671	($908)	($30)	$87,808

See notes to consolidated financial statements.

LIFETIME HOAN CORPORATION

CONSOLIDATED STATEMENTS OF CASH FLOWS

(in thousands)

	Year Ended December 31,	Ended December 31,	
	1999	1998	1997
OPERATING ACTIVITIES			
Net income	$3,961	$12,558	$9,561
Adjustments to reconcile net income to net cash (used in)provided by operating activities:			
Depreciation and amortization	2,815	2,480	1,990
Deferred income taxes	(860)	42	579
Provision for losses on accounts receivable	640	444	2,112
Reserve for sales returns and allowances	5,838	3,683	3,533
Minority interest	162	-	-
Changes in operating assets and liablilites, excluding the effects of the Roshco, Inc. and Prestige acquisitions:			
Accounts receivable	(11,742)	(2,916)	(4,919)
Merchandise inventories	(7,203)	2,268	(5,946)
Prepaid expenses, other current assets and other assets	1,142	1,985	317
Accounts payable, trade acceptances and accrued expenses	3,633	(5,067)	618
Income taxes	(518)	417	(780)
NET CASH (USED IN) PROVIDED BY OPERATING ACTIVITIES	(2,132)	15,894	7,065
INVESTING ACTIVITIES			
Purchases of property and equipment, net	(2,552)	(3,777)	(2,255)
Purchase of marketable securities	(25)	(256)	-
Acquisition of Roshco, Inc.	(916)	(4,926)	-
Aquisition of Prestige Companies	(1,338)	-	-
Payment of note payable of acquired business	-	(2,587)	-
Sale of inventory to Meyer Corporation	-	-	3,100
Repurchase of common stock	(4,258)	-	-
NET CASH (USED IN) PROVIDED BY INVESTING ACTIVITIES	(9,089)	(11,546)	845
FINANCING ACTIVITIES			
Proceeds (payments) of short term			

borrowings, net	6,403	-	(1,000)
Proceeds from the exercise of stock options	92	459	551
Cash dividends paid	(3,149)	(3,142)	(781)
NET CASH PROVIDED BY (USED IN) FINANCING ACTIVITIES	3,346	(2,683)	(1,230)
(DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS	(7,875)	1,665	6,680
Cash and cash equivalents at beginning of year	9,438	7,773	1,093
CASH AND CASH EQUIVALENTS AT END OF YEAR	$1,563	$9,438	$7,773

See notes to consolidated financial statements.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 1999

NOTE A - SIGNIFICANT ACCOUNTING POLICIES

Organization and Business: The accompanying consolidated financial statements include the accounts of Lifetime Hoan Corporation ("Lifetime"), its wholly-owned subsidiaries, Outlet Retail Stores, Inc. ("Outlets") and Roshco, Inc. ("Roshco"), and its 51% owned and controlled subsidiaries, Prestige Italiana, Spa. ("Prestige Italy") and Prestige Haushaltswaren GmbH ("Prestige Germany") (together, the "Prestige Companies"), collectively, the "Company". Significant intercompany accounts and transactions have been eliminated in consolidation.

The Company is engaged in the design, marketing and distribution of household cutlery, kitchenware, cutting boards and bakeware, marketing its products under a number of trade names, some of which are licensed. The Company sells its products primarily to retailers throughout the United States and to consumers through its Outlets subsidiary.

Revenue Recognition: Revenue is recognized upon the shipment of merchandise.

Inventories: Merchandise inventories, principally finished goods, are priced by the lower of cost (first-in, first-out basis) or market method.

Property and Equipment: Property and equipment is stated at cost. Property and equipment other than leasehold improvements is being depreciated by the straight-line method over the estimated useful lives of the assets. Building and improvements are being depreciated over 30 years and machinery, furniture, and equipment over 5 to 7 years. Leasehold improvements are amortized over the term of the lease or the estimated useful lives of the improvements, whichever is shorter.

Cash Equivalents: The Company considers highly liquid instruments with a maturity of three months or less when purchased to be cash equivalents.

Use of Estimates: The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the amount reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

Excess of Cost Over Net Assets Acquired and Other Intangibles: Excess of cost over net assets acquired pursuant to acquisitions are being amortized by the straight-line method over periods ranging from 30 to 40 years. Accumulated amortization at December 31, 1999 and 1998 was $1,333,000 and $1,004,000, respectively.

Other intangibles consist of a royalty-free license, trademarks and brand names acquired pursuant to two acquisitions and are being amortized by the straight-line method over 30 years. Accumulated amortization at December 31, 1999 and 1998 was $1,506,000 and $1,116,000, respectively.

Long-Lived Assets: If there are indicators of impairment, the Company reviews the carrying value of its long-lived assets in determining the ultimate recoverability of their unamortized values using future undiscounted cash flow analyses.

Income Taxes: Income taxes have been provided using the liability method.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - continued

NOTE A - SIGNIFICANT ACCOUNTING POLICIES (continued)

Earnings Per Share: Basic earnings per share has been computed by dividing net income by the weighted average number of common shares outstanding of 12,572,000 in 1999, 12,570,000 in 1998 and 12,459,000 in 1997. Diluted earnings per share has been computed by dividing net income by the weighted average number of common shares outstanding, including the dilutive effects of stock options, of 12,671,000 in 1999, 12,843,000 in 1998 and 12,720,000 in 1997.

NOTE B - ACQUISITIONS AND LICENSES

Prestige Acquisition: In September 1999, the Company acquired 51% of the capital stock and controlling interest in each of Prestige Italy and Prestige Germany. The Company paid approximately $1.3 million for its majority interest in the Prestige Companies. This acquisition was accounted for using the purchase method and the Company recorded excess of cost over net assets acquired of $586,000.

Roshco Acquisition: In August 1998, the Company acquired all of the outstanding common stock of Roshco, Inc. ("Roshco"), a privately-held bakeware and baking-related products distributor. The purchase price consisted of an initial cash payment of $5.0 million and notes payable of $1.5 million. In 1999 the Company paid $500,000 for the first note payable. The Company is also obligated to make additional payments based on annual sales volume for bakeware and baking-related products for a period of two years. In 1999 the Company paid approximately $416,000 for the first year. The Company also assumed bank debt of $2.6 million that was paid on the acquisition date. This acquisition was accounted for using the purchase method and the Company recorded excess of cost over net assets acquired of $8,208,000.

Revere Licensing Agreement: In October 1998, the Company entered into a licensing agreement with Corning Consumer Products Company. This agreement allows the Company to design and market cutlery and cutting boards under the Reverer trademark in the United States and Canada. Shipments of products under the Reverer brand began in the second quarterfirst half of 1999.

NOTE C - LINE OF CREDIT

The Company has available an unsecured $25,000,000 line of credit with a bank (the "Line") which may be used for revolving credit loans or letters of credit. Borrowings made under the Line bear interest payable daily at a negotiated short term borrowing rate. The effective interest rate at December 31, 1999 was 6.875%. As of December 31, 1999, the Company had $5,266,000 of letters of credit and trade acceptances outstanding and $6,700,000 of borrowings under the Line and, as a result, the availability under the Line was $13,034,000. The Line is cancelable by either party at any time.

In addition to the Line above, the Prestige Companies have three lines of credits with three separate banks for a total available credit facility of approximately $1.8 million. As of December 31, 1999, the Prestige Companies had borrowings of approximately $1.4 million against these lines. Interest rates on these lines of credits range from 3.6% to 7%.

The Company paid interest of approximately $281,000, $203,000 and $76,000 during the years ended December 31, 1999, 1998 and 1997, respectively.

NOTE D - CAPITAL STOCK

Cash Dividends: The Company paid regular quarterly cash dividends of $0.0625 per share on its Common Stock, or a total annual cash dividend of $0.25, in 1999 and 1998. In 1997, the Company paid a quarterly cash dividend of $0.0625 in November. The Board of Directors currently intends to maintain a quarterly cash dividend of $0.0625 per share of Common Stock for the foreseeable future, although the Board may in its discretion determine to modify or eliminate such dividend at any time.

Common Stock Repurchase and Retirement: In December 1999, the Board of Directors of the Company authorized a repurchase of up to 1,000,000 of its outstanding common shares in the open market. Through December 31, 1999, 782,500 common shares were repurchased for $4,258,000.

Stock Option Plans: The Company has a Stock Option Plan (the "Plan") whereby options to purchase up to 1,500,000 shares of common stock may be granted to key employees of the Company, including directors and officers. The Plan authorizes the Board of Directors of the Company to issue incentive stock options as defined in Section 422A (b) of the Internal Revenue Code and stock options that do not conform to the requirements of that Section of the Code. All options expire on the tenth anniversary of the date of grant and vest over a range of up to five years, from the date of grant.

In June 1996, the stockholders of the Company approved the adoption of the Lifetime Hoan Corporation 1996 Incentive Stock Option Plan (the "ISO Plan"). The ISO Plan authorizes the granting of options to purchase up to 250,000 shares of common stock to officers of the Company and its subsidiaries. No individual officer may be granted options to purchase more than 175,000 shares of common stock. The ISO Plan authorizes the issuance of incentive stock options as defined in Section 422 of the Internal Revenue Code. All options expire on the fifth anniversary of the date of grant and vest in one year from the date of grant.

NOTE D - CAPITAL STOCK (continued)

The Company grants stock options for a fixed number of shares to employees with an exercise price equal to the fair value of the shares at the date of grant. The Company accounts for stock option grants in accordance with APB Opinion No. 25, "Accounting for Stock Issued to Employees" and related Interpretations because the Company believes the alternative fair value accounting provided for under FASB Statement No. 123, "Accounting for Stock-Based Compensation" requires use of option valuation models that were not developed for use in valuing employee stock options. Under APB 25, because the exercise price of the Company's employee stock options equals the market price of the underlying stock on the date of grant, no compensation expense is recognized.

Pro forma information regarding net income and earnings per share is required by Statement No. 123, and has been determined as if the Company has accounted for its employee stock options under the fair value method of that Statement. The fair value for these options was estimated at the date of grant using a Black-Scholes option pricing model with the following weighted-average assumptions: risk-free interest rates of 5.88%, 6.62% and 5.75% for 1999, 1998 and 1997, respectively; 4.68% dividend yield in 1999 and 2.50% dividends yield in both 1998 and 1997; volatility factor of the expected market price of the Company's common stock of 0.07 in 1999, 0.39 in 1998 and 0.54 in 1997; and a weighted-average expected life of the options of 5.1, 5.7 and 5.1 years in 1999, 1998 and 1997, respectively.

The Black-Scholes option valuation model was developed for use in estimating the fair value of traded options which have no vesting restrictions and are fully transferable. In addition, option valuation models require the input of highly subjective assumptions including the expected stock price volatility. Because the Company's employee stock options have characteristics significantly different from those of traded options, and because changes in the subjective input assumptions can materially affect the fair value estimate, in management's opinion, the existing models do not necessarily provide a reliable single measure of the fair value of its employee stock options.

For purposes of pro forma disclosures, the estimated fair value of the options is amortized to expense over the options' vesting period. The Company's pro forma information is as follows:

	Year Ended December 31,			31,
	1999	1998	1997	
Pro forma net income (in thousands)	$3,720	$12,148	$9,300	
Pro forma basic earnings per common share	$0.30	$0.97	$0.75	
Pro forma diluted earnings per common share	$0.29	$0.95	$0.73	

NOTE D - CAPITAL STOCK (continued)

A summary of the Company's stock option activity and related information for the years ended December 31 follows:

	1999		1998		1997	
	Options	Weighted-Average Exercise Price	Options	Weighted Average Exercise Price	Options	Weighted-Average Exercise Price
Balance-Jan 1,	1,041,545	$7.81	906,942	$6.95	868,963	$6.19
Grants	188,500	$5.71	222,000	$10.39	184,370	$9.26
Exercised	(11,882)	$6.70	(66,018)	$4.93	(114,737)	$5.10
Canceled	(8,998)	$8.07	(21,379)	$7.38	(31,654)	$6.12
Balance-DEC 31,	1,209,165	$7.49	1,041,545	$7.81	906,942	$6.95

The weighted average fair values of options granted during the years ended December 31, 1999, 1998 and 1997 were $0.44, $3.77 and $3.98, respectively.

The following table summarizes information about employees stock options outstanding at December 31, 1999:

Exercise Price	Options Outstanding	Options Exercisable	Weighted-Average Remaining Contractual	Weighted-Average Exercise Price-Options	Weighted-Average Exercise Price - Options Exercisable
$4.14 - $5.51	392,217	213,717	5.9 years	$5.03	$4.63
$6.39 - $8.41	325,237	249,965	4.7 years	$6.80	$6.64
$8.64 - $10.87	491,711	278,712	5.7 years	$9.91	$9.99
	1,209,165	742,394	5.5 years	$7.49	$7.32

In connection with the grant of certain options, the Company recorded, and is amortizing, deferred compensation.

In connection with the exercise of options under a stock option plan which has since expired, the Company received cash of $255,968 and notes in the amount of $903,712. The notes bear interest at 9% and are due no later than December 31, 2000.

NOTE E - INCOME TAXES

The provision for income taxes consists of (in thousands):

	Year Ended December 31,			December 31,
	1999	1998	1997	
Current:				
Federal	$2,941	$6,957	$4,443	
State and local	662	1,373	978	
Foreign - Prestige Companies	79	-	-	
Deferred	(860)	42	579	

Income tax provision	$2,822	$8,372	$6,000

Deferred income taxes reflect the net tax effects of temporary differences between the carrying amount of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. Significant components of the Company's net deferred tax assets are as follows (in thousands):

	December 31,	
	1999	1998
Merchandise inventories	$1,533	$973
Accounts receivable allowances	767	356
Depreciation and amortization	(1,043)	(927)
Other	-	(5)
	$1,257	$397

The provision for income taxes differs from the amounts computed by applying the applicable federal statutory rates as follows (in thousands):

	Year Ended December 31,			31,
	1999	1998	1997	
Provision for Federal income taxes at the statutory rate	$2,306	$7,116	$5,291	
Increases (decreases):				
State and local income taxes net of Federal income tax benefit	437	906	645	
Other	-	350	64	
Foreign taxes - Prestige Companies	79	-	-	
Provision for income taxes	$2,822	$8,372	$6,000	

The Company paid income taxes (net of refunds) of approximately $4,178,000, $7,809,000 and $6,258,000 during the years ended December 1999, 1998, and 1997, respectively.

NOTE F - COMMITMENTS

Operating Leases: The Company has lease agreements for its warehouse, showroom facilities and outlet stores which expire through October 31, 2004. These leases provide for, among other matters, annual base rent escalations and additional rent for real estate taxes and other costs.

Future minimum payments under non cancelable operating leases are as follows (in thousands):

Year ended December 31:	
2000	$4,571
2001	2,378
2002	1,596
2003	1,058
2004	485
	$ 10,088

Meyer Corporation reimbursed the Company 52.0% (as amended from 62.5% in July 1998) of the operating lease expenses of the outlet stores in 1999, which is not a sublease commitment. In 1999, 1998 and 1997, Meyer Corporation reimbursed approximately $1,856,000, $1,710,000 and $861,000, respectively, for operating lease expense to the Company.

Rental and related expenses on the operating leases were approximately $5,554,000, $4,715,000 and $4,281,000 for the years ended December 31, 1999, 1998 and 1997, respectively. Amounts for 1999, 1998 and 1997 are prior to the Meyer Corporation reimbursement described above.

The Company has issued a letter of credit of approximately $279,000 which is held by the landlord as security for its warehouse leases.

Royalties: The company has royalty licensing agreements which expire through December 31, 2002. Future minimum royalties are as follows (in thousands):

Year ended December 31:

2000	$1,170
2001	1,300
2002	1,000
	$3,470

NOTE F - COMMITMENTS (continued)

Employment Agreements: In April 1996, as amended in June 1997, the Company entered into employment agreements with its President and Executive Vice President, providing for annual salaries of $700,000 and $400,000 respectively, and for the payment of bonuses pursuant to the Company's 1996 Incentive Bonus Compensation Plan (the "Bonus Plan") (see below). The employment agreements continue through April 2000 and thereafter for additional periods of one year each unless terminated by either the Company or the executive.

In April 1997, the Company entered into an employment agreement with its Vice President- Distribution, which provides for a current annual salary of $200,000. The agreement expires April 6, 2000.

Incentive Bonus Compensation Plan: In April 1996, the Board of Directors adopted and in June 1996, the stockholders approved the Bonus Plan. The Bonus Plan provides for the award of a bonus, with respect to each of the ten fiscal years of the Company beginning with the 1996 fiscal year, to each of the President and the Executive Vice President of the Company. The bonus payable to each executive is an amount equal to 3.5% of pretax income, before any provision for executive compensation, stock options exercised during the year under the Company's 1991 Stock Option Plan and extraordinary items. During the years ended December 31, 1999, 1998 and 1997, the Company recorded annual compensation expense of approximately $600,000, $1.7 million and $1.2 million, respectively, pursuant to the Bonus Plan.

NOTE G - RELATED PARTY TRANSACTIONS

In connection with the Roshco acquisition (see note B), a director of the Company was paid $200,000 and received options to purchase 100,000 shares of common stock (at an exercise price of $10.63) as a financial advisory fee. The fair value of the options granted, which vested immediately, are was approximately $350,000.

NOTE H - RETIREMENT PLAN

The Company maintains a defined contribution retirement plan ("the Plan") for eligible employees under Section 401(k) of the Internal Revenue Code. Participants can make voluntary contributions up to a maximum of 15% of their salary. The Company made no contributions to the Plan in 1999, 1998 and 1997.

NOTE I - CONCENTRATION OF CREDIT RISK

The Company maintains cash and cash equivalents with various financial institutions.

Concentrations of credit risk with respect to trade accounts receivable are limited due to the large number of entities comprising the Company's customer base and their dispersion across the United States. The Company's accounts receivable are not collateralized. The Company periodically reviews the status of its accounts receivable and, accordingly, where considered necessary, establishes an allowance for doubtful accounts.

During the years ended December 31, 1999, 1998 and 1997, one customer accounted for approximately 14%, 17% and 15% of net sales, respectively.

NOTE J - OTHER

Property and Equipment:

Property and equipment consist of (in thousands):

	December 31,	
	1999	1998
Land	$842	$832
Building and improvements	6,381	4,649
Machinery, furniture and equipment	12,127	12,419
Leasehold improvements	34	28
	19,384	17,928
Less: accumulated depreciation and amortization	6,787	6,105
	$12,597	$11,823

Accrued Expenses:

Accrued expenses consist of (in thousands):

	December 31,	
	1999	1998
Commissions	$910	$439
Accrued customer allowances and rebates	3,889	3,285
Obligation to Meyer Corporation	1,277	985
Due to Roshco (See Note B)	1,378	1,732
Officer and employee bonuses	604	1,507
Accrued salaries and temps	1,055	132
Other	4,578	2,183
	$13,691	$10,263

NOTE J - OTHER (Continued)

Sources of Supply: The Company sources its products from approximately 40 manufacturers located primarily in the Far East, including the People's Republic of China and Malaysia, and to a smaller extent in the United States, India, France, Indonesia, Taiwan, Thailand and Italy. A majority of its cutlery was purchased from three suppliers in 1999 who accounted for 47%, 26% and 17% of the total purchases and from five suppliers in 1998 who accounted for 29%, 24%, 18%, 13% and 10% of the total purchases, respectively. An interruption of supply from any of these manufacturers could have an adverse impact on the Company's ability to fill orders on a timely basis. However, the Company believes other manufacturers with whom the Company does business would be able to increase production to fulfill the Company's requirements.

LIFETIME HOAN CORPORATION

Schedule II - Valuation and Qualifying Accounts

Lifetime Hoan Corporation

(in thousands)

COL. A	COL.B	COL.C	COL.D	COL.E
		Additions		
Description	Balance at Beginning of Period	Charged to Costs and Expenses	Deductions (Describe)	Balance at end of period
Year ended December 31, 1999				
Deducted from asset accounts:				
Allowance for doubtful Accounts.............	$420	$640	$975(a)	$85
Reserve for sales returns and allowances	1,107	5,838(c)	4,421(b)	2,524
	$1,527	$6,478	$5,396	$2,609
Year ended December 31, 1998				
Deducted from asset accounts:				
Allowance for doubtful accounts....................	$75	$444	$99(a)	$420
Reserve for sales returns and allowances......	776	3,683(c)	3,352(b)	1,107
	$851	$4,127	$3,451	$1,527
Year ended December 31, 1997				
Deducted from asset accounts:				
Allowance for doubtful accounts..........	$75	$2,112	$2,112(a)	$75
Reserve for sales returns and allowances......	716	3,533(c)	3,473(b)	776
	$791	$5,645	$5,585	$851

(a) Uncollectible accounts written off, net of recoveries.
(b) Allowances granted.
(c) Charged to net sales.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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

/s/ Milton Cohen
Milton L. Cohen
Chairman of the Board of Directors
(Principal Executive Officer)

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Milton Cohen Milton L. Cohen	Chairman of the Board of Directors (Principal Executive Officer)	March 30, 2000

/s/ Jeffrey Siegel

Jeffrey Siegel	President and Director	March 30, 2000

/s/ Craig Phillips

Craig Phillips	Vice-President - Distribution, Secretary and Director	March 30, 2000

/s/ Robert McNally

Robert McNally	Vice-President - Finance and Treasurer (Principal Financial and Accounting Officer)	March 30, 2000

/s/ Bruce Cohen

Bruce Cohen	Executive Vice-President and Director	March 30, 2000

/s/ Ronald Shiftan

Ronald Shiftan	Director	March 30, 2000

/s/ Howard Bernstein

Howard Bernstein	Director	March 30, 2000

Exhibit 21. Subsidiaries of the Registrant

Outlet Retail Stores, Inc.
Incorporated in the state of Delaware

Roshco, Inc.
Incorporated in the state of Illinois

Prestige Italiana, Spa.
Incorporated in the country of Italy

Prestige Haushaltswaren GmbH
Incorporated in the country of Germany

Exhibit 23. Consent of Ernst & Young LLPIndependent Auditors

We consent to the incorporation by reference in the Registration Statement (Form S-8 No. 33-51774) of Lifetime Hoan Corporation pertaining to the 1991 Stock Option Plan, of our report dated February 22, 2000, with respect to the consolidated financial statements and schedule of Lifetime Hoan Corporation included in the Annual Report (Form 10-K) for the year ended December 31, 1999.

Ernst & Young LLP

Melville, New York
March 30, 2000

Exhibit 27. Financial Data Schedule

Lifetime Hoan Corporation

Financial Data Schedule

Pursuant to Item 601(c) of Regulation S-K

This schedule contains summary financial information extracted from the financial statements included in the form 10-K for the twelve months ended December 31, 1999.
(in thousands)

Item Number	Item Description	Amount
5-02(1)	Cash and Cash Items	$ 1,563
5-02(2)	Marketable Securities	$ 25
5-02(3)(a)(1)	Notes and Accounts Receivable - Trade	$ 22,528
5-02(4)	Allowances for Doubtful Accounts	$ 85
5-02(6)	Inventory	$ 54,046
5-02(9)	Total Current Assets	$ 82,304
5-02(13)	Property, Plant and Equipment	$ 19,384
5-02(14)	Accumulated Depreciation	$ 6,787
5-02(18)	Total Assets	$ 116,384
5-02(21)	Total Current Liabilities	$ 27,688
5-02(22)	Bonds, Mortgages and Similar Debt	$ 0
5-02(28)	Preferred Stock - Mandatory Redemption	$ 0
5-02(29)	Preferred Stock - No Mandatory Redemption	$ 0
5-02(30)	Common Stock	$ 118
5-02(31)	Other Stockholders' Equity	$ 87,690
5-02(32)	Total Liabilities and Stockholers' Equity	$ 116,384

5-03(b)1(a)	Net Sales of Tangible Products	$ 106,155
5-03(b)1	Total Revenues	$ 106,761
5-03(b)2(a)	Cost of Tangible Goods Sold	$ 57,979
5-03(b)2	Total Costs and Expenses Applicable to Sales and Revenues	$ 57,979
5-03(b)3	Other Costs and Expenses	$ 0
5-03(b)5	Provision for Doubtful Accounts and Notes	$ 640
5-03(b)(8)	Interest and Amortization of Debt Discount	$ 0
5-03(b)(10)	Income Before Taxes and Other Items	$ 6,783
5-03(b)(11)	Income Tax Expense	$ 2,822
5-03(b)(14)	Income/Loss Continuing Operations	$ 3,961
5-03(b)(15)	Discontinued Operations	$ 0
5-03(b)(17)	Extraordinary Items	$ 0
5-03(b)(18)	Cumulative effect - Changes in Accounting Principles	$ 0
5-03(b)(19)	Net Income or Loss	$ 3,961
5-03(b)(20)	Earnings Per Share - Primary	$ 0.32
5-03(b)(20)	Earnings Per Share - Fully Diluted	$ 0.31