

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of report (Date of earliest event reported): **December 20, 2012**

Lifetime Brands, Inc.

(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State or Other Jurisdiction of Incorporation)

0-19254

(Commission File Number)

11-2682486

(IRS Employer Identification No.)

1000 Stewart Avenue, Garden City, New York, 11530

(Address of Principal Executive Offices)(Zip Code)

(Registrant's Telephone Number, Including Area Code) **516-683-6000**

(Former Name or Former Address, if Changed Since Last Report) **N/A**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 3.02. Unregistered Sales of Equity Securities.

The information in Item 8.01 below is incorporated by reference into this Item 3.02 in its entirety. The Company relied on the exemption from registration pursuant to Section 4(2) under the Securities Exchange Act of 1933 and Rule 506 promulgated thereunder.

Item 8.01. Other Events

On December 20, 2012, the Company acquired the Fred® & Friends ("F&F") business and certain related assets from Easy Aces, Inc., a Rhode Island corporation. The consideration paid at Closing was (i) \$16.0 million in cash, subject to a working capital adjustment, and (ii) 143,568 shares of common stock, valued at \$1.5 million. Contingent cash consideration of up to \$6.2 million would be payable in future years upon F&F achieving certain targets.

F&F designs and markets novelty housewares and other products under the Fred® brand. The assets, liabilities and operating results of F&F will be reflected in the Company's consolidated financial statements in accordance with ASC Topic No. 805, *Business Combinations*, commencing on the acquisition date.

A copy of the Company's press release announcing the completion of the acquisition is furnished with this Current Report as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

- (d) Exhibits

[99.1 Press Release dated December 21, 2012.](#)

Signature

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Lifetime Brands, Inc.

By: /s/ Laurence Winoker
Laurence Winoker
Senior Vice President – Finance, Treasurer and Chief Financial
Officer

Date: December 21, 2012



Exhibit 99.1

Lifetime Brands, Inc. Acquires Fred® & Friends

GARDEN CITY, NY, December 21, 2012—Lifetime Brands, Inc. (NasdaqGS: LCUT), a global provider of brand housewares products, today announced it has acquired the business and certain assets of Easy Aces, Inc., which operates under the name Fred® & Friends (“F&F”). F&F designs and markets novelty housewares and other products under the Fred® brand.

Fred® products include innovative and fun kitchen tools, tabletop accessories, party goods, personal accessories and desk and tech products. Fred® products are primarily distributed through independent specialty stores, selected major retailers and small chains, primarily in the U.S. and Canada.

Jeffrey Siegel, Lifetime’s Chairman, President and Chief Executive Officer commented,

“Lifetime’s access to international markets in Europe, Mexico, Brazil and China provides opportunities to introduce Fred® products into new markets and distribution channels. At the same time, Lifetime will benefit from F&F’s strong relationships with independent specialty stores, which should enable Lifetime to increase distribution of our recently introduced Savora® line of unique upscale kitchen tools and gadgets, which is targeted to this retail segment.”

Frederick A. Roses, F&F’s founder and “Head Fred,” said,

“Our very motivated and talented team looks forward to becoming a part of Lifetime. We’ll get to keep doing what we’re best at -- designing products that put smiles on peoples’ faces and working with our designers, suppliers and customers -- and let the folks at Lifetime take care of the rest.”

F&F’s website is www.fredandfriends.com. The company is located in Cumberland, Rhode Island.

The acquisition is expected to be accretive to the Company’s diluted earnings per share in 2013. Terms of the acquisition were not announced.

Forward-Looking Statements

In this press release, the use of the words “believe,” “could,” “expect,” “may,” “positioned,” “project,” “projected,” “should,” “will,” “would” or similar expressions is intended to identify forward-looking statements 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 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; changes in demand for the Company’s products; 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.

Lifetime Brands, Inc.

Lifetime Brands is a leading global provider of kitchenware, tabletop and other products used in the home. The Company markets its products under such well-known kitchenware brands as Farberware®, KitchenAid®, CasaMōda®, Cuisinart®, Cuisine de France®, Guy Fier®, Hoffritz®, Kizmos™, Mist®, Pedrini®, Roshco®, Sabatier®, Savora™ and Vasconia®; respected tabletop brands such as Mikasa®, Pfaltzgraff®, Creative Tops®, Gorham®, International® Silver, Kirk Stieff®, Sasaki®, Towle® Silversmiths, Tuttle®, Wallace®, V&A® and Royal Botanic Gardens Kew®; and home solutions brands, including Fred®, Elements®, Melannco®, Kamenstein® and Design for Living™. The Company also provides exclusive private label products to leading retailers worldwide.

The Company's website is www.lifetimebrands.com.

Contacts:**Lifetime Brands, Inc.**

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