

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Centre Partners V, L.P.</u>  (Last) (First) (Middle) <u>C/O CENTRE PARTNERS MANAGEMENT LLC</u> <u>601 LEXINGTON AVENUE, 55TH FLOOR</u>  (Street) <u>NEW YORK NY 10022</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>LIFETIME BRANDS, INC [ LCUT ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/16/2019</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$0.01, per share	05/16/2019		P		44,606 <sup>(1)</sup>	A	\$9.5942 <sup>(2)</sup>	5,973,816 <sup>(3)</sup>	I	See footnotes <sup>(4)(5)(6)</sup>
Common Stock, par value \$0.01, per share	05/17/2019		P		19,300 <sup>(1)</sup>	A	\$9.5967 <sup>(7)</sup>	5,993,116 <sup>(3)</sup>	I	See footnotes <sup>(4)(5)(6)</sup>
Common Stock, par value \$0.01, per share								7,086	D <sup>(6)(8)</sup>	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person* <u>Centre Partners V, L.P.</u>  (Last) (First) (Middle) <u>C/O CENTRE PARTNERS MANAGEMENT LLC</u> <u>601 LEXINGTON AVENUE, 55TH FLOOR</u>  (Street) <u>NEW YORK NY 10022</u>  (City) (State) (Zip)
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1. Name and Address of Reporting Person* <u>Centre Capital Investors V LP</u>  (Last) (First) (Middle) <u>C/O CENTRE PARTNERS MANAGEMENT LLC</u> <u>601 LEXINGTON AVENUE, 55TH FLOOR</u>  (Street) <u>NEW YORK NY 10022</u>  (City) (State) (Zip)
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1. Name and Address of Reporting Person\*

[Centre Partners V LLC](#)

(Last) (First) (Middle)  
C/O CENTRE PARTNERS MANAGEMENT LLC  
601 LEXINGTON AVENUE, 55TH FLOOR

(Street)  
NEW YORK NY 10022

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[JRJ V LP](#)

(Last) (First) (Middle)  
C/O CENTRE PARTNERS MANAGEMENT LLC  
601 LEXINGTON AVENUE, 55TH FLOOR

(Street)  
NEW YORK NY 10022

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Harwich Road V LP](#)

(Last) (First) (Middle)  
C/O CENTRE PARTNERS MANAGEMENT LLC  
601 LEXINGTON AVENUE, 55TH FLOOR

(Street)  
NEW YORK NY 10022

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[JRJ Inc.](#)

(Last) (First) (Middle)  
C/O CENTRE PARTNERS MANAGEMENT LLC  
601 LEXINGTON AVENUE, 55TH FLOOR

(Street)  
NEW YORK NY 10022

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Harwich Road Inc.](#)

(Last) (First) (Middle)  
C/O CENTRE PARTNERS MANAGEMENT LLC  
601 LEXINGTON AVENUE, 55TH FLOOR

(Street)  
NEW YORK NY 10022

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[POLLACK BRUCE G](#)

(Last) (First) (Middle)  
C/O CENTRE PARTNERS MANAGEMENT LLC  
601 LEXINGTON AVENUE, 55TH FLOOR

(Street)  
NEW YORK NY 10022

(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<u>JAFFE DAVID</u>		
(Last)	(First)	(Middle)
C/O CENTRE PARTNERS MANAGEMENT LLC		
601 LEXINGTON AVENUE, 55TH FLOOR		
(Street)		
NEW YORK	NY	10022
(City)	(State)	(Zip)

**Explanation of Responses:**

1. Represents shares of common stock purchased in open market transactions by Centre Capital Investors V, L.P. ("Centre Investors"). Centre Partners V, L.P. ("Centre Partners LP") is the sole general partner of Centre Investors.
2. The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$9.5500 to \$9.6000, inclusive. The reporting persons undertake to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth herein.
3. Includes 5,593,116 shares of common stock directly held by Taylor Parent, LLC ("Taylor Parent").
4. CP Taylor GP, LLC ("CP Taylor") has the authority to appoint the board of directors of Taylor Parent. Centre Partners, L.P. is the sole member of CP Taylor and the general partner of Centre Investors. Centre Partners V LLC ("Centre Partners") is the general partner of Centre Partners LP. JRJ V LP ("JRJ LP") and Harwich Road V LP ("Harwich Road LP") are co-managers of Centre Partners. JRJ Inc. ("JRJ") is the general partner of JRJ LP. Harwich Road Inc. ("Harwich Road") is the general partner of Harwich Road LP. Bruce Pollack is the president of JRJ. David Jaffe is the president of Harwich Road. (Cont'd in FN 5)
5. (Cont'd from FN 4) As such, Centre Partners LP, Centre Partners, JRJ LP, Harwich Road LP, JRJ, Harwich Road, Bruce Pollack and David Jaffe may be deemed to beneficially own the shares of the Issuer owned directly by Centre Investors and CP Taylor, Centre Partners LP, Centre Partners, JRJ LP, Harwich Road LP, JRJ, Harwich Road, Bruce Pollack and David Jaffe may be deemed to beneficially own the shares of the Issuer owned directly by Taylor Parent.
6. Each of the Reporting Persons disclaims beneficial ownership of the shares of the Issuer except to the extent of their respective pecuniary interest therein.
7. The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$9.5500 to \$9.6000, inclusive. The reporting persons undertake to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth herein.
8. These shares are directly owned by Mr. Pollack.

Centre Partners V, L.P., By:  
Centre Partners V LLC, Its:  
General Partner, By: /s/ 05/17/2019  
William Tomai, Authorized  
Person

Centre Capital Investors V LP,  
By: /s/ Bruce G. Pollack, 05/17/2019  
Authorized Person

Centre Partners V LLC, By: /s/  
William Tomai, Authorized 05/17/2019  
Person

JRJ V LP, By: JRJ Inc., Its:  
General Partner, By: /s/ Bruce 05/17/2019  
G. Pollack, President

Harwich Road V LP, By:  
Harwich Road Inc., Its:  
General Partner, By: /s/ David 05/17/2019  
L. Jaffe, President

JRJ Inc., By: /s/ Bruce G. 05/17/2019  
Pollack, President

Harwich Road Inc., By: /s/ 05/17/2019  
David L. Jaffe, President

/s/ Bruce G. Pollack 05/17/2019

/s/ David L. Jaffe 05/17/2019

\*\* Signature of Reporting Person      Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.