

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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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

<b>1. Name and Address of Reporting Person*</b> <u>WINOKER LAURENCE</u>  (Last) (First) (Middle) <u>C/O LIFETIME BRANDS, INC.</u> <u>1000 STEWART AVENUE</u>  (Street) <u>GARDEN CITY NY 11530</u>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>LIFETIME BRANDS, INC [ LCUT ]</u>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP, Treasurer, &amp; CFO</u>	
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> <u>03/08/2024</u>		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b> <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
	<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>		

**Rule 10b5-1(c) Transaction Indication**

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

**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	03/08/2024		A		5,489 <sup>(1)</sup>	A	\$0	111,213	D	
Common Stock	03/08/2024		F		3,258 <sup>(2)</sup>	D	\$9.76	107,955	D	
Common Stock	03/08/2024		F		1,187 <sup>(3)</sup>	D	\$9.76	106,768	D	
Common Stock	03/08/2024		F		1,506 <sup>(4)</sup>	D	\$9.76	105,262	D	
Common Stock	03/08/2024		A		12,500 <sup>(5)</sup>	A	\$0	117,762	D	
Common Stock	03/09/2024		F		830 <sup>(6)</sup>	D	\$9.76	116,932	D	

**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)
						Date Exercisable	Expiration Date					

**Explanation of Responses:**

- On March 9, 2021, the reporting person received a grant of performance shares (PSUs) that vest upon the satisfaction of certain performance conditions, for the performance period that ended December 31, 2023. On March 8, 2024, the Compensation Committee determined that certain of the performance conditions were met and shares subject to the PSUs vested.
- Portion of tax liability payment by withholding Common Stock incident to the vesting of PSUs.
- Payment of tax liability by withholding Common Stock incident to the vesting of 2,000 restricted stock. The restricted shares were granted on March 8, 2022 and vest 25% per year in four equal installments on each of March 8, 2023, March 8, 2024, March 8, 2025, and March 8, 2026.
- Payment of tax liability by withholding Common Stock incident to the vesting of 2,750 restricted stock. The restricted shares were granted on March 8, 2023 and vest 25% per year in four equal installments on each of March 8, 2024, March 8, 2025, March 8, 2026, and March 8, 2027.
- The restricted stock was granted on March 8, 2024 pursuant to the Company's Amended and Restated 2000 Long-Term Incentive Plan and vests 25% per year in four equal annual installments commencing on the first anniversary of the date of grant.
- Payment of tax liability by withholding Common Stock incident to the vesting of 1,562 restricted stock. The restricted shares were granted on March 9, 2021 and vest in four equal installments on each of March 9, 2022, March 9, 2023, March 9, 2024, March 9, 2025.

**Remarks:**

/s/ Sara Shindel, attorney-in-fact for Laurence Winoker 03/12/2024

\*\* 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.

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