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

FORM 10-K

☒ **ANNUAL REPORT PURSUANT TO SECTION 13 or 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended: December 31, 2019

or

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 or 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from __________to __________

Commission file number: 0-19254

LIFETIME BRANDS, INC.
(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.)**

1000 Stewart Avenue, Garden City, New York 11530
(Address of principal executive offices, including Zip Code)

(516) 683-6000
(Registrant's telephone number, including area code)

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

Common Stock, $.01 par value	LCUT	The NASDAQ Global Select Market
(Title of each class)	**(Trading Symbol)**	**(Name of each exchange on which registered)**

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

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☐ No ☒

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ No ☒

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 period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer", "accelerated filer", "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act:

Large accelerated filer	☐	Accelerated filer	☒
Non-accelerated filer	☐	Smaller reporting company	☒
		Emerging growth company	☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes ☐ No ☒

The aggregate market value of 12,624,113 shares of the voting common equity held by non-affiliates of the registrant as of June 30, 2019, the last day of the registrant's most recently completed second fiscal quarter, was approximately $119,424,109. Directors, executive officers, and trusts controlled by said individuals are considered affiliates for the purpose of this calculation and may not necessarily be considered affiliates for any other purpose.

The number of shares of common stock, par value $0.01 per share, outstanding as of February 29, 2020, was 21,254,244.

DOCUMENTS INCORPORATED BY REFERENCE

Parts of the registrant's definitive proxy statement for the 2020 Annual Meeting of Stockholders to be filed pursuant to Regulation 14A under the Securities Exchange Act of 1934 are incorporated by reference in Part III of this Annual Report.

LIFETIME BRANDS, INC.
FORM 10-K

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DISCLOSURE REGARDING FORWARD-LOOKING STATEMENTS

This Annual Report on Form 10-K of Lifetime Brands, Inc. (the “Company” and, unless the context otherwise requires, references to the “Company” shall include its consolidated subsidiaries) contains “forward-looking statements” as defined by the Private Securities Litigation Reform Act of 1995. These forward-looking statements include information concerning the Company’s and its subsidiaries’ plans, objectives, goals, strategies, future events, future revenues, performance, capital expenditures, financing needs and other information that is not historical information. Many of these statements appear, in particular, under the headings *Business* and *Management’s Discussion and Analysis of Financial Condition and Results of Operations* included in Item 1 of Part I and Item 7 of Part II, respectively. When used in this Annual Report on Form 10-K, the words “estimates,” “expects,” “anticipates,” “projects,” “plans,” “intends,” “believes,” “may,” “should,” “seeks,” “will,” “potential” and variations of such words or similar expressions are intended to identify forward-looking statements. All forward-looking statements, including, without limitation, the Company’s assessment of historical operating trends and the application of that assessment with regards to future periods, are based upon the Company’s current expectations and various assumptions. The Company believes there is a reasonable basis for its expectations and assumptions, but there can be no assurance that the Company will realize its expectations or that the Company’s assumptions will prove correct.

There are a number of risks and uncertainties that could cause the Company’s actual results to differ materially from the forward-looking statements contained in this Annual Report. Important factors that could cause the Company’s actual results to differ materially from those expressed as forward-looking statements are set forth in this Annual Report, including the risk factors discussed in Part I, Item 1A under the heading *Risk Factors*.

Except as may be required by law, the Company undertakes no obligation to publicly update or revise forward-looking statements which may be made to reflect events or circumstances after the date made or to reflect the occurrence of unanticipated events.

WHERE YOU CAN FIND OTHER INFORMATION

The Company is required to file its Annual Reports on Forms 10-K, Quarterly Reports on Forms 10-Q, Current Reports on Form 8-K, and other reports and documents as required from time to time with the United States Securities and Exchange Commission (the “SEC”). The Company also maintains a website at *http://www.lifetimebrands.com*. Information contained on this website is not a part of or incorporated by reference into this Annual Report. The Company makes available on its website the Company’s Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and amendments to these reports as soon as reasonably practicable after these reports are filed with or furnished to the SEC. Users can access these reports free of charge on the Company’s website. The SEC also maintains an Internet site that contains reports, proxy and information statements, and other information regarding the Company’s electronic filings with the SEC at *http://www.sec.gov*.

The Company intends to use its website as a means of disclosing material non-public information and for complying with its disclosure obligations under Regulation FD. Such disclosures will be included on the Company’s website in the ‘Investor Relations’ section. Accordingly, investors should monitor such portion of the Company's website, in addition to following the Company's press releases, SEC filings and public conference calls and webcasts.

PART I

Item 1. Business

OVERVIEW

The Company designs, sources and sells branded kitchenware, tableware and other products used in the home and markets its products under a number of widely-recognized brand names and trademarks, which are either owned or licensed by the Company or through retailers' private labels and their licensed brands. The Company's products, which are targeted primarily towards consumers purchasing moderately priced kitchenware, tableware and housewares, are sold through virtually every major level of trade. The Company generally markets several lines within each of its product categories under more than one brand. The Company sells its products directly to retailers (who may resell the Company's products through their Internet websites) and, to a lesser extent, to distributors. The Company also sells a limited selection of its products directly to consumers through its own Internet websites.

The Company's product categories include two categories of products used to prepare, serve and consume foods, Kitchenware (kitchen tools and gadgets, cutlery, kitchen scales, thermometers, cutting boards, shears, cookware, pantryware, spice racks and bakeware) and Tableware (dinnerware, stemware, flatware and giftware); and one category, Home Solutions, which comprises other products used in the home (thermal beverageware, bath scales, weather and outdoor household products, food storage, neoprene travel products and home décor).

The Company continually evaluates opportunities to expand the reach of its brands and to invest in other companies, both foreign and domestic, that own or license complementary brands. In March 2018, pursuant to a merger agreement, the Company completed the acquisition of Taylor Holdco LLC and its subsidiaries (dba Filament Brands, and which the Company refers to as "Filament"). Filament primarily designs, markets and distributes consumer and food service precision measurement products (including kitchen scales, thermometers and timers), bath scales, wine accessories, kitchen tools, and hydration products, and select outdoor products to major retailers in the United States, Canada and select distributors throughout Europe and Asia. Filament distributes products under the Taylor, Salter, Springfield, HoMedics, Rabbit, Houdini, Metrokane, Mako, EatSmart, TravelWise, Chef'n, Vibe, d.stil, RBT and private label brand names. Pursuant to the acquisition of Filament, the Company issued approximately 27% of its then-outstanding shares to Taylor Parent, LLC ("Taylor Parent"), and entered into a stockholders agreement (the "Stockholders Agreement") with Taylor Parent, pursuant to which Taylor Parent has the right to: (i) designate up to two persons for nomination for election or appointment to the Company's Board of Directors, for so long as Taylor Parent beneficially owns at least 20% of the outstanding common stock of the Company on a fully diluted basis and (ii) designate one person for nomination for election or appointment to the Company's Board of Directors, for so long as Taylor Parent beneficially owns more than 10% of the outstanding common stock of the Company on a fully diluted basis. The other rights granted to Taylor Parent under the Stockholders Agreement are discussed in greater detail under Item 1A, "Risk Factors", below.

The Company has a presence in international markets through subsidiaries and affiliate companies that are based outside of the United States. Lifetime Brands Europe Limited is a wholly-owned subsidiary trading as Kitchen Craft. Kitchen Craft is a leading supplier of kitchenware and tableware products and accessories in the United Kingdom ("U.K.") and in over 80 other countries. The Company continued its operational consolidation efforts of Lifetime Brands Europe Limited to create operational efficiencies in 2019. As a result, Lifetime Brands Europe Limited's brand development and design teams, administrative teams, and a majority of distribution combined and operated out of one state of the art facility in Aston, England.

The Company also has a subsidiary in the People's Republic of China ("China") to supply kitchenware and tableware products to the Chinese market and a subsidiary based in Hong Kong to facilitate the sale of its products to other parts of Asia and smaller markets elsewhere in the world. The Company has a presence in Mexico and other parts of Latin America (excluding Brazil) through its 30% equity interest in Grupo Vasconia, S.A.B. ("Vasconia"), a housewares company and aluminum manufacturer based in Mexico, and a strategic alliance with a Canadian company to distribute many of the Company's products in Canada.

The Company is a Delaware corporation, incorporated on December 22, 1983.

The Company’s top brands and their respective product categories as of December 31, 2019 are:

Brand	Licensed/Owned	Product Category
Farberware®	Licensed [1]	Kitchenware
Mikasa®	Owned	Tableware and Home Solutions
Taylor®	Owned	Kitchenware and Home Solutions
KitchenAid®	Licensed	Kitchenware
KitchenCraft®	Owned	Kitchenware
Pfaltzgraff®	Owned	Kitchenware, Tableware and Home Solutions
BUILT NY®	Owned	Home Solutions
Rabbit®	Owned	Kitchenware
Kamenstein®	Owned	Kitchenware
MasterClass®	Owned	Kitchenware

(1) The Company has a royalty free license to utilize the Farberware® brand, primarily for its kitchenware products, for a term that expires in 2195, subject to earlier termination under certain circumstances.

With the exception of the Company’s sterling silver products, the Company sources almost all of its products from suppliers located outside the United States, primarily in China. The Company manufactures its sterling silver products at a leased facility in San Germán, Puerto Rico and fills canisters with spices and assembles spice racks at its owned distribution facility in Winchendon, Massachusetts.

BUSINESS SEGMENTS

The Company has two reportable operating segments, U.S. and International. The U.S. segment includes the domestic operations of the Company’s business that design, market and distribute its products to retailers, distributors and directly to consumers through retail websites. Business operations conducted outside the U.S. are primarily included in the International segment. Prior to December 31, 2018, certain international operations of the Company’s business were managed domestically by the U.S. segment. In 2019, the Company realigned its operating segments to reflect the changes in how the Company manages its business, reviews operating performance and allocates resources. The prior period segment information has been recast to reflect the current reportable segment structure of the Company.

Additional information regarding the Company’s reportable segments is included in Note M- Business Segments of the Notes to the consolidated financial statements included in Item 15.

CUSTOMERS

The Company’s wholesale customers include mass market merchants, specialty stores, commercial stores, department stores, warehouse clubs, grocery stores, off-price retailers, food service distributors, pharmacies, food and beverage outlets and e-commerce.

The Company’s products are sold globally to a diverse customer base including mass market merchants (such as Walmart and Target), specialty stores (such as Bed Bath & Beyond and Dunelm), commercial stores (such as Williams Sonoma, Sur La Table and Kohl’s), department stores (such as Macy’s, Belk and John Lewis), warehouse clubs (such as Costco, Sam’s Club and BJs), grocery stores (such as Publix, Kroger, HEB, Meijer, Winn-Dixie, Tesco, Waitrose and Sainsbury’s), off-price retailers (such as TJX Companies, Ross Stores and Big Lots), food service distributors (such as US Foods, Clark Food Service and Jetro), food and beverage outlets (such as Starbucks) and e-commerce (such as Amazon). The Company also does business with independent retailers, including through business-to-business Internet sites aimed at independent retailers.

The Company also operates its own consumer Internet sites that provide information about the Company’s products and offer consumers the opportunity to purchase a limited selection of the Company’s products directly.

During the years ended December 31, 2019, 2018 and 2017, Wal-Mart Stores, Inc., including Sam’s Club and, in the U.K., Asda Superstore, (“Walmart”), accounted for 16%, 14% and 15% of net sales, respectively. Sales to Walmart are included in the Company's U.S. and International segments. During the year ended December 31, 2019, sales to Costco Wholesale Corporation (“Costco”) accounted for 11% of consolidated net sales. Sales to Costco are included in the Company's U.S. and International segment. No other customers accounted for 10% or more of the Company’s sales during these periods.

DISTRIBUTION

The Company sells its products directly to retailers and, to a lesser extent, to distributors. The Company also sells a limited quantity of the Company's products to individual consumers and smaller retailers through its own Internet sites. The Company operates distribution centers at the following locations:

Location	Size (square feet)
Rialto, California	703,000
Robbinsville, New Jersey	700,000
Aston, England [1]	228,000
Winchendon, Massachusetts	175,000
Corby, England [1]	68,000
Las Cruces, New Mexico	24,000
Medford, Massachusetts	5,600

(1) As of December 31, 2019, the International segment utilized the Corby, England distribution center for a limited portion of customer orders. The Company expects to complete the consolidation of its Corby, England distribution center into the Aston, England distribution center in 2020.

SALES AND MARKETING

The Company's sales and marketing staff coordinates directly with its wholesale customers to devise marketing strategies and merchandising concepts and to furnish advice on advertising and product promotion. The Company has developed many promotional programs for use in the ordinary course of business to promote sales throughout the year.

The Company's sales and marketing efforts are supported from its principal offices and showroom in Garden City, New York, as well as showrooms in New York, New York; Medford, Massachusetts; Atlanta, Georgia; Bentonville, Arkansas; Issaquah, Washington; Pawtucket, Rhode Island; Menomonee Falls, Wisconsin; Aston, England; and Hong Kong.

The Company generally collaborates with its largest wholesale customers and in many instances produces specific versions of the Company's product lines with exclusive designs and/or packaging for them.

DESIGN AND INNOVATION

At the heart of the Company is a culture of innovation and new product development. The Company's global in-house design and development teams currently consist of approximately 116 professional designers, artists and engineers. Utilizing the latest available design tools, technology and materials, these teams create new products, redesign existing products and create packaging and merchandising concepts.

SOURCES OF SUPPLY

The Company sources its products from hundreds of suppliers, almost all of which are located outside the United States (other than the suppliers for the Company's sterling silver products). Most of the Company's suppliers are located in China. The Company also sources products from suppliers in Hong Kong, Taiwan, Japan, South Korea, Vietnam, Malaysia, Thailand, India, the United States, Canada, Mexico, the U.K., Italy, France, Portugal, Poland, Slovenia, Sweden, Turkey, Netherlands, Denmark, Israel, Belgium, Germany, Czech Republic, Slovakia, American Samoa, Cambodia, Indonesia, the Philippines and Australia. The Company orders products substantially in advance of the anticipated time of their sale by the Company. The Company does not have any formal long-term arrangements with any of its suppliers and its arrangements with most manufacturers allow for flexibility in modifying the quantity, composition and delivery dates of orders.

MANUFACTURING

The Company manufactures its sterling silver products at its leased manufacturing facility in San Germán, Puerto Rico and fills jars and other containers with spices and assembles spice racks at the Company's owned distribution facility in Winchendon, Massachusetts. The Company contracts with third parties to manufacture all of its other products.

COMPETITION

The markets for kitchenware, tableware and other products used in the home including home décor products 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 are innovative products, brand, quality, aesthetic appeal to consumers, packaging, breadth of product line, distribution capability and selling price.

PATENTS AND LICENSES

The Company owns approximately 848 design and utility patents. The Company does not believe that the expiration of any of its patents would have a material adverse effect on either of the Company's segments.

The Company holds certain rights to use the Farberware brand for kitchen tools and gadgets, cutlery, cutting boards, shears and certain other products which together represent a material portion of its sales, through a fully-paid, royalty-free license for a term that expires in 2195, subject to earlier termination under certain circumstances. The Company also holds a license to use the KitchenAid brand subject to a license agreement that will expire in December 2022. The Company originally entered into a licensing arrangement for use of the KitchenAid brand in 2000, and has renewed the license, typically for three-year periods, since that time.

BACKLOG

Backlog is not material to the Company's business, because actual confirmed orders from the Company's customers are typically received within close proximity to the required shipment dates.

EMPLOYEES

At December 31, 2019, the Company had a total of approximately 1,400 full-time employees, of whom 180 were located in Asia, 270 were located in Europe and 950 were located in the United States and Puerto Rico. The Company also hires seasonal workers at its distribution centers through temporary staffing agencies. None of the Company's employees are represented by a labor union or subject to collective bargaining agreements, except as required by local law.

REGULATORY MATTERS

The Company and its affiliates are subject to significant regulation by various governmental, regulatory and other administrative authorities.

As a manufacturer and distributor of consumer products, the Company is subject to the Consumer Products Safety Act in the United States and the Consumer Protection Act in the U.K. Additionally, laws regulating certain consumer products exist in some cities and states, as well as in other countries in which the Company or its subsidiaries and affiliates sell products.

The Company's spice filling operation and other certain scale products are regulated by the U.S. Food and Drug Administration.

The Company's operations are also subject to national, state and local environmental and health and safety laws and regulations, including those that impose workplace standards and regulate the discharge of pollutants into the environment and establish standards for the handling, generation, emission, release, discharge, treatment, storage and disposal of materials and substances including solid and hazardous wastes.

The Company is subject to risks and uncertainties associated with economic and political conditions around the world, including but not limited to, foreign government regulations, taxes including value-added taxes, import and export duties/tariffs and quotas, anti-dumping regulations, incidents and fears involving security, man-made or natural disasters, health epidemics, terrorism and wars, political unrest and other restrictions on trade and travel.

SEASONALITY

The Company's business and working capital needs are highly seasonal, with a majority of sales occurring in the third and fourth quarters. In 2019, net sales in the third and fourth quarters accounted for 60% of total annual net sales. In anticipation of the pre-holiday shipping season, inventory levels increase primarily in the June through October time period.

GEOGRAPHIC INFORMATION

Geographic information concerning the Company's revenues and long-lived assets is contained in Note B- Revenue and Note M- Business Segments of the Notes to the consolidated financial statements included in Item 15 of this Annual Report.

RESTRUCTURING

In connection with the Company's March 2018 acquisition of Filament, the Company commenced a restructuring plan to integrate the operations of Filament with the Company's operations and realize the savings expected from the synergies of the acquisition.

During the years ended December 31, 2019 and 2018, the Company's U.S. segment incurred $0.7 million and $2.1 million, respectively, of restructuring expense related to the Filament integration, of which $0.1 million and $1.4 million was accrued at December 31, 2019 and 2018, respectively.

During the years ended December 31, 2019, and December 31, 2018 the Company's international segment incurred $0.7 million and $0.2 million, respectively, of restructuring expense primarily related to the integration of its legal entities operating in Europe of which $0.2 million was accrued at December 31, 2018. The Company had no international restructuring accrual as of December 31, 2019.

The Company's International segment expects to incur restructuring charges of $0.5 million in 2020 to complete its warehouse integration efforts.

Item 1A. Risk Factors

The Company’s businesses, operations, liquidity and financial condition are subject to various risks. The Company’s business, financial condition or results of operation could be significantly affected by the risks below or additional risks not presently known to the Company or by risks that the Company presently deems immaterial, such as changes in the economy, disruptions due to terrorist activity or man-made or natural disasters, or changes in law or accounting standards. The risks and uncertainties described below are those that the Company considers material.

Economic and political risks

The Company’s business may be materially adversely affected by market conditions and by global and economic conditions and other factors beyond its control.

The Company’s performance is affected by general economic factors, the strength of retail economies and political conditions that are beyond its control. Retail economies are impacted by factors such as consumer demand and the condition of the retail industry, which in turn, are affected by general economic factors. These general economic factors include, among other factors:

- recession, inflation, deflation, unemployment and other factors adversely affecting consumer spending patterns generally;
- conditions affecting the retail environment for the home and other matters that influence consumer spending in the home retail industry specifically;
- conditions affecting the housing markets;
- consumer credit availability and consumer debt levels;
- material input costs, including fuel and energy costs and labor cost inflation;
- foreign currency translation;
- interest rates and the ability to hedge interest rate risks;
- government policies including tax policies relating to value-added taxes, import and export duties and quotas, anti-dumping regulations and related tariffs, import and export controls and social compliance standards;
- the impact of natural disasters, conflicts and terrorist activities;
- public health epidemics; such as the recent 2019 Coronavirus outbreak first reported in Wuhan, Hubei Province, China in December 2019;
- unfavorable economic conditions in the United States, the U.K., continental Europe, Asia and elsewhere;
- unstable economic and political conditions, lack of legal regulation enforcement, civil unrest and political activism, particularly in Asia; and
- restructuring and integration of the Company's European operations;

The occurrence of negative events related to any of the foregoing may adversely impact the Company’s results of operations and financial condition**.**

The Company’s U.K. operations and sales may be materially adversely affected by the exit of the U.K. from the European Union.

On January 31, 2020, the U.K. left the European Union ("Brexit"). The U.K.’s exit from the European Union is unprecedented and it remains unclear what impact this will have on the U.K.’s access to the EU Single Market and on the legal and regulatory environment in which the Company operates, as well as its effect on the global macroeconomic environment. Net sales attributable to U.K. domiciled businesses were $85.8 million for the year ended December 31, 2019, and represent approximately 12% of the Company’s consolidated net sales for the period.

Significant uncertainty remains regarding the impact of the U.K.’s exit from the European Union. The uncertainty surrounding the consequences of the U.K.’s exit could adversely impact the U.K. economy, customers and investor confidence. Such uncertainty may contribute to additional market volatility, including volatility in the value of the U.K. pound and European euro, and may adversely affect the Company’s businesses, results of operations, and financial condition.

The Company’s business may be materially adversely affected by the imposition of tariffs and other trade policies implemented by the U.S. and other governments.

During the last few years, the U.S. government has announced and, in some cases, implemented additional tariffs on certain foreign goods, including finished products and raw materials such as steel and aluminum. These tariffs and potential tariffs have resulted or may result in increased prices for these imported goods and materials and may limit the amount of these goods and materials that may be imported into the U.S.

A majority of the Company’s products are sourced from vendors in China. In 2018 and 2019, tariffs were imposed by the United States Trade Representative on certain finished products imported by the Company into the U.S. from China. In response to the tariffs, the Company may seek to increase prices to its customers, which may diminish demand for its products. Additionally, if the Company is unable to increase prices, this may result in the lowering of the gross margin that the Company realizes from the sale of its products. The results of either eventuality could adversely affect the Company’s results of operations and financial condition. Moreover, the imposition of further policies restrictive on trade by the U.S. government, or the imposition of retaliatory policies or tariffs by other governments, may adversely affect the Company’s results of operations and financial condition.

The Company's ability to obtain insurance and the terms of any available insurance coverage could be materially adversely affected by macroeconomic and company-specific events, as well as the financial condition of insurers.

The Company is generally not fully insured against all significant losses. For example, the Company is not fully insured against hurricane and earthquake related losses. A loss for which the Company is not fully insured could have a material adverse effect on the business, financial condition, results of operations and prospects.

Insurance coverage may not continue to be available or may not be available at rates or on terms similar to those presently available to the Company. The Company's ability to obtain insurance and the terms of any available insurance coverage could be materially adversely affected by international, national, state or local events and company-specific events, as well as the financial condition of insurers. If insurance coverage is not available or obtainable on acceptable terms, the Company may be required to pay costs associated with adverse future events.

Liquidity and financial risks

The Company has substantial indebtedness and the highly seasonal nature of the Company’s business impacts its borrowing needs.

The Company has a substantial amount of indebtedness and is dependent on the availability of its bank loan facilities to finance its liquidity needs. As of December 31, 2019, the Company had $303.0 million of consolidated debt, including $32.8 million under its senior secured asset-based revolving credit facility (the “ABL Agreement”) and $270.2 million outstanding under a senior secured term loan credit facility (the “Term Loan” and, collectively with the ABL Agreement, the “Debt Agreements”).

The ABL Agreement provides for, among other things, a maximum aggregate principal amount of $150.0 million and will mature on March 2, 2023. The Term Loan will be repaid in quarterly payments of principal equal to 0.25% of the original aggregate principal amount of the Term Loan, which payments commenced June 30, 2018. The Term Loan requires the Company to make an annual mandatory prepayment of principal based upon excess cash flow, if any. This amount is recorded in the current maturity of the Term Loan on the consolidated balance sheets. At December 31, 2019, borrowings under the Debt Agreements represented approximately 39% of total capital (indebtedness plus stockholders’ equity). The maximum borrowing amount under the ABL Agreement may be increased to up to $200.0 million if certain conditions are met. One or more tranches of additional term loans may be added under the Term Loan if certain conditions are met. The Incremental Facilities may not exceed the sum of (i) $50.0 million plus (ii) an unlimited amount so long as, in the case of (ii) only, the Company’s secured net leverage ratio, as defined in the Term Loan, is no greater than 3.75 to 1.00 subject to certain limitations and for the period defined.

In 2018, the Company utilized the proceeds of borrowings under the Debt Agreements (i) to repay in full all existing indebtedness for borrowed money under its former credit agreement and (ii) to finance, in part, the acquisition of Filament, the refinancing of certain indebtedness of Filament and its subsidiaries, and the payment of fees and expenses in connection with the foregoing. The Company may be unable to generate cash sufficient to pay when due the principal of, interest on, or other amounts due with respect to, its indebtedness. In addition, the Company’s business is seasonal with a significant amount of its revenue realized during the latter portion of the year. Therefore, the Company’s borrowing needs fluctuate widely based upon its seasonal working capital requirements.

The Company’s leverage and the effects of seasonal fluctuations in its cash flow, borrowing requirements and ability to borrow could have significant negative consequences on the Company’s financial condition and results of operations, including:

- impairing the Company’s ability to meet the financial covenants, if and when applicable, contained in the ABL Agreement or to generate cash sufficient to pay interest or principal due under its Debt Agreements, which could result in an acceleration of some or all of the Company’s outstanding debt;
- limiting the Company’s ability to borrow money, dispose of assets or sell equity to fund the Company’s working capital, capital expenditures, dividend payments, debt service, strategic initiatives or for other obligations or purposes;
- limiting the Company’s ability to sell eligible accounts receivable under its Receivables Purchase Agreement;

- limiting the Company’s flexibility in planning for, or reacting to, changes in the economy, the markets, regulatory requirements, its operations or business;
- limiting the Company's ability to enter into derivative agreements to hedge interest rate and foreign exchange risk;
- making the Company more highly leveraged than some of its competitors, which may place the Company at a competitive disadvantage;
- making the Company more vulnerable to downturns in the economy or its business;
- requiring a substantial portion of the Company’s cash flow from operations to make interest payments;
- making it more difficult for the Company to satisfy other obligations;
- risking credit rating downgrades of the Company, which could increase future debt costs and limit the future availability of debt financing; and
- preventing the Company from borrowing additional funds as needed or taking advantage of business opportunities as they arise, pay cash dividends or repurchase common stock.

To the extent the Company incurs additional indebtedness, the risks described above could increase. In addition, the Company’s actual cash requirements in the future may be greater than expected. The Company’s cash flow from operations may not be sufficient to service its outstanding debt or to repay the outstanding debt as it becomes due, and the Company may not be able to borrow money, sell assets or otherwise raise funds on acceptable terms, or at all, to service or refinance its debt.

The Company’s failure to meet certain covenants or comply with other requirements of its Debt Agreements may materially and adversely affect the Company’s assets, financial position and cash flows.

The ABL Agreement, under certain circumstances, requires the Company to maintain a certain fixed charge coverage ratio. As a result of this and other covenants within the Debt Agreements, the Company may be limited in its ability to incur additional debt, make investments or undertake certain other business activities. These requirements could limit the Company’s ability to obtain future financing and may prevent the Company from taking advantage of attractive business opportunities. The Company’s ability to meet the covenants or requirements in its Debt Agreements may be affected by events beyond the Company’s control, and the Company may not be able to satisfy such covenants and requirements. A breach of these covenants or the Company’s inability to comply with the restrictions could result in an event of default under the Debt Agreements, which in turn could result in an event of default under the terms of the Company’s other indebtedness. Upon the occurrence of an event of default under the Company’s Debt Agreements, after the expiration of any grace periods, the Company’s lenders could elect to declare all amounts outstanding under the Company’s debt arrangements, together with accrued interest, to be immediately due and payable. If this happens, the Company cannot assure that its assets would be sufficient to repay in full the amounts due under the Debt Agreements or the Company’s other indebtedness.

The Company’s borrowings, and discount rate applied to sale of receivables, are subject to interest rate fluctuations and an increase in interest rates could adversely affect the Company’s financial results.

The Company’s borrowings bear interest at floating rates. An increase in interest rates would adversely affect the Company’s profitability. To the extent that the Company’s access to credit may be restricted because of its own performance, its bank lenders’ performances or conditions in the capital markets generally, the Company would not be able to operate normally.

The Company’s Receivables Purchase Agreement also depends upon LIBOR, as it is a component of the discount rate applicable to the agreement. If LIBOR increases, the Company may not be able to rely on the Receivables Purchase Agreement, which could have a material and adverse effect upon the Company’s financial condition, results of operations and cash flows.

Changes in the method for determining LIBOR and the potential replacement of the LIBOR benchmark interest rate could increase the Company's borrowing costs.

Some of the Company’s borrowings bear interest at a variable rate based on LIBOR. In July 2017, the United Kingdom’s Financial Conduct Authority (“FCA”), a regulator of financial services firms and financial markets in the United Kingdom, stated that it will plan for a phase out of regulatory oversight of LIBOR interest rates indices. The FCA has indicated they will support the LIBOR indices through 2021, to allow for an orderly transition to an alternative reference rate. The Alternative Reference Rates Committee has proposed the Secured Overnight Financing Rate (“SOFR”) as its recommended alternative to LIBOR, and the Federal Reserve Bank of New York began publishing SOFR rates in April 2018. SOFR is intended to be a broad measure of the cost of borrowing cash overnight collateralized by U.S. Treasury securities.

The Company is evaluating the potential impact of the eventual replacement of the LIBOR benchmark interest rate, including the possibility of SOFR as the dominant replacement. Introduction of an alternative rate also may introduce additional basis risk for market participants as an alternative index is utilized along with LIBOR. There can be no guarantee that SOFR will become widely used and that alternatives may or may not be developed with additional complications. The Company is not able to predict whether LIBOR will cease to be available after 2021, whether SOFR will become a widely accepted benchmark in place of LIBOR, or what the impact of such a possible transition to SOFR may be on the Company's financial condition and results of operations.

The Company’s inability to complete future acquisitions or strategic alliances and/or integrate acquired businesses could have a material adverse effect on the Company’s business and results of operations.

The Company has historically achieved growth through acquisitions, investments and joint ventures. The Company seeks acquisition opportunities that complement and expand its operations, some of which are based outside the United States. The Company may not be able to identify and successfully negotiate suitable acquisitions, obtain financing for future acquisitions on satisfactory terms, obtain regulatory approval or otherwise complete acquisitions in the future.

Additionally, the Company may not be able to successfully integrate future acquired businesses into its existing business without substantial costs, delays or other operational or financial difficulties. Potential difficulties the Company may encounter as part of the integration process include the following:

- the potential inability to successfully combine businesses in a manner that permits the Company to achieve the cost synergies expected to be achieved as a result of the consummation of the acquisition and other benefits anticipated to result from the acquisition;
- the potential inability to integrate acquired companies’ products and services;
- challenges leveraging the customer information and technology of the two companies;
- challenges effectuating the Company’s diversification strategy, including challenges achieving revenue growth from sales of each company’s products and services to the clients and customers of the other company;
- complexities associated with managing the combined businesses, including difficulty addressing possible differences in corporate cultures and management philosophies and the challenge of integrating complex systems, technology, networks, and other assets of each of the companies in a seamless manner that minimizes any adverse impact on customers, clients, employees, lenders, and other constituencies; and
- potential unknown liabilities and unforeseen increased expenses or delays associated with the acquisition.

It is possible that the integration process could result in diversion of the attention of each company’s management, which could adversely affect each company’s ability to maintain relationships with customers, clients, employees, and other constituencies or the Company’s ability to achieve the anticipated benefits of the acquisition, or could reduce each company’s operating results or otherwise adversely affect the Company’s business and financial results.

Foreign exchange variability and currency controls could materially adversely affect the Company’s operating results and financial condition.

The Company’s functional currency is the U.S. dollar. Changes in the relation of foreign currencies to the U.S. dollar will affect the Company’s sales and profitability and can result in exchange losses because the Company has operations and assets located outside the United States. The Company, especially its foreign subsidiaries and affiliates, transacts business in currencies other than the U.S. dollar, primarily U.K. pounds, and to a lesser degree, Chinese renminbi, Euros, Hong Kong dollars, Mexican peso and Canadian dollars. Such transactions affect the Company’s operating results and financial condition. Foreign operations expose the Company to foreign currency fluctuations, for both transactions and financial reporting translation purposes. In the consolidated financial statements, local currency financial results are translated into U.S. dollars based on the exchange rates prevailing during the reporting periods. During times of a strengthening U.S. dollar, the reported revenues and earnings of the Company’s international operations will be reduced because the local currencies will translate into fewer U.S. dollars. As described below, during times of a weakening U.S. dollar, the Company’s costs related to the supplies and inventory it sources internationally will increase.

The vast majority of the Company’s inventory is purchased from Chinese suppliers in U.S. dollars, including inventory purchased by the Company’s international operations. As a result, the gross margin from international operations is subject to volatility from movements in exchange rates, which could have an adverse effect on the financial condition and results of operations and profitability from international operations. The Company has entered into foreign exchange derivative contracts to hedge the volatility of exchange rates related to a portion of its international inventory purchases. The Company cannot ensure, however, that these hedges will fully offset the impact of foreign currency rate movements. If the Chinese renminbi should appreciate against the U.S. dollar, the costs of the Company’s products will likely rise over time because of the impact the strengthening renminbi will have on the Company’s cost of sales, and the Company may not be able to pass on these price increases to its customers. The Company is also subject to the risks of currency controls and devaluations. Currency controls may limit the Company's ability to convert currencies into U.S. dollars or other currencies, as needed, to pay dividends or make other payments from funds held by subsidiaries in countries imposing such controls, which could adversely affect the Company's liquidity.

If the Company expands its international operations, it will be subject to increased foreign exchange variability which could have a material adverse effect on the Company's results of operations.

The Company's business requires it to maintain large fixed costs that can affect its profitability.

The Company's business requires it to maintain large distribution facilities in its key markets, which represent high fixed rental costs relating to its leased facilities. In addition, significant portions of the Company's selling, general and administrative expenses, including leased showrooms, are fixed, as they neither increase nor decrease proportionally with sales. Furthermore, the Company's gross margins depend, in part, on its ability to spread sourcing costs, of which a significant portion are fixed, over its products sold. Decreased demand or the need to reduce inventories can lower the Company's ability to absorb certain sourcing costs and adversely affect its results of operations. This is exacerbated by the high degree of seasonality impacting the Company, which results in lower demand during the first two quarters of the year, while many of the operating costs remain fixed, which further affects profitability.

Cost reduction efforts may not be successful and restructuring benefits may not be realized.

In order to operate more efficiently and control costs, the Company may announce restructuring plans from time to time, including workforce reductions, global facility consolidations and other cost reduction initiatives that are intended to generate operating expense savings. The implementation of restructuring plans could be disruptive to the Company's operations, result in higher than anticipated charges and otherwise adversely affect the Company's results of operations and financial condition. In addition, the Company's ability to complete restructuring plans and achieve the anticipated benefits from a plan is subject to estimates and assumptions and may vary materially from the Company's expectations, including as a result of factors that are beyond the Company's control. Furthermore, following completion of a restructuring plan, the business may not be more efficient or effective than prior to implementation of the plan.

If the Company's goodwill or other long-term assets become impaired, the Company will be required to record impairment charges, which may be significant.

A portion of the Company's long-term assets consists of goodwill recorded as a result of the Company's acquisitions; other identifiable intangible assets, including trade names; and fixed assets. At December 31, 2019, goodwill, net of impairment totaled $49.4 million. The Company does not amortize goodwill but rather reviews it for impairment on an annual basis or more frequently when events or changes in circumstances indicate that its carrying value may not be recoverable. If the carrying value of a reporting unit exceeds its current fair value as determined based on the discounted future cash flows of the reporting unit or comparable market sales and earnings multiples, the goodwill or intangible asset is considered impaired and is reduced to fair value. Events and conditions that could result in impairment include a prolonged period of global economic weakness, a decline in economic conditions and/or a slow, weak economic recovery, as well as sustained declines in the price of the Company's common stock, adverse changes in the regulatory environment, adverse changes in the market share of the Company's products, adverse changes in interest rates, further corporate income tax reforms or other factors leading to reductions in the long-term sales or profitability that the Company expects. Determination of the fair value of a reporting unit includes developing estimates which are highly subjective and incorporate calculations that are sensitive to minor changes in underlying assumptions. Management's assumptions change as more information becomes available. Changes in these assumptions could result in an impairment charge in the future, which could have a significant adverse impact on the Company's reported earnings. If the future operating performance of one or more of the Company's operating segments does not meet expectations, the Company may be required to record a significant charge during the period in which any impairment of the Company's goodwill or other long-term assets is determined.

The further recognition of an impairment of the Company's goodwill or any of the Company's assets would negatively affect the Company's results of operations and total capitalization, the effect of which could be material.

International Reporting Unit

During the third quarter of 2019, the Company performed an interim assessment of its European kitchenware business by comparing the fair value of the reporting unit with its carrying value. The Company performed the analysis using a discounted cash flow and market multiple approach. Based upon the analysis performed, the Company recognized a $9.7 million non-cash goodwill impairment charge during the third quarter of 2019. The goodwill impairment charge was the result of a decline in operating performance and reduced expectations for future cash flows of the European kitchenware business. The fair value of the business was approximately 30.1% below its carrying value as of September 30, 2019.

In 2018, the Company incurred a non-cash goodwill impairment charge of $2.2 million related to the European tableware business due to a decline in operating performance and reduced expectations for future cash flows.

Following the goodwill impairment charges taken in both the third quarter of 2019 and 2018, goodwill associated with the International reporting unit, comprised of the European kitchenware business and tableware business, acquired in 2014 and 2011, respectively, is zero.

U.S. Reporting Unit

The Company performed its annual impairment assessment of its U.S. reporting unit as of October 1, 2019 by comparing the fair value of the reporting unit with its carrying value. The Company performed the analysis using a discounted cash flow and market multiple method. Based upon the analysis performed, the Company recognized a non-cash goodwill impairment charge of $33.2 million, during the three months ended December 31, 2019. The goodwill impairment charge resulted from, among other factors, a sustained decline in the Company's market capitalization observed in the fourth quarter of 2019.The fair value of the U.S, reporting unit was approximately 6.1% below its carrying value.

The Company's projections of product demand, sales and net income are highly subjective in nature and the Company's future sales and net income could vary materially from the Company's projections.

From time to time, the Company may provide projections to its stockholders, lenders, the investment community, and other stakeholders of the Company's future sales and net income. Since the Company does not have long-term purchase commitments from customers and the customer order and shipment process is very short, it is difficult for the Company to accurately predict the demand for many of its products, or the amount and timing of the Company's future sales and related net income. The Company's projections are based on management's best estimate of sales using historical sales data and other information deemed relevant. These projections are highly subjective since sales can fluctuate substantially based on the demands of retail customers and due to other risks described in this Annual Report. Additionally, changes in retailer inventory management strategies could make the Company's inventory management more difficult. Because the Company's ability to forecast product demand and the timing of related sales requires significant subjective input, future sales and net income could vary materially from the Company's projections.

Increases in the cost of employee benefits could materially adversely impact the Company's financial results and cash flows.

The Company self-insures a substantial portion of the costs of employee healthcare and workers compensation. This could result in higher volatility in the Company's earnings and exposes the Company to higher financial risks. The Company's medical costs in recent years have generally increased and an aging workforce and other employee demographics could result in an increase in medical costs beyond what the Company has experienced or expects. The Company has stop-loss coverage in place for catastrophic events, but the aggregate impact of a high number of claims up to the Company's stop-loss limit may have an effect on the Company's profitability.

There are inherent limitations on the effectiveness of the Company's controls.

The Company does not expect that its disclosure controls or the Company's internal controls over financial reporting will prevent or detect all errors and all fraud. A control system, no matter how well-designed and operated, can provide only reasonable, not absolute, assurance that the control system's objectives will be met. The design of a control system must reflect the fact that resource constraints exist, and the benefits of controls must be considered relative to their costs. Further, because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that misstatements due to error or fraud will not occur or that all control issues and instances of fraud, if any, have been detected. The design of any system of controls is based in part on certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Projections of any evaluation of the effectiveness of controls to future periods are subject to risks. Over time, controls are revised, as necessary, due to changes in conditions or deterioration in the degree of compliance with policies or procedures. If in the future the Company's controls become inadequate, it could fail to meet its financial reporting obligations, its reputation may be adversely affected, its business and operating results could be harmed, and the market price of its stock could decline.

Customer risks

The Company faces intense competition from other companies worldwide and if the Company is unable to compete successfully, the Company's business, results of operations and financial condition could be materially and adversely affected.

The markets for the Company's products are intensely competitive with the principal competitive factors being product innovation, brand name, product quality, aesthetic appeal to customers, packaging, breadth of product offerings, distribution capability, delivery time and price. Advantages or disadvantages in any of these competitive factors may be sufficient to cause the customer to consider changing providers of the kinds of products that the Company sells. The Company competes with many other suppliers, some of which are larger than the Company, have greater financial and other resources or employ brands that are more established, have greater consumer recognition or are more favorably perceived by consumers or retailers than the Company’s brands. Some competitors may be willing to reduce prices and accept lower profit margins to compete with the Company. As a result of this competition, the Company could lose market share and sales, or be forced to reduce its prices to meet competition. If the Company’s product offerings are unable to compete successfully, the Company’s business, results of operations and financial condition could be materially and adversely affected.

Changes in the Company’s customer purchasing practices could materially adversely affect the Company’s operating results.

The Company’s wholesale customers include mass market merchants, specialty stores, commercial stores, department stores, warehouse clubs, grocery stores, off-price retailers, food service distributors, pharmacies, food and beverage outlets and e-commerce. Unanticipated changes in purchasing and other practices by the Company’s customers, including a customer’s pricing and payment terms, inventory de-stocking, limitations on shelf space, more extensive packaging requirements, changes in order quantities, use of private label brands and other practices, could materially and adversely affect the Company’s business, results of operations and financial condition. In addition, as a result of the desire of retailers to more closely manage inventory levels, there is a growing trend among retailers to make purchases on a “just-in-time” basis. While the Company generally orders products substantially in advance of the anticipated time of their sale by the Company, this trend may require the Company to shorten its lead time for production in certain cases and more closely anticipate demand, which may require the Company to carry additional inventories. The Company’s annual earnings and cash flows also depend to a great extent on the results of operations in the latter half of the year due to the seasonality of its sales. The Company’s success and sales growth is also dependent on its evaluation of consumer preferences and changing trends.

As certain online retailers grow they may continue to demand lower pricing, special packaging, shorter lead times for the delivery of products, smaller more frequent shipments, or impose other requirements on product suppliers. The cost of compliance with customers’ demands could have a material adverse effect on the Company’s business, results of operations and financial condition.

Many of the Company’s wholesale customers are significantly larger than the Company, have greater financial and other resources and also purchase goods directly from vendors in Asia and elsewhere. Decisions by large customers to increase their purchases directly from overseas vendors could have a material adverse effect on the Company’s business, results of operations and financial condition. Significant changes or financial difficulties, including consolidations of ownership, restructurings, bankruptcies, liquidations or other events that affect retailers, could result in fewer retailers selling the Company’s products, reliance on a smaller group of customers, an increase in the risk of extending credit to these customers or limitations on the Company’s ability to collect amounts due from these customers. Although the Company has long-established relationships with many of its customers, the Company does not have any long-term supply or binding contracts or guarantees of minimum purchases. Purchases by the Company’s customers are generally made using individual purchase orders. Customers may cancel their orders, change purchase quantities from forecast volumes, delay purchases for a number of reasons beyond the Company’s control or change other terms of their business relationship with the Company. Significant or numerous cancellations, reductions, delays in purchases or changes in business practices by customers could have a material adverse effect on the Company’s business, results of operations and financial condition.

Retailers place great emphasis on timely delivery of products for specific selling seasons, especially during the third fiscal quarter, and on the fulfillment of consumer demand throughout the year. The Company cannot control all of the various factors that might affect product delivery to retailers. Failure to deliver products to the Company’s retailers in a timely and effective manner, often under special vendor requirements to use specific carriers and delivery schedules, could damage the Company’s reputation and brands and result in a loss of customers or reduced orders.

Changes at the Company’s large customers, or actions taken by them, and consolidation in the retail industry could materially adversely affect the Company’s operating results.

During the years ended December 31, 2019, 2018 and 2017, Wal-Mart Stores, Inc., including Sam’s Club and, in the U.K., Asda Superstore, (“Walmart”), accounted for 16%, 14% and 15% of net sales, respectively. Sales to Walmart are included in the Company's U.S. and International segments. During the year ended December 31, 2019, sales to Costco Wholesale Corporation (“Costco”) accounted for 11% of consolidated net sales. Sales to Costco are included in the Company's U.S. and International segment. No other customers accounted for 10% or more of the Company’s sales during these periods.

A material reduction in sales to Walmart or other top customers in the aggregate, could have a significant adverse effect on the Company’s business and operating results. In addition, pressures by such customers that would cause the Company to materially reduce the price of its products could result in reduced operating margin. Any significant changes or financial difficulties that affect these customers, such as reduced sales by such customers (whether for reasons that affect a particular customer or the retail industry in general) may also result in reduced demand for the Company’s products. The Company would also be subject to increased credit risk with respect to such customers. In particular, the concentration of the Company's business with Walmart extends to its international business, including in China, as well as through Vasconia in Mexico and the Company's strategic alliance in Canada, due to the market presence of Walmart in these foreign countries. Any changes in purchasing practices or decline in the financial condition, of Walmart or other large customers may have a material adverse impact on the business, results of operations and financial condition of the Company.

The Company's large customers also have significant purchasing leverage. Customers may demand lower pricing, special packaging, shorter lead times for the delivery of products or impose other requirements on product suppliers like the Company. These business demands may relate to inventory practices, logistics or other aspects of the customer-supplier relationship. If the Company does not effectively respond to the demands of its customers, they could decrease or eliminate their purchases from the Company. These risks could be exacerbated if such large customers consolidate, or if the Company's smaller customers consolidate to become larger customers, which would increase their purchasing leverage. A reduction in the purchases of the Company's products by its wholesale customers or the costs of complying with customer business demands could have a material adverse effect on the Company's business, financial condition and results of operations.

The Company's customers could carry products that directly compete with the Company's products for retail space and consumer purchases. There is a risk that these customers could give higher priority to products of, or form alliances with, the Company's competitors. The failure of customers to provide the Company's products with similar or better levels of promotional support and retail space as competitors receive could have a material adverse effect on the Company's business, results of operations and financial condition.

The rapidly changing retail environment could result in the loss of, or a material reduction in, sales to the Company's brick-and-mortar customers, which could materially adversely affect the Company's business, results of operations, financial condition and cash flows.

The retail environment is highly competitive. Consumers are increasingly embracing shopping online and through mobile commerce applications. As a result, a greater portion of total consumer expenditures with retailers is occurring online and through mobile commerce applications. If the Company's brick-and-mortar retail customers fail to maintain or grow their overall market position through the integration of physical retail presence and digital retail, these customers may experience financial difficulties including store closures, bankruptcies or liquidations. This could, in turn, substantially reduce the Company's revenues, increase credit risk and have a material adverse effect on the Company's results of operations, financial condition and cash flows.

If the Company is unable to effectively manage its existing Internet business, the Company's reputation and operating results may be harmed.

The success of the Company's Internet business depends, in part, on factors over which the Company may have limited control. The Company must successfully respond to changing consumer preferences and buying trends relating to Internet usage. The Company is also vulnerable to certain additional risks and uncertainties associated with the Internet, including: changes in required technology interfaces; website downtime and other technical failures; costs and technical issues as the Company upgrades its website software; computer viruses; changes in applicable federal and state regulations; security breaches; data breaches; and consumer privacy concerns. In addition, the Company must keep up to date with competitive technology trends, including the use of improved technology, creative user interfaces and other Internet marketing tools such as paid search, which may increase its costs and which may not succeed in increasing sales or attracting customers. The Company's failure to successfully respond to these risks and uncertainties might adversely affect the sales in its Internet business, as well as damage the Company's reputation and brands.

Demand for new products and the inability to develop and introduce new competitive products at favorable profit margins could adversely affect the Company's performance and prospects for future growth.

New product introductions and product innovation are significant contributors to the Company's growth strategy and the Company's long-term success in the competitive retail environment depends in part on the Company's ability to develop and market a continuing stream of innovative new products that meet changing consumer preferences. The uncertainties associated with developing and introducing new products, such as the market demands and the costs of development and production may impede the successful development and introduction of new products. Acceptance of the new products may not meet sales expectations due to several factors, such as the Company's failure to accurately predict market demand or its inability to resolve technical issues in a timely and cost-effective manner. Additionally, the inability to develop new products on a timely basis could result in the loss of business to competitors.

Supply chain risks

International suppliers subject the Company to regional regulatory, man-made or natural disasters, health epidemics, political, economic and foreign currency exchange risk that could materially and adversely affect the Company's operating results.

The Company sources its products from suppliers located principally in Asia, Europe and the United States. The Company’s vendors in Asia, from whom a substantial majority of the Company’s products are sourced, are located primarily in China, which subjects the Company to various risks within the region including regulatory, man-made or natural disasters, health epidemics, political, economic and foreign currency changes. The Company’s ability to select and retain reliable vendors and suppliers who provide timely deliveries of quality parts and products efficiently will impact its success in meeting customer demand for timely delivery of quality products. The Company’s sourcing operations and its vendors are impacted by labor costs in China, where labor historically has been readily available at low cost relative to labor costs in North America. However, as China is experiencing rapid social, political and economic changes, labor costs have risen in some regions and labor in China may not continue to be available to the Company at costs consistent with historical levels. Changes in labor or other laws may be enacted, in China or in other countries in which the Company does business, which could have a material adverse effect on the Company’s operations and/or those of the Company’s suppliers. Changes in currency exchange rates might negatively affect the Company and its overseas vendors’ profitability and business prospects. The Company does not have access to its vendors’ financial information and the Company is unable to assess its vendors’ financial condition, including their liquidity. Interruption of supplies from any of the Company’s vendors, or the loss of one or more key vendors, could have a negative effect on the Company’s business and operating results.

The Company’s international trade subjects it to transportation risks.

The Company imports its products for delivery to its distribution centers, as well as arranges for its customers to import goods to which title has passed overseas or at a port of entry. For purchases that are to be delivered to its distribution centers, the Company arranges for transportation, primarily by sea, from ports in Asia and Europe to ports in the United States, principally New York/Newark/Elizabeth and Los Angeles/Long Beach, and in the U.K., principally Felixstowe. Accordingly, the Company is subject to risks incidental to such transportation. These risks include, but are not limited to, increases in fuel costs, fuel shortages, the availability of ships, increased security restrictions, work stoppages, weather disruptions and carriers’ ability to provide delivery services to meet the Company’s shipping needs. Transportation disruptions and increased transportation costs could materially adversely affect the Company’s business, results of operations and financial condition.

The Company depends on third-party manufacturers to produce the majority of its products, which presents quality control risks to the Company.

With the exception of the Company’s sterling silver products, the Company sources almost all of its products from suppliers located outside the United States, primarily in China, which restricts the Company’s ability to monitor and control their manufacture of the Company’s goods.

Although the Company has agreements with its third party manufacturers regarding quality standards and regularly audits the facilities of its manufacturers through its quality control program, the third party manufacturers may not continue to meet the Company’s quality standards, social standards regarding its workforce that are expected in the United States or legislation and regulations that apply to the products the Company contracts to manufacture. Failure by the Company’s manufacturers to meet these standards could, in turn, increase order cancellations, returns and price concessions and decrease customer demand for the Company’s products. Non-compliance with the Company’s product standards, regulatory requirements or product recall (or other regulatory actions) could have a material adverse effect on the Company’s financial condition, results of operations or cash flows.

The Company’s product costs are subject to price fluctuation.

Various commodities comprise the raw materials used to manufacture the Company’s products. The prices of these commodities have historically fluctuated on a cyclical basis and have often depended on a variety of factors over which the Company has no control. Additionally, labor costs represent a significant component of the Company’s supplier’s manufacturing costs and the Company’s suppliers may increase the prices they charge the Company if they experience rising labor costs. The cost of producing and distributing the Company’s products is also sensitive to energy costs, duties and tariffs. The selling prices of the Company’s products have not always increased in response to raw material, labor or other cost increases, and the Company is unable to determine to what extent, if any, it will be able to pass future cost increases through to its customers. The Company’s inability to come to favorable agreements with its suppliers or to pass increased costs through to the Company’s customers could materially and adversely affect its financial condition or results of operations.

A widespread outbreak of an illness or other health issue could negatively affect various aspects of the business, including the Company's supply chain, and make it more difficult and expensive to meet the Company's obligations to its customers, and could result in reduced demand from its customers.

The Company's global operations are susceptible to global events, including a widespread outbreak of an illness or other health issue, As a result of epidemic outbreaks businesses can be shut down, supply chains can be interrupted, slowed, or rendered inoperable, and individuals can become ill, quarantined, or otherwise unable to work and/or travel due to health reasons or governmental restrictions. Epidemic outbreaks could also substantially interfere with general commercial activity related to the Company's supply chain and customer base, which could have a material adverse effect on the Company's financial condition, results of operations, business, or prospects.

If the Company's operations are curtailed and the supply chain continues to be disrupted, the Company may need to seek alternate sources of supply for services and staff, which may be more expensive. Alternate sources may not be available or may result in delays in shipments to the Company from its supply chain and subsequently to the customers, each of which would affect the Company's results of operations. Further, if the customers' businesses are similarly affected, they might delay or reduce purchases from the Company, which could have a material adverse effect on the Company's results from operations.

Intellectual property risks

The loss of certain licenses or material changes in royalty rates could materially adversely affect the Company's operating margin and cash flow.

Significant portions of the Company's business are dependent on trade names, trademarks and patents, some of which are licensed from third parties. In 2019, sales of licensed brands accounted for approximately 12% of the Company's gross sales. The Company's licenses for many of these brands require it to pay royalties based on sales. Many of these license agreements are subject to termination by the licensor, if, for example, the Company fails to satisfy certain minimum sales obligations or breaches the terms of the license. The loss of significant licenses or a material increase in the royalty rates the Company pays or other new terms negotiated upon renewal of such licenses could result in a reduction of the Company's operating margins and cash flow from operations or otherwise adversely affect its business.

The Company holds certain rights to use the Farberware brand for kitchen tools and gadgets, cutlery, cutting boards, shears and certain other products which together represent a material portion of its sales, through a fully-paid, royalty-free license for a term that expires in 2195, subject to earlier termination under certain circumstances. The licensor is a joint venture of which the Company is a 50% owner. The other 50% owner of the joint venture has the right to terminate the Company's license if the Company materially breaches any of the material terms of the license and fails to cure the material breach within 180 days of notice of the breach, if it is determined in an arbitration proceeding that money damages alone would not be sufficient compensation to the licensor and that the breach is so egregious as to warrant termination of the license and forfeiture of the Company's rights to use the brand under that license agreement. If the Company were to lose the Farberware license for kitchen tools and gadgets, cutlery, cutting boards, shears and certain other products through termination as a result of an uncured breach, its business, results of operations and financial condition would be materially adversely affected.

Sales of KitchenAid branded products, to a lesser extent, also represent a material portion of the Company's sales. The Company also holds a license to use the KitchenAid brand subject to a license agreement that will expire in December 2022. The Company originally entered into a licensing arrangement for use of the KitchenAid brand in 2000, and has renewed the license, typically for three-year periods, since that time. Although it expects to be able to renew its current KitchenAid license prior to its expiration, there is no assurance that the Company will be able to do so on reasonable terms, or at all, and any failure to do so could have a material adverse effect on the Company's business, results of operations and financial condition.

The Company may not be able to adequately establish or protect its intellectual property rights, and the infringement or loss of the Company's intellectual property rights could harm its business.

To establish and protect the Company's intellectual property rights, the Company relies upon a combination of U.S., foreign and multi-national patent, trademark, copyright and trade secret laws, together with licenses, confidentiality agreements and other contractual arrangements. The measures that the Company takes to protect its intellectual property rights may prove inadequate to prevent third parties from infringing or misappropriating the Company's intellectual property, or from breaching their contractual obligations to the Company.

The Company has obtained and applied for numerous U.S. and foreign trademark, service mark and patent registrations, and will continue to evaluate the registration of additional marks, patents or other intellectual property, as appropriate. The Company cannot guarantee that any of its pending applications will be approved by the applicable governmental authorities. Moreover, even if such applications are approved, third parties may seek to oppose, declare invalid or otherwise challenge these registrations. Failure to obtain registrations for the Company's intellectual property in the United States and other countries could limit the Company's ability to protect its intellectual property rights and impede the Company's marketing efforts and operations in those jurisdictions.

The Company may need to resort to litigation to enforce or defend its intellectual property rights. If a competitor or collaborator files a patent application claiming technology also claimed by the Company, or a trademark application claiming a trademark, service mark or trade dress also used by the Company, in order to protect the Company's rights, the Company may have to participate in opposition or interference proceedings before the U.S. Patent and Trademark Office or a similar foreign agency. The Company cannot guarantee that the operation of its business does not infringe or otherwise violate the intellectual property rights of third parties, and the Company's intellectual property rights may be challenged by third parties or invalidated through administrative process or litigation. The costs associated with protecting intellectual property rights, including costs associated with litigation or administrative proceedings, may be material and there can be no assurance that any such litigation or administrative proceedings will be successful. Any such matters or proceedings could be burdensome, divert the time and resources of the Company's personnel and the Company may not prevail. Furthermore, even if the Company's intellectual property rights are not directly challenged, disputes among third parties could lead to the weakening or invalidation of the Company's intellectual property rights, or other parties such as the Company's competitors may independently develop technologies that are substantially equivalent or superior to the Company's technology.

The laws of certain foreign countries in which the Company operates or may operate in the future do not protect, and the governments of certain foreign countries do not enforce, intellectual property rights to the same extent as do the laws and government of the U.S., which may negate the Company's competitive or technological advantages in such markets. Moreover, any repeal or weakening of intellectual property laws or enforcement of those laws in the United States or foreign jurisdictions could make it more difficult for the Company to adequately protect its intellectual property rights, negatively impacting their value and increasing the cost of enforcing the Company's rights. If the Company is unable to establish or adequately protect its intellectual property rights, the Company's business, financial condition and results of operations could be materially and adversely affected.

If the Company is unable to protect the confidentiality of its proprietary information and know-how, the value of the Company's technology, products and services could be harmed significantly.

In addition to registered intellectual property, the Company relies on know-how and other proprietary information in operating its business. If this information is not adequately protected, then it may be disclosed or used in an unauthorized manner. To the extent that consultants, vendors, key employees or other third parties apply technology independently developed by them or by others to the Company's proposed products in the absence of a valid license or suitable non-disclosure or assignment of inventions provisions, disputes may arise as to the ownership of or rights to use such technology, which may not be resolved in the Company's favor. If other parties breach confidentiality or other agreements, or if the Company's registered intellectual property is not protected in the U.S. or foreign jurisdictions, this could harm the Company by enabling the Company's competitors and other entities, who may have greater experience and financial resources, to copy or use the Company's proprietary information in the advancement of their products, methods or technologies.

The Company's brands are subject to reputational risks and damage to the Company's brands or reputation could adversely affect its business.

The Company's brands and its reputation are among its most important assets. The Company's ability to attract and retain customers depends, in part, upon external perceptions of the Company, the quality of its products and its corporate and management integrity. The consumer goods industry is by its nature more prone to reputational risks than other industries. This has been compounded in recent years by the free flow of unverified information on the Internet and, in particular, on social media. Damage to the Company's brands or reputation or negative publicity or perceptions about the Company could adversely affect its business.

Operational and regulatory risks

Interruptions in the Company's operations caused by outside forces could cause material losses.

The Company's worldwide operations could be subject to natural and man-made disasters, telecommunications failures, water shortages, tsunamis, floods, earthquakes, hurricanes, typhoons, fires, extreme weather conditions, conflicts, acts of terrorism, health epidemics and other business interruptions. The occurrence of any of these business disruptions could seriously harm the Company's business, revenue and financial condition and increase the Company's costs and expenses. If the Company's or its manufacturers' warehousing facilities or transportation facilities are damaged or destroyed, the Company would be unable to distribute products on a timely basis, which could harm the Company's business. The Company's back-up operations may be inadequate, and the Company's business interruption insurance may not be sufficient to compensate for any losses that may occur.

The Company's international operations present special challenges that the Company may not be able to meet, and this could materially and adversely affect the Company's financial results.

The Company conducts business outside of the United States through subsidiaries, affiliates and joint ventures. These entities have operations and assets in the U.K., Mexico, Brazil, Canada, China and Hong Kong. Therefore, the Company is subject to increases and decreases in its investments in these entities resulting from the impact of fluctuations in foreign currency exchange rates. These entities also bear risks similar to those risks faced by the Company. However, there are specific additional risks related to these organizations, such as the failure of the Company’s partners or other investors to meet their obligations and higher credit and liquidity risks related to thinly capitalized entities. Failure of these entities or the Company’s vendors to adhere to required regulatory or other standards, including social compliance standards, could materially and adversely impact the Company’s reputation and business.

In addition, the Company sells its products in foreign countries and seeks to increase its level of international business activity. Accordingly, the Company is subject to various risks, including:

- U.S.-imposed embargoes of sales to specific countries;
- foreign import controls (which may be arbitrarily imposed or enforced);
- import regulations and duties;
- export regulations (which require the Company to comply with stringent licensing regimes);
- anti-dumping regulations;
- price and currency controls;
- exchange rate fluctuations;
- dividend remittance restrictions;
- expropriation of assets;
- war, civil uprisings and riots;
- government instability;
- the necessity of obtaining governmental approval for new and continuing products and operations;
- legal systems or decrees, laws, taxes, regulations, interpretations and court decisions that are not always fully developed and that may be retroactively or arbitrarily applied;
- restructuring and integration of the Company's European operations;
- public health epidemics;
- unanticipated income taxes, excise duties, import taxes, export taxes or other governmental assessments; and
- difficulties in managing a global enterprise.

Any significant violations of regulations or the occurrence of the events listed above could result in civil or criminal sanctions or the loss of export or other licenses, which could have a material adverse effect on the Company’s business, results of operations and financial condition. In addition, the Company’s organizational structure may limit its ability to transfer funds between countries, particularly into and out of the United States, without incurring adverse tax consequences. Any of these events could result in a loss of business or other unexpected costs that could reduce sales or profits and have a material adverse effect on the Company’s financial condition, results of operations and cash flows.

The Company operates in a regulated environment that imposes significant compliance requirements. Non-compliance with these requirements could subject the Company to sanctions and materially adversely affect the Company’s business.

The Company is subject in the ordinary course of its business, in the United States and elsewhere, to many statutes, ordinances, rules and regulations that, if violated by the Company or its affiliates, partners or vendors, could have a material adverse effect on the Company’s business. The Company is required to comply with the United States Foreign Corrupt Practices Act (“FCPA”), the U.K. Bribery Act and similar anti-bribery, anti-corruption and anti-kickback laws adopted in many of the countries in which the Company does business which prohibit the Company from engaging in bribery or making other prohibited payments to foreign officials for the purpose of obtaining or retaining business and also require maintenance of adequate record-keeping and internal accounting practices to accurately reflect transactions. Under the FCPA, companies operating in the United States may be held liable for actions taken by their strategic or local partners or representatives. The U.K. Bribery Act is broader in scope than the FCPA in that it directly addresses commercial bribery in addition to bribery of government officials and it does not recognize certain exceptions, notably facilitation payments that are permitted by the FCPA. Civil and criminal penalties may be imposed for violations of these laws. In many of the countries in which the Company operates, particularly those with developing economies, it is or has been common for government officials and businesses to engage in business practices that are prohibited by these laws. If the Company does not properly implement and maintain practices and controls with respect to compliance with applicable anti-corruption, anti-bribery and anti-kickback laws, or if the Company fails to enforce those practices and controls properly, the Company may be subject to regulatory sanctions, including administrative costs related to governmental and internal investigations, civil and criminal penalties, injunctions and restrictions on the Company’s business and capital raising activities, any of which could materially and adversely affect the Company’s business, results of operations and financial condition. The Company's employees, distributors, dealers and other agents could engage in conduct that is not in compliance with such laws for which the Company might be held responsible. If the Company's employees, distributors, dealers or other agents are found to have engaged in illegal practices, the Company could suffer substantial penalties and the reputation, business, results of operations and financial condition of the Company could be materially adversely affected.

New and future laws and regulations governing the Internet and e-commerce could have a material adverse effect on the Company's business, results of operations and financial condition.

The Company is subject to laws and regulations governing the Internet and e-commerce. These existing and future laws and regulations may impede the growth of the Internet, e-commerce or other online services. These regulations and laws may cover taxation, user privacy, data protection, pricing, content, copyrights, distribution, electronic contracts and other communications, consumer protection, the provision of online payment services, broadband residential Internet access and the characteristics and quality of products and services. It is not clear how existing laws governing issues such as property ownership, sales and other taxes, and personal privacy apply to the Internet and e-commerce. Unfavorable resolutions of these issues could diminish the demand for the Company's products on the Internet and increase the cost of doing business.

On June 21, 2018, the U.S. Supreme Court decided *South Dakota v. Wayfair, Inc. et al*, (the "Wayfair Decision"), a case that challenged existing law under which online retailers are not required to collect sales tax unless they have a physical presence in the buyer's state. The Wayfair Decision established that a state may enforce or adopt laws requiring online retailers to collect and remit sales tax if there is a substantial nexus between the online retailer's activity and the state, even if the retailer has no physical presence within the taxing state. The majority of U.S. states have enacted laws or have pending legislation that require online retailers to collect and remit sales tax for online sales. These laws and pending legislation could result in the Company incurring substantial tax liabilities, including taxes on past sales, as well as penalties and interest. The imposition by state governments of sales tax collection obligations on out-of-state internet retailers could also create additional administrative burdens on the Company. This decision and the enactment and enforcement of laws resulting from this decision could also impact where the Company is required to file state income taxes. As a result, the Company's effective income tax rate, the cost of the Company's e-commerce business, and the growth of its e-commerce business, could be materially adversely effected by the Wayfair Decision and other new laws or regulations governing the internet and e-commerce. This potential negative impact on the Company's e-commerce business could have a material adverse effect on the Company's overall business, results of operations and financial condition.

A failure in or compromise of the Company's operating systems or infrastructure or those of third parties could disrupt the Company's business and cause losses.

The Company relies on many information technology systems for the operation of its principal business functions, including, but not limited to, the Company's enterprise resource planning, warehouse management, inventory forecast and ordering and call center systems. In the case of the Company's inventory forecast and ordering system, most of the Company's orders are received directly through electronic connections with the Company's largest customers. Additionally, the success of certain product categories in a competitive marketplace is dependent upon the creation and launch of new, innovative products. Accordingly, to keep pace within a competitive retail environment, the Company uses and will continue to evaluate new technologies to improve the efficiency of designing new innovative products. The failure or compromise of any of these systems or technologies could have a material adverse effect on the Company's business and results of operations.

The Company is subject to cyber security risks and may incur increasing costs in efforts to minimize those risks and to comply with regulatory standards.

The Company employs information technology systems and operates websites which allow for the secure storage and transmission of proprietary or confidential information regarding the Company's customers, employees and others, including credit card information and personal identification information. The Company has made significant efforts to secure its computer network to mitigate the risk of possible cyber-attacks, including, but not limited to, data breaches, and is continuously working to upgrade its existing information technology systems and provide employee awareness training around phishing, malware, and other cyber risks to ensure that the Company is protected, to the greatest extent possible, against cyber risks and security breaches. Despite these efforts security of the Company's computer networks could be compromised which could impact operations and confidential information could be misappropriated, which could lead to negative publicity, loss of sales and profits or cause the Company to incur significant costs to reimburse third- parties for damages, which could adversely impact profits.

Additionally, the Company must comply with increasingly complex and rigorous regulatory standards enacted to protect businesses and personal data, including the General Data Protection Regulation ("GDPR") and the California Consumer Privacy Act. GDPR is a comprehensive European Union privacy and data protection reform, effective in 2018, which applies to companies that are organized in the European Union or otherwise provide services to consumers who reside in the European Union, and imposes strict standards regarding the sharing, storage, use, disclosure and protection of end user data and significant penalties (monetary and otherwise) for non-compliance. The California Consumer Privacy Act, which became effective in January 2020, created new data privacy rights, including a new private right of action for data breaches and requires companies that process information on California residents to make new disclosures to consumers about their data collection, use and sharing practices and allow consumers to opt out of certain data sharing with third parties. Any failure to comply with GDPR, the California Consumer Privacy Act, or other regulatory standards, could subject the Company to legal and reputational risks. Misuse of or failure to secure personal information could also result in violation of data privacy laws and regulations, proceedings against the Company by governmental entities or others, damage to the Company's reputation and credibility, and could have a material adverse effect on the Company's business and results of operations.

The Company is in the process of transitioning the Company's Systems, Applications and Products and other critical systems to cloud-based technologies. As the Company transitions to cloud-based technologies, the Company may be exposed to additional cyber threats as the Company migrates from legacy systems to cloud-based solutions. The Company's increased dependence on third parties for cloud-based systems may also subject the Company to further cyber threats.

The Company sells consumer products which involve an inherent risk of product liability claims.

The marketing of certain of the Company's consumer products involve an inherent risk of product liability claims or recalls or other regulatory or enforcement actions initiated by the U.S. Consumer Product Safety Commission, by the Office of Fair Trading in the U.K., by other regulatory authorities or through private causes of action. The Company has in the past, and may have in the future, recalls (both voluntary and involuntary) of its products. Any defects in products the Company markets could harm the Company's reputation, adversely affect its relationship with its customers and decrease market acceptance of the Company's products and the strength of the brand names under which the Company markets such products. Potential product liability claims may exceed the amount of the Company's insurance coverage (which is subject to self-insured retention amounts) and could materially damage the Company's business and its financial condition. Additionally, the Company's product standards could be impacted by new or revised environmental rules and regulations or other social initiatives.

The Company may incur material costs due to environmental liabilities which could have a material adverse effect on the Company's business, financial condition and results of operations.

The Company is subject to a broad range of federal, state, local, foreign and multi-national laws and regulations relating to the environment. These include laws and regulations that govern:

- discharges to the air, water and land;
- the handling and disposal of solid and hazardous substances and wastes; and
- remediation of contamination associated with release of hazardous substances at the Company's facilities and at off-site disposal locations.

The Company may incur material costs to comply with increasingly stringent environmental laws and enforcement policies. Moreover, there are proposed international accords and treaties, as well as federal, state and local laws and regulations, which would attempt to control or limit the causes of climate change, including the effect of greenhouse gas emissions on the environment. In the event that the U.S. government or foreign governments enact new climate change laws or regulations or make changes to existing laws or regulations, compliance with applicable laws or regulations may result in increased manufacturing costs for the Company's products, such as by requiring investment in new pollution control equipment or changing the ways in which certain of the Company's products are made. The Company may incur some of these costs directly and others may be passed on to the Company from its third-party suppliers. Although the Company believes that it is substantially in compliance with applicable environmental laws and regulations at its facilities, the Company may not always be in compliance with such laws and regulations or any new laws and regulations in the future, which could have a material adverse effect on the Company's business, financial condition and results of operations.

Wallace EPA Matter

Wallace Silversmiths de Puerto Rico, Ltd. ("WSPR"), a wholly-owned subsidiary of the Company, operates a manufacturing facility in San Germán, Puerto Rico that is leased from the Puerto Rico Industrial Development Company ("PRIDCO"). In March 2008, the United States Environmental Protection Agency (the "EPA") announced that the San Germán Ground Water Contamination site in Puerto Rico (the "Site") had been added to the Superfund National Priorities List due to contamination present in the local drinking water supply.

In May 2008, WSPR received from the EPA a Notice of Potential Liability and Request for Information pursuant to 42 U.S.C. Sections 9607(a) and 9604(e) of the Comprehensive Environmental Response, Compensation, and Liability Act ("CERCLA"). In July 2011, WSPR received a letter from the EPA requesting access to the property that it leases from PRIDCO to conduct an environmental investigation, and the Company granted such access. In February 2013, the EPA requested access to conduct a further environmental investigation at the property. PRIDCO agreed to such access and the Company consented. The EPA conducted a further investigation during 2013 and, in April 2015, notified the Company and PRIDCO that the results from vapor intrusion sampling may warrant the implementation of measures to mitigate potential exposure to sub-slab soil gas. The Company reviewed the information provided by the EPA and requested that PRIDCO, as the property owner, find and implement a solution acceptable to the EPA. While WSPR did not cause the sub-surface condition that resulted in the potential for vapor intrusion, in order to protect the health of its employees and continue its business operations, it has nevertheless implemented corrective action measures to prevent vapor intrusion, such as sealing the floors of the building and conducting periodic air monitoring to address potential exposure.

On August 13, 2015, the EPA released its remedial investigation and feasibility study (“RI/FS”) for the Site. On December 11, 2015, the EPA issued the Record of Decision (“ROD”) for an initial operable unit, electing to implement its preferred remedy which consists of soil vapor extraction and dual-phase extraction/in-situ treatment. This selected remedy includes soil vapor extraction (“SVE”) to address soil (vadose zone) source areas at the Site, impermeable cover as necessary for the implementation of SVE, dual phase extraction in the shallow saprolite zone, and in-situ treatment as needed to address residual sources. The EPA’s total net present worth estimated cost for its selected remedy is $7.3 million. The EPA also designated a second operable unit under which the EPA has and will continue to conduct further investigations to determine the nature and extent of groundwater contamination, as well as a determination by the EPA on the necessity of any further response actions to address groundwater contamination. In February 2017, the EPA indicated that it planned to expand its field investigation for the RI/FS to a second operable unit to further determine the nature and extent of the groundwater contamination at and from the Site and to determine the nature of the remedial action needed to address the contamination. The EPA has requested access to the property occupied by WSPR to install monitoring wells and to undertake groundwater sampling as part of this expanded investigation. WSPR has consented to the EPA’s access request, provided that the EPA receives PRIDCO’s consent, as the property owner. WSPR never used the primary contaminant of concern and did not take up its tenancy at the Site until after the EPA had discovered the contamination in the local water supply. The EPA has also issued notices of potential liability to a number of other entities affiliated with the Site, which used the contaminants of concern.

In December 2018, the Company, WSPR, and other identified Potentially Responsible Parties affiliated with the Site entered into tolling agreements to extend the statute of limitations for potential claims for the recovery of response costs for the initial operable unit under Section 107 of CERCLA. In February 2020, the tolling agreements were extended to November 2020. The tolling agreements do not constitute in any way an admission or acknowledgment of any fact, conclusion of law or liability by the parties to the agreements.

The EPA released its proposed plan for a second operable unit in July 2019. The public comment period for the proposed plan ended on September 10, 2019. On September 30, 2019, the EPA issued the ROD for operable unit 2 (“OU-2”), electing to implement its preferred remedy which consists of in-situ treatment of groundwater and a monitored natural attenuation (MNA) program including monitoring of the plume fringe at the Site. The EPA’s estimated total net present worth cost for its selected remedy is $17.3 million.

Accordingly, based on the above uncertainties and variables, it is not possible at this time for the Company to estimate its share of liability, if any, related to this matter. However, in the event of one or more adverse determinations related to this matter, it is possible that the ultimate liability resulting from this matter and the impact on the Company’s results of operations could be material.

The Company’ executives and other key employees are critical to the Company’s success. The loss of and/or failure to attract and maintain its highly skilled employees could adversely affect the Company’s business.

The Company’s success depends, in part, on the efforts and skills of its executives and other key employees. The Company’s key employees are experienced and highly qualified in the housewares industry. The loss of any of the Company’s executive officers or other key employees could harm the business and the Company’s ability to timely achieve its strategic initiatives. The Company’s success also depends, in part, on its ability to identify, hire and retain other skilled personnel. The Company’s industry is characterized by a high level of employee mobility and aggressive recruiting among competitors for personnel with successful track records. The Company may not be able to attract and retain skilled personnel or may incur significant costs in order to do so.

As a result of the Company’s acquisition of Filament, Taylor Parent has significant influence over the Company and its interests may conflict with the Company’s or its stockholders in the future.

As a result of the issuance of common stock to Taylor Parent, Taylor Parent has significant influence over the Company. Going forward, Taylor Parent’s degree of control will depend on, among other things, its level of ownership of the Company’s common stock and its ability to exercise certain rights under the terms of the Stockholders Agreement that the Company entered into with Taylor Parent in connection with the acquisition and merger agreement.

Under the Stockholders Agreement, for so long as Taylor Parent continues to beneficially own at least 50% of the shares it received at the consummation of the acquisition, neither the Company nor any of its subsidiaries may take any of the following actions without the approval of the directors designated by Taylor Parent, such approval not to be unreasonably withheld: (i) enter into any agreement for a transaction that would result in a change of control of the Company; (ii) consummate any transaction for the sale of all or substantially all of the Company’s assets; (iii) file for reorganization pursuant to Chapter 11, or for liquidation pursuant to Chapter 7, of the U.S. Bankruptcy Code; (iv) liquidate or dissolve the business and affairs of the Company; (v) take any Board of Directors action to seek an amendment to the Company's Certificate of Incorporation or approve, or recommend that the Company's stockholders approve, an amendment to the Company's Amended and Restated Bylaws, except as required by Delaware Law (as defined in the merger agreement) or other applicable law and other than amendments that would not materially and disproportionately affect Taylor Parent; (vi) incur additional debt in excess of $100 million in the aggregate, subject to certain exceptions; (vii) acquire or dispose of assets or a business, in each case with an individual value in excess of $100 million; (viii) terminate the employment of the Chief Executive Officer, other than for cause (in which case the Company shall consult in good faith with Taylor Parent on a replacement Chief Executive Officer); or (ix) adopt a stockholder rights plan that does not exempt as "grandfathered persons" the stockholders party to the Stockholders Agreement and their affiliates from being deemed "acquiring persons" due to their beneficial ownership of the common stock of the Company upon the public announcement of adoption of such stockholder rights plan (it being understood that no such plan shall restrict any stockholder party to the Stockholders Agreement or its affiliates from acquiring, in the aggregate, common stock up to the level of their aggregate percentage beneficial ownership as of the public announcement of the adoption of such stockholder rights plan).

Accordingly, Taylor Parent's influence over the Company and the consequences of such control could have a material adverse effect on the Company's business and business prospects and negatively impact the trading price of its common stock.

Item 1B. Unresolved Staff Comments

None

Item 2. Properties

The following table lists the principal properties at which the Company operated its business at December 31, 2019:

Location	Description	Size (square feet)	Owned/ Leased
Rialto, California [1]	West Coast warehouse and distribution facility	703,000	Leased
Robbinsville, New Jersey [1]	Principal East Coast warehouse and distribution facility	700,000	Leased
Aston, England [2] [4]	Offices, showroom, warehouse and distribution facilities	260,000	Leased
Winchendon, Massachusetts [1]	Warehouse and distribution facility, and spice packing line	175,000	Owned
Garden City, New York [3]	Corporate headquarters/main showroom	159,000	Leased
Corby, England [2] [4]	Offices, showroom, warehouse and distribution facility	143,000	Leased
Medford, Massachusetts [1]	Offices, showroom, warehouse and distribution facility	69,000	Leased
San Germán, Puerto Rico [1]	Sterling silver manufacturing facility	55,000	Leased
Las Cruces, New Mexico [1]	Offices, warehouse and distribution facilities	33,000	Leased
Shanghai, China [3]	Offices	22,000	Leased
Oak Brook, Illinois [1]	Offices	18,000	Leased
Guangzhou, China [3]	Offices	18,000	Leased
Seattle, Washington [1]	Offices	17,500	Leased
York, Pennsylvania [1]	Offices	14,000	Leased
New York, New York [1]	Offices and showrooms	12,000	Leased
Atlanta, Georgia [1]	Showrooms	11,000	Leased
Kowloon, Hong Kong [3]	Offices and showroom	7,300	Leased
Bentonville, Arkansas [1]	Offices and showroom	7,000	Leased
Newtown, Pennsylvania [1]	Offices	5,900	Leased
Pawtucket, Rhode Island [1]	Offices and showroom	4,900	Leased
Menomonee Falls, Wisconsin [1]	Showroom	4,000	Leased
Tianjin, China [3]	Offices	2,400	Leased
Minneapolis, Minnesota [1]	Offices	1,956	Leased
Isaaquah, Washington [1]	Offices	1,125	Leased

(1) Location primarily used by the U.S. segment.
(2) Location used by the International segment.
(3) Location used by all segments.
(4) As of December 31, 2019, the International segment utilized the Corby, England distribution center for a limited portion of customer orders. The Company expects to complete the consolidation of its Corby, England distribution center into the Aston, England distribution center in 2020.

Item 3. Legal Proceedings

Wallace EPA Matter

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In December 2018, the Company, WSPR, and other identified Potentially Responsible Parties affiliated with the Site entered into tolling agreements to extend the statute of limitations for potential claims for the recovery of response costs for the initial operable unit under Section 107 of CERCLA. In February 2020, the tolling agreements were extended to November 2020. The tolling agreements do not constitute in any way an admission or acknowledgment of any fact, conclusion of law or liability by the parties to the agreements.

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Accordingly, based on the above uncertainties and variables, it is not possible at this time for the Company to estimate its share of liability, if any, related to this matter. However, in the event of one or more adverse determinations related to this matter, it is possible that the ultimate liability resulting from this matter and the impact on the Company’s results of operations could be material.

U.S. Customs and Border Protection matter

By letter dated August 26, 2019, the Company was advised that U.S. Customs and Border Protection ("CBP") had commenced an investigation, pursuant to 19 U.S.C. §1592, regarding the Company’s tariff classification of certain tableware and kitchenware. The issue centers on whether such merchandise meets the criteria for reduced duty rates as specified sets as those terms are defined in Chapter 69, Note 6(b), Harmonized Tariff System of the United States. The period of investigation is stated to be from August 26, 2014 to the present. Since being notified of the investigation, the Company has obtained a significant amount of evidence that, the

Company believes, supports that the imported products were properly classified as specified sets. The Company's counsel filed a lead Protest and Application for Further Review on February 5, 2020 and will be requesting that CBP suspend the matter until the protest is reviewed and decided by CBP headquarters based on the sufficiency of the evidence presented.

In the event CBP accepts the evidence presented, then no additional duties or penalties will be owed. If CBP rejects the Company’s position, then the estimated amount of duties that could be owed is $3.1 million. In such event, it is reasonably possible that additional penalties could be assessed, depending upon the level of culpability found, of up to $6.2 million for negligence and up to $12.4 million for gross negligence. In the event penalties are assessed, the Company will have the opportunity to further contest CBP’s findings and seek cancellation or mitigation of such assessments.

Accordingly, based on the above uncertainties and variables, the Company considers the potential losses related to this matter to be reasonably possible, but not probable. However, in the event of one or more adverse determinations related to this matter, it is possible that the ultimate liability resulting from this matter and the impact on the Company’s results of operations could be material.

Other

The Company is, from time to time, involved in other legal proceedings. The Company believes that other current litigation is routine in nature and incidental to the conduct of the Company’s business and that none of this litigation, individually or collectively, would have a material adverse effect on the Company’s consolidated financial position, results of operations or cash flows.

Item 4. Mine Safety Disclosure

Not applicable.

PART II

Item 5. Market For Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

The Company’s common stock is traded under the symbol “LCUT” on the NASDAQ Global Select Market (“NASDAQ”).

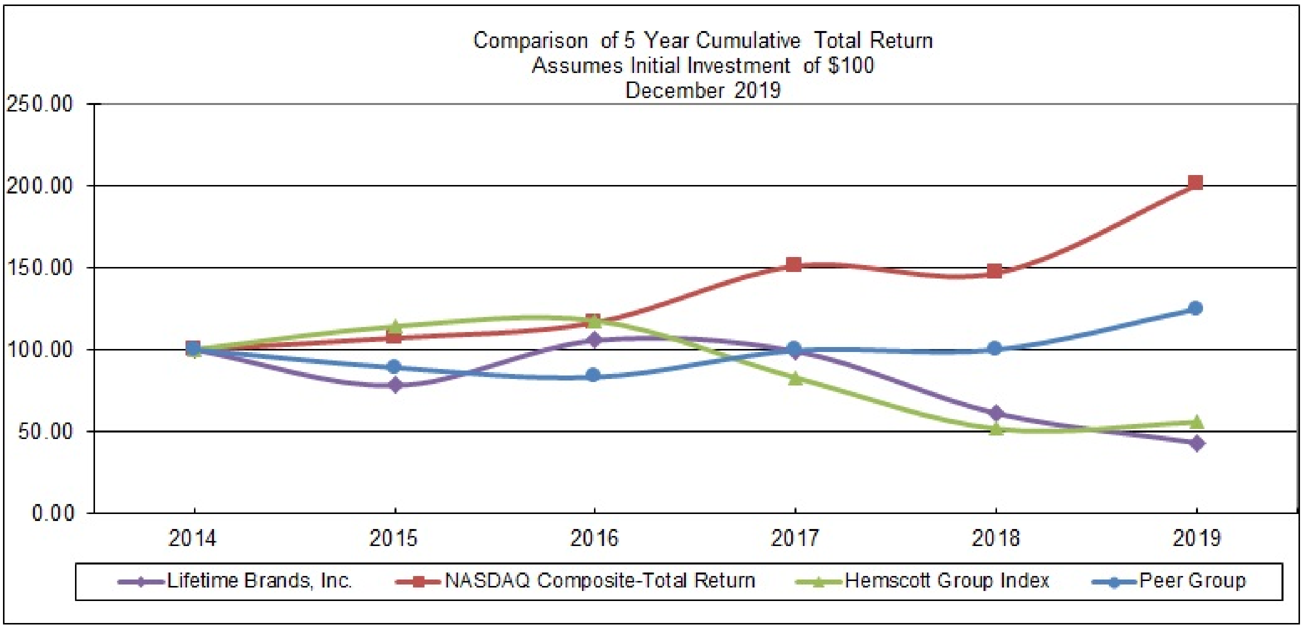
At December 31, 2019, the Company estimates that there were approximately 1,900 record holders of the Company’s common stock.

The Company is authorized to issue 100 shares of Series A Preferred stock and 2,000,000 shares of Series B Preferred stock, none of which were issued or outstanding at December 31, 2019.

The Board of Directors currently intends to continue paying cash dividends for the foreseeable future, although the Board of Directors may in its discretion determine to modify or eliminate such dividends at any time.

PERFORMANCE GRAPH

The following chart compares the cumulative total return on the Company's common stock with the NASDAQ Market Index, the Company's peer group and the Hemscott Group Index for Housewares & Accessories. The comparisons in this chart are required by the SEC and are not intended to forecast or be indicative of the possible future performance of the Company's common stock.



Date		Lifetime Brands, Inc.		Hemscott Group Index		Peer Group		NASDAQ Market Index
12/31/2014 (1)	$	100.00	$	100.00	$	100.00	$	100.00
12/31/2015	$	77.91	$	114.05	$	88.97	$	106.96
12/31/2016	$	105.49	$	117.60	$	83.09	$	116.45
12/31/2017	$	98.93	$	82.69	$	99.45	$	150.96
12/31/2018	$	60.96	$	51.57	$	99.95	$	146.67
12/31/2019	$	43.05	$	55.53	$	124.73	$	200.49

(1) The graph assumes $100 was invested as of the close of trading on December 31, 2014 and dividends were reinvested. Measurement points are at the last trading day of each of the fiscal years ended December 31, 2015, 2016, 2017, 2018 and 2019. The material in this chart is not soliciting material, is not deemed filed with the SEC and is not incorporated by reference in any filing of the Company under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, irrespective of any general incorporation by reference language in such filing. A list of the companies included in the Company's Hemscott Group Index will be furnished by the Company to any stockholder upon written request to the Chief Financial Officer of the Company. Peer issuers included in the peer group identified include, Acushnet Holdings Corp., Callaway Golf Co., Crocs, Inc., Delta Apparel, Inc., Hamilton Beach Brands Holding Co., Helen of Troy Ltd., JAKKS Pacific, Inc., Lands' End, Inc., Libbey, Inc., Movado Group, Inc., Oxford Industries, Inc., The Buckle, Inc. and Tupperware Brands Corp.

The table below sets forth information regarding issuer purchases of equity securities:

Period	Total number of shares purchased [1]		Average price paid per share	Total number of shares purchased as part of publicly announced plans or programs [2]		Maximum approximate dollar value of shares that may yet be purchased under the plans or programs subsequent to end of period [2]
December 1- December 31, 2019	1,133	$	6.95	—	$	6,771,467

(1) The repurchased shares were acquired other than as part of a publicly announced plan or program. The Company repurchased these securities in connection with its Amended and Restated 2000 Long Term Incentive Plan which allows participants to use shares to satisfy certain tax liabilities arising from the vesting of restricted stock. The number above does not include unvested shares forfeited back to the Company pursuant to the terms of the Company's stock compensation plans.

(2) On April 30, 2013, the Board of Directors of Lifetime Brands, Inc. authorized the repurchase of up to $10.0 million of the Company's common stock. The repurchase authorization permits the Company to effect the repurchases from time to time through open market purchases and privately negotiated transactions. No repurchases occurred during the three months ended December 31, 2019.

Item 6. Selected Financial Data

The selected consolidated statement of operations data for the years ended December 31, 2019, 2018 and 2017 and the selected consolidated balance sheet data as of December 31, 2019 and 2018 have been derived from the Company's audited consolidated financial statements included elsewhere in this Annual Report on Form 10-K. The selected consolidated statement of operations data for the years ended December 31, 2016 and 2015 and the selected consolidated balance sheet data at December 31, 2017, 2016 and 2015 have been derived from the Company's audited consolidated financial statements included in the Company's Annual Reports on Form 10-K for those respective years, which are not included in this Annual Report on Form 10-K.

This information should be read together with the discussion in *Management's Discussion and Analysis of Financial Condition and Results of Operations* and the Company's consolidated financial statements and Notes to those statements included elsewhere in this Annual Report on Form 10-K.

	Year ended December 31,				
	2019	2018	2017	2016	2015
	(in thousands, except per share data)				
STATEMENT OF OPERATIONS DATA (1)					
Net sales	$ 734,902	$ 704,542	$ 579,476	$ 592,619	$ 587,670
Cost of sales (2)	479,711	448,785	364,319	375,719	373,284
Distribution expenses (3)	72,543	69,716	58,050	57,006	54,815
Selling, general and administrative expenses (4)	161,618	162,933	140,903	130,397	134,903
Impairment of goodwill	42,990	2,205	—	—	—
Restructuring expenses	1,435	2,324	1,024	2,420	437
(Loss) Income from operations	(23,395)	18,579	15,180	27,077	24,231
Interest expense	(20,378)	(18,004)	(4,291)	(4,803)	(5,746)
Financing expense	—	—	—	—	(154)
Loss on early retirement of debt	—	(66)	(110)	(272)	—
(Loss) Income before income taxes and equity in earnings	(43,773)	509	10,779	22,002	18,331
Income tax provision	(1,109)	(2,889)	(9,032)	(7,030)	(6,627)
Equity in earnings, net of taxes	467	660	407	748	574
Net (loss) income	$ (44,415)	$ (1,720)	$ 2,154	$ 15,720	$ 12,278
Basic (loss) income per common share	$ (2.16)	$ (0.09)	$ 0.15	$ 1.11	$ 0.89
Weighted-average shares outstanding – basic	20,597	19,452	14,505	14,174	13,850
Diluted (loss) income per common share	$ (2.16)	$ (0.09)	$ 0.14	$ 1.08	$ 0.86
Weighted-average shares outstanding – diluted	20,597	19,452	14,955	14,549	14,266
Cash dividends declared per common share	$ 0.17	$ 0.17	$ 0.17	$ 0.17	$ 0.16

	December 31,				
	2019	2018	2017	2016	2015
	(in thousands)				
BALANCE SHEET DATA (1)					
Current assets	$ 329,153	$ 318,804	$ 258,423	$ 256,447	$ 243,380
Current liabilities (5)	107,307	84,876	71,515	91,286	91,361
Working capital (4)	221,846	233,928	186,908	165,161	152,019
Total assets (5)	770,023	708,572	401,521	399,854	398,331
Short-term borrowings	8,413	1,253	69	9,456	19,898
Long-term debt	287,103	304,774	94,744	86,201	80,350
Stockholders' equity	236,317	279,493	210,279	197,728	199,468

Notes:

(1) The acquisition of Filament in March 2018 affects the comparability of the periods.

(2) Prior to January 1, 2019, depreciation associated with certain tooling used to produce products was classified as selling, general and administrative expenses. The amount recorded in cost of sales for the year ended December 31, 2019 was $1.4 million. The

impact on the comparative periods presented is immaterial and therefore, the comparative periods have not been adjusted to reflect this change in accounting policy.

(3) The 2016 period includes a $1.2 million charge to correct prior years' depreciation of certain assets within the U.S. segment.

(4) In 2018 and 2015, the Company recorded a gain of $1.7 million and a loss of $0.7 million, respectively, related to adjustments to the fair value of certain contingent consideration.

(5) The 2019 period reflects the adoption of ASU 2016-02, Leases (Topic 842) which requires a lessee, in most leases, to initially recognize a lease liability for the obligation to make lease payments and a right-of-use asset for the right to use the underlying asset for the lease term. As a result, comparability to the prior years' current liabilities, working capital, and total assets is affected.

Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations

The following discussion should be read in conjunction with the consolidated financial statements for the Company and Notes thereto set forth in Item 15. This discussion contains forward-looking statements relating to future events and the future performance of the Company based on the Company’s current expectations, assumptions, estimates and projections about it and the Company’s industry. These forward-looking statements involve risks and uncertainties. The Company’s actual results and timing of various events could differ materially from those anticipated in such forward-looking statements as a result of a variety of factors, as more fully described in this section and elsewhere in this Annual Report including those discussed under “Disclosures regarding Forward-Looking Statements,” under Item 1A “Risk Factors” and under Item 7A “Quantitative and Qualitative Disclosures Regarding Market Risk.” The Company undertakes no obligation to update publicly any forward-looking statements for any reason, even if new information becomes available or other events occur in the future, other than as required by law.

ABOUT THE COMPANY

The Company designs, sources and sells branded kitchenware, tableware and other products used in the home. The Company’s product categories include two categories of products used to prepare, serve and consume foods, Kitchenware (kitchen tools and gadgets, cutlery, kitchen scales, thermometers, cutting boards, shears, cookware, pantryware, spice racks and bakeware) and Tableware (dinnerware, stemware, flatware and giftware); and one category, Home Solutions, which comprises other products used in the home (thermal beverageware, bath scales, weather and outdoor household products, food storage, neoprene travel products and home décor). In 2019, Kitchenware products and Tableware products accounted for approximately 79% of the Company’s U.S. net sales and 82% of the Company’s consolidated net sales. In 2018, Kitchenware products and Tableware products accounted for approximately 82% of the Company’s U.S. net sales and 84% of the Company’s consolidated net sales. The year ended December 31, 2018 includes the operations of Filament for the period from March 2, 2018, the date of the acquisition of Filament, to December 31, 2018.

The Company markets several product lines within each of its product categories and under most of the Company’s brands, primarily targeting moderate price points through virtually every major level of trade. The Company believes it possesses certain competitive advantages based on its brands, its emphasis on innovation and new product development, and its sourcing capabilities. The Company owns or licenses a number of leading brands in its industry, including Farberware®, Mikasa®, Taylor®, KitchenAid®, KitchenCraft®, Pfaltzgraff®, BUILT NY®, Rabbit®, Kamenstein®, and MasterClass®. Historically, the Company’s sales growth has come from expanding product offerings within its product categories, by developing existing brands, acquiring new brands (including complementary brands in markets outside the United States), and establishing new product categories. Key factors in the Company’s growth strategy have been the selective use and management of the Company’s brands and the Company’s ability to provide a stream of new products and designs. A significant element of this strategy is the Company’s in-house design and development teams that create new products, packaging and merchandising concepts.

BUSINESS SEGMENTS

Effective October 1, 2018, the Company operates in two reportable segments: U.S. and International. The U.S. segment is the Company’s primary domestic business that designs, markets and distributes its products to retailers and distributors, as well as directly to consumers through third party and its own internet websites. The International segment consists of certain business operations conducted outside the U.S. The Company has segmented its operations to reflect the manner in which management reviews and evaluates its results of operations.

EQUITY INVESTMENTS

The Company owns approximately 30% interest in Grupo Vasconia S.A.B ("Vasconia), an integrated manufacturer of aluminum products and one of Mexico's largest housewares companies. Shares of Vasconia's capital stock are traded on the Bolsa Mexicana de Valores, the Mexican Stock Exchange. The Quotation Key is VASCONI. The Company accounts for its investment in Vasconia using the equity method of accounting and records its proportionate share of Vasconia’s net income in the Company's consolidated statements of operations. Accordingly, the Company has recorded its proportionate share of Vasconia's net income (reduced for amortization expense related to the customer relationships acquired) for the year ended December 31, 2019, 2018, and 2017 in the accompanying consolidated statements of operations. Pursuant to a Shares Subscription Agreement, the Company may designate four persons to be nominated as members of Vasconia’s Board of Directors.

The Company recorded equity in earnings of Vasconia, net of taxes, of $0.5 million, $0.9 million and $0.4 million for the years ended December 31, 2019, 2018 and 2017, respectively.

SEASONALITY

The Company’s business and working capital needs are highly seasonal, with a majority of sales occurring in the third and fourth quarters. In 2019, 2018 and 2017, net sales for the third and fourth quarters accounted for 60%, 62% and 60% of total annual net sales, respectively. In anticipation of the pre-holiday shipping season, inventory levels increase primarily in the June through October time period. Consistent with the seasonality of the Company's net sales and inventory levels, the Company also experiences seasonality in its inventory turnover and turnover days from one quarter to the next.

RESTRUCTURING

In connection with the Company’s March 2018 acquisition of Filament, the Company commenced a restructuring plan to integrate the operations of Filament with the Company’s operations and realize the savings expected from the synergies of the acquisition.

During the years ended December 31, 2019 and 2018, the Company's U.S. segment incurred $0.7 million and $2.1 million, respectively, of restructuring expense related to the Filament integration, of which $0.1 million and $1.4 million was accrued at December 31, 2019 and 2018, respectively.

During the years ended December 31, 2019, and December 31, 2018 the Company's international segment incurred $0.7 million and $0.2 million, respectively, of restructuring expense primarily related to the integration of its legal entities operating in Europe of which $0.2 million was accrued at December 31, 2018. The Company had no international restructuring accrual as of December 31, 2019.

The Company's International segment expects to incur restructuring charges of $0.5 million in 2020 to complete its warehouse integration efforts.

RECENT DEVELOPMENTS

The U.S. government recently announced and, in some cases, implemented additional tariffs on certain foreign goods, including certain finished products and raw materials such as steel and aluminum. These tariffs have resulted or may result in increased prices for these imported goods and materials and may limit the amount of these goods and materials that may be imported into the U.S.

During 2019, the Office of the U.S. Trade Representative (‘‘USTR’’) has imposed, and in certain cases subsequently reduced or removed, additional tariffs on products imported from China. The Company purchases a high concentration of products from unaffiliated manufacturers located in China. This concentration exposes the Company to risks associated with doing business globally, including changes in tariffs.

The tariff increases that have been implemented by the USTR began to adversely impact the Company's cost of sales in the third quarter of fiscal 2019 and will continue to do so, as long as these tariff increases remain in effect. In December 2019, the U.S. and China announced an interim trade agreement to halt additional tariff increases that were due to become effective before the end of the year and reverse some tariff increases that became effective in September 2019. The specific details of the interim trade agreement are unclear, as is the ultimate outcome of the broader trade negotiations. At this time, the Company expects to mitigate the impact of tariff increases primarily through pricing actions and product cost reductions in its supply chain. A substantial majority of the Company’s products are sourced from vendors in China. Although the Company's pricing actions are intended to offset the gross profit dollar impact of tariff increases, there are no assurances that the pricing actions will be successful in fully offsetting this impact or will not reduce retail consumption or customer orders in the short-term. Since July 2018, the USTR has periodically issued lists of products that are excluded from tariffs on Chinese imports. Under the USTR exclusion process, companies have the opportunity to seek to have particular products excluded from the tariff lists and apply for a refund.

On January 31, 2020, the U.K. left the European Union. The U.K.’s exit from the European Union is unprecedented and it remains unclear what impact this will have on the U.K.’s access to the EU Single Market and on the legal and regulatory environment in which the Company operates, as well as its effect on the global macroeconomic environment. Net sales attributable to U.K. domiciled businesses were $85.8 million for the year ended December 31, 2019, and represent approximately 12% of the Company’s consolidated net sales for the period.

Significant uncertainty remains regarding the impact of the U.K.’s exit from the European Union. The uncertainty surrounding the consequences of the U.K.’s exit could adversely impact the U.K. economy, customers and investor confidence. Such uncertainty may contribute to additional market volatility, including volatility in the value of the U.K. pound and European euro, and may adversely affect the Company’s businesses, results of operations, and financial condition.

EFFECT OF ADOPTION OF ACCOUNTING PRINCIPLES

Adopted Accounting Pronouncements

Effective January 1, 2019, the Company adopted Accounting Standards Update ("ASU") 2016-15, Statement of Cash Flows (Topic 230): Classification of Certain Cash Receipts and Cash Payments, which reduces the diversity in practice on how certain transactions are classified in the statement of cash flows. The adoption of this ASU did not have a material impact on the Company's cash flow statement.

Effective January 1, 2019, the Company adopted ASU 2016-02, Leases (Topic 842), which requires a lessee, in most leases, to initially recognize a lease liability for the obligation to make lease payments and a right-of-use asset for the right to use the underlying asset for the lease term. The guidance required adoption using a modified retrospective transition approach with either 1) periods prior to the adoption date being recast or 2) a cumulative-effect adjustment recognized to the opening balance of retained earnings on the adoption date with prior periods not recast. The Company adopted this standard on January 1, 2019 using the cumulative-effect adjustment method and elected certain practical expedients allowed under the standard. The Company's project team assessed the effect of the adoption of this standard on its accounting policies, business processes, internal controls over financial reporting and related disclosures. Upon adoption, the Company's asset and lease liabilities increased by $91.0 million and $104.5 million, respectively. The Company did not recognize a material cumulative-effect adjustment to retained earnings upon adoption.

Accounting Pronouncements to be Adopted in Future Periods

Updates not listed below were assessed and either determined to not be applicable or are expected to have a minimal effect on the Company's financial position, results of operations, and disclosures.

In December 2019, the FASB issued ASU 2019-12, Income Taxes (Topic 740): Simplifying the Accounting for Income Taxes, which simplifies the accounting for income taxes by removing certain exceptions to the general principles and improve consistent application of and simplify GAAP for other areas of Topic 740 by clarifying and amending existing guidance. The guidance is effective for fiscal years and interim periods within those fiscal years beginning after December 15, 2020. Early adoption is permitted. Additionally, an entity that elects early adoption must adopt all the amendments in the same period. Management is currently evaluating the impact of this standard on its consolidated financial statements and related disclosures.

In June 2016, the FASB issued ASU 2016-13, Measurement of Credit Losses on Financial Instruments. This guidance introduces a new model for recognizing credit losses on financial instruments based on an estimate of current expected credit losses. The ASU also provides updated guidance regarding the impairment of available-for-sale debt securities and includes additional disclosure requirements. The new guidance is effective for public business entities that meet the definition of a Smaller Reporting Company as defined by the Securities and Exchange Commission for interim and annual periods beginning after December 15, 2022. Early adoption is permitted. Management is currently evaluating the impact of this standard on its consolidated financial statements and related disclosures.

RESULTS OF OPERATIONS

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

	Year Ended December 31,		
	2019	2018	2017
Net sales	100.0 %	100.0 %	100.0 %
Cost of sales	65.3	63.7	62.9
Gross margin	34.7	36.3	37.1
Distribution expenses	9.9	9.9	10.0
Selling, general and administrative expenses	22.0	23.1	24.3
Impairment of goodwill	5.8	0.3	—
Restructuring expenses	0.2	0.3	0.2
(Loss) income from operations	(3.2)	2.7	2.6
Interest expense	(2.8)	(2.6)	(0.7)
(Loss) income before income taxes and equity in earnings	(6.0)	0.1	1.9
Income tax provision	(0.2)	(0.4)	(1.6)
Equity in earnings, net of taxes	0.1	0.1	0.1
Net (loss) income	(6.1)%	(0.2)%	0.4 %

MANAGEMENT'S DISCUSSION AND ANALYSIS
2019 COMPARED TO 2018

In 2019, the Company realigned its operating segments to reflect the changes in how the Company manages its business, reviews operating performance and allocates resources. The prior period segment information has been recast to reflect the current reportable segment structure of the Company.

Net Sales

Net sales for the year 2019 were $734.9 million, an increase of $30.4 million, or 4.3%, compared to net sales of $704.5 million in 2018. In constant currency, a non-GAAP financial measure, which excludes the impact of foreign exchange fluctuations and was determined by applying 2019 average rates to 2018 local currency amounts, net sales increased $34.0 million, or 4.9%, as compared to consolidated net sales in the corresponding period in 2018. Net sales in 2019 increased $4.6 million or 0.6% on an unaudited pro forma basis, reflecting the acquisition of Filament as if it had occurred on January 1, 2018.

Net sales for the U.S. segment in 2019 were $644.2 million, an increase of $35.1 million, or 5.8%, compared to net sales of $609.1 million in 2018. Net sales in 2019 increased $9.3 million or 1.5%, on a pro forma basis, reflecting the acquisition of Filament as if it had occurred on January 1, 2018.

Net sales for the U.S. segment's Kitchenware product category in 2019 were $354.3 million, an increase of $24.2 million, or 7.3%, compared to net sales of $330.1 million in 2018. The net sales increase in the U.S. segment's Kitchenware product category was partially attributable to the inclusion of Filament for a full year in 2019. Additionally, net sales increased as a result of new tools and gadgets program, as well as higher sales for Taylor and Rabbit branded kitchenware. The increase was partially offset by lower sales for cutlery and bakeware/pantryware products.

Net sales for the U.S. segment's Tableware product category in 2019 were $156.1 million, a decrease of $12.7 million, or 7.5%, compared to net sales of $168.8 million for 2018. The decrease was primarily driven by lower replenishment orders related to certain dinnerware retail programs in 2019.

Net sales for the U.S. segment's Home Solutions products category in 2019 were $133.8 million, an increase of $23.6 million, or 21.4%, compared to net sales of $110.2 million in 2018. The increase was primarily attributable to a new program for the home decor products line and the inclusion of Filament for a full year in 2019.

Net sales for the International segment in 2019 were $90.7 million, a decrease of $4.7 million, compared to net sales of $95.4 million for 2018. In constant currency, a non-GAAP financial measure, which excludes the impact of foreign exchange fluctuations and was determined by applying 2019 average exchange rates to 2018 local currency amounts, net sales decreased approximately 1.2%. The decrease in sales was partially due to an order fulfillment disruption caused by a consolidation from multiple to a single new warehouse, partially offset by growth in E-Commerce and an increase in Asia trading operations.

Gross margin

Gross margin for 2019 was $255.2 million, or 34.7%, compared to $255.8 million, or 36.3%, for the corresponding period in 2018.

Gross margin for the U.S. segment was $226.5 million, or 35.2%, for 2019 compared to $223.5 million, or 36.7%, for 2018. Gross margin fluctuates from period to period based on a number of factors, including product and customer mix. The U.S. segment's gross margin was negatively impacted by higher tariff rates on products imported from China. This impact was partially offset by tariff exclusion refunds for certain duties charged to cost of sales in 2018, devalued Chinese Yuan, cost concessions from suppliers, packaging redesigns, and higher wholesale price points on affected inventory. Both the tariff environment, and the suppliers and customer community's response are highly dynamic, which can negatively or positively impact gross margin in future reporting periods.

Gross margin for the International segment was $28.7 million, or 31.6%, for 2019 compared to $32.3 million, or 33.9%, for 2018. The decrease was primarily attributable to sales of clearance inventory and changes in customer and product mix.

Distribution expenses

Distribution expenses were $72.5 million for the 2019 period as compared to $69.7 million for the 2018 period. Distribution expenses as a percentage of net sales were 9.9% and 9.9% in 2019 and 2018.

Distribution expenses as a percentage of net sales for the U.S. segment were approximately 8.6% in 2019 and 9.5% in 2018. Distribution expenses in 2019 and 2018 include $0.2 million and $2.7 million, respectively, for the Company’s facility relocation efforts of its west coast distribution facility. As a percentage of sales shipped from the Company’s warehouses, distribution expenses, excluding the relocation costs for the U.S. segment, were 9.6% and 9.9% for 2019 and 2018, respectively. The decrease reflects the termination of the Company's variable cost distribution facility as part of the efforts to integrate the operations of Filament.

Distribution expenses as a percentage of net sales for the International segment were approximately 18.7% in 2019 and 12.4% in 2018, respectively. Distribution expenses in 2019 include $2.6 million, for the Company’s facility relocation costs of its International distribution facilities. No International relocation costs were incurred in 2018. As a percentage of sales shipped from the Company’s warehouses, distribution expenses, excluding the relocation costs for the International segment, were 15.6% and 13.1% for 2019 and 2018, respectively. The increase was primarily driven by higher U.K. integration facility expenses due to running multiple facilities concurrently in 2019.

Selling, general and administrative expenses

Selling, general and administrative (“SG&A”) expenses for 2019 were $161.6 million, a decrease of $1.3 million, or 0.8%, as compared to $162.9 million for 2018.

SG&A expenses for 2019 for the U.S. segment were $117.1 million, a decrease of $2.0 million, or 1.7%, compared to $119.1 million for 2018. As a percentage of net sales, SG&A expenses were 18.2% for 2019 compared to 19.6% for 2018. The 2019 period reflects the synergy savings from the Filament acquisition, primarily from efficiencies in labor reduction initiatives. The 2018 period does not reflect a full year of SG&A expenses for Filament, which was acquired on March 2, 2018.

SG&A expenses for 2019 for the International segment were $24.3 million, compared to $23.6 million for 2018. As a percentage of net sales, SG&A expenses increased to 26.8% for 2019 compared to 24.7% for 2018. The increase was driven by higher professional fees and higher warehouse expenses as the Company began consolidating its Corby, England distribution center into the Aston, England distribution center in 2019.

Unallocated corporate expenses were $20.2 million for both 2019 and 2018. The 2019 results reflect higher professional fees offset by lower acquisition expenses than the comparative 2018 period.

Impairment of goodwill

U.S. Reporting Unit

The Company performed its annual impairment assessment of its U.S. reporting unit as of October 1, 2019 by comparing the fair value of the reporting unit with its carrying value. The Company performed the analysis using a discounted cash flow and market multiple method. Based upon the analysis performed, the Company recognized a non-cash goodwill impairment charge of $33.2 million, during the three months ended December 31, 2019. The goodwill impairment charge resulted from, among other factors, a sustained decline in the Company's market capitalization observed in the fourth quarter of 2019.The fair value of the U.S, reporting unit was approximately 6.1% below its carrying value.

Management’s projections used to estimate the cash flows included organic net sales growth and net sales growth through new customer channels as well as continued operating efficiencies in future periods. Changes in any of the significant assumptions used in the valuation of the reporting unit could materially affect the expected cash flows, and such impacts could potentially result in a material non-cash impairment charge.

International Reporting Unit

During the third quarter of 2019, the Company performed an interim assessment of its European kitchenware business by comparing the fair value of the reporting unit with its carrying value. The Company performed the analysis using a discounted cash flow and market multiple approach. Based upon the analysis performed, the Company recognized a $9.7 million non-cash goodwill impairment charge during the third quarter of 2019. The goodwill impairment charge was the result of a decline in operating performance and reduced expectations for future cash flows of the European kitchenware business. The fair value of the business was approximately 30.1% below its carrying value as of September 30, 2019.

In 2018, the Company incurred a non-cash goodwill impairment charge of $2.2 million related to the European tableware business due to a decline in operating performance and reduced expectations for future cash flows.

Following the goodwill impairment charges taken in both the third quarter of 2019 and 2018, goodwill associated with the International reporting unit, comprised of the European kitchenware business and tableware business, acquired in 2014 and 2011, respectively, is zero.

Restructuring expenses

In connection with the Company’s March 2018 acquisition of Filament, the Company commenced a restructuring plan to integrate the operations of Filament with the Company’s operations and realize the savings expected from the synergies of the acquisition.

During the years ended December 31, 2019 and 2018, the Company's U.S. segment incurred $0.7 million and $2.1 million, respectively, of restructuring expense related to the Filament integration, of which $0.1 million and $1.4 million was accrued at December 31, 2019 and 2018, respectively.

During the years ended December 31, 2019, and December 31, 2018 the Company's international segment incurred $0.7 million and $0.2 million, respectively, of restructuring expense primarily related to the integration of its legal entities operating in Europe of which $0.2 million was accrued at December 31, 2018. The Company had no international restructuring accrual as of December 31, 2019.

The Company's International segment expects to incur restructuring charges of $0.5 million in 2020 to complete its warehouse integration efforts.

Interest expense

Interest expense for 2019 was $20.4 million compared to $18.0 million for 2018. The increase in expense was attributable to the financing obtained in connection with the acquisition of Filament which was completed in March 2018. The 2019 interest expense included a full year of interest related to the financing of Filament.

Income tax provision

The income tax provision was $1.1 million in 2019 and $2.9 million in 2018. The Company’s effective tax rate for 2019 was (2.5)%, compared to 567.6% for 2018. The effective tax rate in 2019 was driven primarily by the impairment of goodwill in the U.S. and international reporting units, nondeductible expenses, state taxes and tax credits. The effective tax rate in 2018 was driven by nondeductible expenses related to the Filament acquisition, impairment of goodwill in the international reporting unit, the increase in liability related to uncertain tax positions, and state taxes.

Equity in earnings

The Company’s equity in earnings, net of tax, for 2019 and 2018 are as follows:

	Year Ended December 31,	
	2019	2018
	(in thousands)	
Equity earnings, net of taxes	$ 467	$ 807
Tax act transition adjustments	—	80
Equity in earnings, net of taxes and adjustments	467	887
Impairment of Grand Venture	—	(227)
Equity in earnings	$ 467	$ 660

Vasconia reported income from operations for 2019 of $8.6 million, as compared to $11.4 million for 2018 and reported net income of $1.8 million and $2.9 million in 2019 and 2018, respectively . The effect of the translation of the Company’s investment, as well as the translation of Vasconia’s balance sheet, resulted in a decrease of the investment of $1.6 million during the year ended December 31, 2019 and a decrease of the investment of $1.9 million during the year ended December 31, 2018.

Due to the operating losses in the Company’s investment in Grand Venture, the Company evaluated the investments carrying value and assessed if an other-than temporary impairment under the equity method of accounting was necessary. As a result of this evaluation, the Company recorded an impairment charge of approximately $0.2 million during the year ended December 31, 2018.

MANAGEMENT’S DISCUSSION AND ANALYSIS
2018 COMPARED TO 2017

Prior to December 31, 2018, certain international operations of the Company’s business were managed domestically by the U.S. segment. The prior period segment information has been recast to reflect the current reportable segment structure of the Company.

Net Sales

Net sales for the year 2018 were $704.5 million, an increase of $125.0 million, or 21.6%, compared to net sales of $579.5 million in 2017. Net sales from Filament for the period from March 2, 2018, the date of the acquisition of Filament, were $128.8 million. In constant currency, a non-GAAP financial measure, which excludes the impact of foreign exchange fluctuations and was determined by applying 2018 average rates to 2017 local currency amounts, net sales increased $122.3 million, or 21.0%, as compared to consolidated net sales in the corresponding period in 2018.

Net sales for the U.S. segment in 2018 were $609.1 million, an increase of $131.0 million, or 27.4%, compared to net sales of $478.1 million in 2017.

Net sales for the U.S. segment’s Kitchenware product category in 2018 were $330.1 million, an increase of $56.0 million, or 20.4%, compared to net sales of $274.1 million in 2017. The increase in the U.S. segment’s Kitchenware product category was primarily attributable to contributions from Filament, and to a lesser extent, an increase in pantryware club program sales and an increase in tools and gadget off price retailer sales. These increase were partially offset by a decline in tools and gadget club sales and a decline in novelty kitchenware sales.

Net sales for the U.S. segment’s Tableware product category in 2018 were $168.8 million, an increase of $16.3 million, or 10.7%, compared to net sales of $152.5 million for 2017. The Tableware product category sales increase was primarily attributable to warehouse club programs and an increase in sales from Fitz and Floyd, which was acquired in August 2017.

Net sales for the U.S. segment’s Home Solutions products category in 2018 were $110.2 million, an increase of $58.6 million, compared to net sales of $51.6 million in 2017. The increase primarily reflects contributions from Filament and an increase in hydration programs. This increase was partially offset by a decline in home décor sales attributable to a customer bankruptcy and a decline in a customer program.

Net sales for the International segment in 2018 were $95.4 million, a decrease of $6.0 million, compared to net sales of $101.4 million for 2017. In constant currency, a non-GAAP financial measure, which excludes the impact of foreign exchange fluctuations and was determined by applying 2018 average exchange rates to 2017 local currency amounts, net sales decreased approximately 8.3%. The decrease, in constant currency, is due to a decline in private label tableware sales and a decline in kitchenware export and field sales.

Gross margin

Gross margin for 2018 was $255.8 million, or 36.3%, compared to $215.2 million, or 37.1%, for the corresponding period in 2017.

Gross margin for the U.S. segment was $223.5 million, or 36.7%, for 2018 compared to $182.2 million, or 38.1%, for 2017. Gross margin fluctuates from period to period based on a number of factors, including product and customer mix. The decrease in gross margin percentage is attributable to a change in customer and product mix from the Kitchenware and Tableware product categories, partially offset by the impact of Filament.

Gross margin for the International segment was $32.3 million, or 33.9%, for 2018 compared to $33.0 million, or 32.5%, for 2017. The increase in gross margin in the International segment is attributable to the tableware products favorable customer and product mix.

Distribution expenses

Distribution expenses were $69.7 million for the 2018 period as compared to $58.1 million for the 2017 period. Distribution expenses as a percentage of net sales were 9.9% and 10.0% in 2018 and 2017, respectively.

Distribution expenses as a percentage of net sales for the U.S. segment were approximately 9.5% in 2018 and 9.8% in 2017. Distribution expenses in 2018 and 2017 include $2.7 million and $0.7 million, respectively, for the Company’s west coast distribution facility relocation which was completed in 2018. Distribution expenses as a percentage of sales shipped from the Company’s warehouses located in the United States for the U.S. segment were 10.4% and 10.8% for 2018 and 2017, respectively. The decrease reflects the addition of Filament, which has less distribution expense as a percentage of net sales than the Company’s historical operations.

Distribution expenses as a percentage of net sales for the International segment were approximately 12.4% and 11.0% for 2018 and 2017, respectively. Distribution expenses as a percentage of sales shipped from the Company's warehouses for the International segment were 13.1% and 12.3% for 2018 and 2017, respectively. The increase reflects an increase in labor and facility expenses, in part, due to an increase in inventory for new branded product portfolio.

Selling, general and administrative expenses

SG&A expenses for 2018 were $162.9 million, an increase of $22.0 million, or 15.6%, as compared to $140.9 million for 2017.

SG&A expenses for 2018 for the U.S. segment were $119.1 million, an increase of $22.4 million, or 23.2%, compared to $96.7 million for 2017. The 2018 period reflects an increase related to the Company's acquisition of Filament, including an increase in intangible amortization expense. The acquisition related increases offset a decrease in employee, office and selling expense due to synergies realized from the acquisition of Filament. As a percentage of net sales, SG&A expenses were 19.6% for 2018 compared to 20.2% for 2017.

SG&A expenses for 2018 for the International segment were $23.6 million, compared to $27.1 million for 2017. The decrease was due in part to unrealized losses on foreign currency contracts of $2.6 million in the prior period, as compared to a net realized and unrealized gain of $0.2 million in the 2018 period. The 2017 period also includes expenses of approximately $0.7 million attributable to the implementation of Systems, Applications and Products ("SAP"), which is software that the Company uses in the management of its business, which were not repeated in 2018. As a percentage of net sales, SG&A expenses decreased to 24.7% for 2018 compared to 27.7% for 2017.

Unallocated corporate expenses for 2018 were $20.2 million compared to $17.2 million for 2017. The increase in the 2018 period was attributable to an increase in professional fees, share based compensation expense and insurance expense partially offset by a decrease in short term incentive compensation expense.

Restructuring expenses

During 2018, the U.S. segment recorded $2.3 million of restructuring expense, primarily for severance, related to the Company's Filament integration.

During 2018 and 2017, the Company recorded $0.2 million and $1.0 million, respectively, of international restructuring expense, primarily for severance, related to the integration of operations in Europe.

Interest expense

Interest expense for 2018 was $18.0 million compared to $4.3 million for 2017. The increase in expense was attributable to the financing obtained in connection with the acquisition of Filament.

Loss on early retirement of debt

In connection with the financing obtained for the acquisition of Filament, the Company wrote-off $0.1 million of the debt issuance costs.

Income tax provision

The income tax provision was $2.9 million in 2018 and $9.0 million in 2017. The Company's effective tax rate for 2018 was 567.6%, compared to 83.8% for 2017. The effective tax rate in 2018 was driven by nondeductible expenses related to the Filament acquisition, impairment of goodwill in the foreign jurisdictions, the increase in liability related to uncertain tax positions, and state taxes. The effective tax rate in 2017 was driven by the reduced deferred tax assets resulting from the application of a lower corporate tax rate under the Tax Act, enacted in December 2017, and the estimated transition tax.

	Year Ended December 31, 2017
	(in thousands)
Transition tax on non-U.S. subsidiaries' earnings	$ 338
Re-measurement of U.S. deferred tax assets and liabilities	2,981
Total impact of the Tax Act on the provision for income taxes	$ 3,319

Due to the complexities involved in accounting for the Tax Act, the Company was required to include in its 2017 financial statements the reasonable estimate of the impact of the Tax Act on its earnings to the extent such reasonable estimate had been determined.

Accordingly, the U.S. provision for income tax for 2017 is based on the reasonable estimate guidance. The Company continued to assess the impact from the Tax Act in 2018 and recorded an adjustment of approximately $0.7 million.

Equity in earnings (losses)

The Company's equity in earnings (losses), net of tax, for 2018 and 2017 are as follows:

	Year Ended December 31,	
	2018	2017
	(in thousands)	
Equity earnings, net of tax	$ 807	$ 176
Tax benefit recorded in equity in earnings [1]		
Tax act transition adjustments	80	239
Equity in earnings	887	415
Impairment of Grand Venture	$ (227)	$ (8)
	$ 660	$ 407

[1] Income tax provision related to the valuation allowance for deferred taxes associated with the cumulative foreign currency translation adjustment.

Equity in earnings, net of taxes, was $0.9 million in 2018, as compared to $0.4 million in 2017. Vasconia reported income from operations for 2018 of $11.4 million, as compared to $10.5 million for 2017, and reported net income of $2.9 million in 2018, compared to $1.2 million in 2017.

Due to the operating losses in the Company's investment in Grand Venture, the Company evaluated the carrying value of its investment for other-than temporary impairment under the equity method of accounting, and recorded an impairment charge of approximately $0.2 million during the year ended December 31, 2018.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

Management's Discussion and Analysis of Financial Condition and Results of Operations discusses the Company's consolidated financial statements which have been prepared in accordance with GAAP and with the instructions to Form 10-K and Article 10 of Regulation S-X. The preparation of these financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. On an on-going basis, management evaluates its estimates and judgments based on historical experience and on various other factors that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. The Company evaluates these estimates including those related to revenue recognition, allowances for doubtful accounts, reserves for sales returns and allowances and customer chargebacks, inventory mark-down provisions, health insurance reserves, impairment of goodwill, tangible and intangible assets, stock compensation expense, accruals related to the Company's tax positions and tax valuation allowances. Actual results may differ from these estimates using different assumptions and under different conditions. The Company's significant accounting policies are more fully described in Note A- Significant Accounting Policies in the Notes to the consolidated financial statements included in Item 15. The Company believes that the following discussion addresses its most critical accounting policies, which are those that are most important to the portrayal of the Company's consolidated financial condition and results of operations and require management's most difficult, subjective and complex judgments.

Inventory

Inventory consists principally of finished goods sourced from third-party suppliers. Inventory also includes finished goods, work in process and raw materials related to the Company's manufacture of sterling silver products. Inventory is priced using the lower of cost (first-in, first-out basis) or net realizable value. The Company estimates the selling price of its inventory on a product by product basis based on the current selling environment. If the estimated selling price is lower than the inventory's cost, the Company reduces the value of the inventory to its net realizable value. Net realizable value is the estimated selling price in the ordinary course of business, less reasonably predictable cost of completion, disposal and transportation.

Accounts Receivable

The Company periodically reviews the collectability of its accounts receivable and establishes allowances for estimated losses that could result from the inability of its customers to make required payments. A considerable amount of judgment is required to assess the ultimate realization of these receivables including assessing the initial and on-going creditworthiness of the Company's customers.

The Company also maintains an allowance for anticipated customer deductions. The allowances for deductions are primarily based on contracts with customers.

However, in certain cases the Company does not have a formal contract and, therefore, customer deductions are non-contractual. To evaluate the reasonableness of non-contractual customer deductions, the Company analyzes currently available information and historical trends of deductions.

Receivable purchase agreement

To improve its liquidity during seasonally high working capital periods, the Company has an uncommitted Receivables Purchase Agreement with HSBC Bank USA, as Purchaser (the “Receivables Purchase Agreement”). Under the Receivables Purchase Agreement, the Company may offer to sell certain eligible accounts receivable (the “Receivables”) to HSBC Bank USA, which may accept such offer, and purchase the offered Receivables. Under the Receivables Purchase Agreement, following each purchase of Receivables, the outstanding aggregate purchased Receivables shall not exceed $25.0 million. HSBC Bank USA will assume the credit risk of the Receivables purchased; and, the Company will continue to be responsible for all non-credit risk matters. The Company will service the Receivables, and as such servicer, collect and otherwise enforce the Receivables on behalf of HSBC Bank USA. The term of the agreement is for 364 days and shall automatically be extended for annual successive terms unless terminated. Either party may terminate the agreement at any time upon 60 days prior written notice to the other party. Pursuant to this agreement, the Company sold $115.4 million and $86.0 million of Receivables during the years ended December 31, 2019 and 2018, respectively. At December 31, 2019 and 2018, $20.9 million and $18.0 million, respectively, of receivables sold are outstanding and are due to HSBC Bank USA from customers. A charge of $0.6 million and $0.5 million related to the sale of the Receivables is included in SG&A expenses in the consolidated statement of operations for the years ended December 31, 2019 and 2018, respectively.

Leases

The Company determines if an arrangement is a lease at the inception of a contract. Operating lease right-of-use (“ROU”) assets are included in operating lease right-of-use assets on the consolidated balance sheets. The current and long-term components of operating lease liabilities are included in the current portion of operating lease liability and operating lease liabilities, respectively, on the consolidated balance sheets. Finance leases are not material to the Company’s consolidated balance sheets.

Operating lease ROU assets and operating lease liabilities are recognized based on the present value of the future minimum lease payments over the lease term. As most of the Company’s leases do not provide an implicit rate, the Company uses an incremental borrowing rate based on the information available at the commencement date in determining the present value of future payments. The operating lease ROU asset may also include any lease payments made, adjusted for any prepaid or accrued rent payments, lease incentives, and initial direct costs incurred. Certain leases may include options to extend or terminate the lease. Lease expense for minimum lease payments is recognized on a straight-line basis over the lease term.

For certain equipment leases, the Company applies a portfolio approach to effectively account for any ROU assets and lease liabilities. Leases with an initial term of twelve months or less are not recorded on the balance sheet.

The Company has elected the practical expedient to account for each separate lease component of a contract and its associated non-lease components as a single lease component, thus causing all fixed payments to be capitalized.

Goodwill, intangible assets and long-lived assets

Goodwill and intangible assets deemed to have indefinite lives are not amortized but, instead, are subject to an annual impairment assessment. Additionally, if events or conditions were to indicate the carrying value of a reporting unit may not be recoverable, the Company would evaluate goodwill and other intangible assets for impairment at that time.

As it relates to the goodwill assessment, the Company first assesses qualitative factors to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount as a basis for determining whether it is necessary to perform the quantitative goodwill impairment testing described in Accounting Standards Update (“ASU”) Topic 350, Intangibles – Goodwill and Other. If, after assessing qualitative factors, the Company determines that it is not more likely than not that the fair value of a reporting unit is less than its carrying amount, then performing the quantitative test is unnecessary and the Company’s goodwill is considered to be unimpaired. However, if based on the Company’s qualitative assessment it concludes that it is more likely than not that the fair value of the reporting unit is less than its carrying amount, or if the Company elects to bypass the qualitative assessment, the Company will proceed with performing the quantitative impairment test.

The Company reviews goodwill and other intangibles that have indefinite lives for impairment annually as of October 1st or when events or changes in circumstances indicate the carrying value of these assets might exceed their current fair values. Impairment testing is based upon the best information available including estimates of fair value which incorporate assumptions marketplace participants would use in making their estimates of fair value. The significant assumptions used under the income approach, or discounted cash flow method, are projected net sales, projected earnings before interest, tax, depreciation and amortization (“EBITDA”), terminal growth rates, and the cost of capital. Projected net sales, projected EBITDA and terminal growth rates were determined to be significant assumptions because they are three primary drivers of the projected cash flows in the discounted cash flow fair value model. Cost of capital was also determined to be a significant assumption as it is the discount rate used to calculate the current fair value of those projected cash flows.

Although the Company believes the assumptions and estimates made are reasonable and appropriate, different assumptions and estimates could materially impact its reported financial results. In addition, sustained declines in the Company's stock price and related market capitalization could impact key assumptions in the overall estimated fair values of its reporting units and could result in non-cash impairment charges that could be material to the Company's consolidated balance sheet or results of operations. Should the carrying value of a reporting unit be in excess of the estimated fair value of that reporting unit, an impairment charge will be recorded to reduce the reporting unit to fair value. The Company also evaluates qualitative factors to determine whether or not its indefinite lived intangibles have been impaired and then performs quantitative tests if required. These tests can include the relief from royalty model or other valuation models.

Long-lived assets, including intangible assets deemed to have finite lives, are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Impairment indicators include, among other conditions, cash flow deficits, historic or anticipated declines in revenue or operating profit or material adverse changes in the business climate that indicate that the carrying amount of an asset may be impaired. When impairment indicators are present, the recoverability of the asset is measured by comparing the carrying value of the asset to the estimated undiscounted future cash flows expected to be generated by the asset. If the carrying amount of the asset is not recoverable, the impairment to be recognized is measured by the amount by which the carrying amount of each long-lived asset exceeds the fair value of the asset.

Revenue recognition

The Company sells products wholesale, to retailers and distributors, and sells products retail, directly to consumers. Wholesale sales and retail sales are recognized at the point in time the customer obtains control of the products in an amount that reflects the consideration the Company expects to be entitled to in exchange for those products. To indicate the transfer of control, the Company must have a present right to payment, legal title must have passed to the customer, the customer must have the significant risks and rewards of ownership, and where acceptance is not a formality, the customer must have accepted the product or service. The Company’s principal terms of sale are Free on Board ("FOB") Shipping Point, or equivalent, and, as such, the Company primarily transfers control and records revenue for product sales upon shipment. Sales arrangements with delivery terms that are not FOB Shipping Point are not recognized upon shipment and the transfer of control for revenue recognition is evaluated based on the associated shipping terms and customer obligations. Shipping and handling fees that are billed to customers in sales transactions are included in net sales. Net sales exclude taxes that are collected from customers and remitted to the taxing authorities.

The Company offers various sales incentives and promotional programs to its wholesale customers from time to time in the normal course of business. These incentives and promotions typically include arrangements such as cooperative advertising, buydowns, volume rebates and discounts. These arrangements represent forms of variable consideration, and an estimate of sales returns are reflected as reductions in net sales in the Company’s consolidated statements of operations. These estimates are based on historical experience and other known factors or as the most likely amount in a range of possible outcomes. On a quarterly basis, variable consideration is assessed on a portfolio approach in estimating the extent to which the components of variable consideration are constrained.

Payment terms vary by customer, but generally range from 30 to 90 days or at the point of sale for the Company’s retail direct sales. The Company incurs certain direct incremental costs to obtain contracts with customers, such as sales-related commissions, where the recognition period for the related revenue is less than one year. These costs are expensed as incurred and recorded within selling, general and administrative expenses in the consolidated statement of operations. Incidental items that are immaterial in the context of the contract are expensed as incurred.

Cost of sales

Cost of sales consist primarily of costs associated with the production and procurement of product, inbound freight costs, purchasing costs, royalties and other product procurement related charges.

Prior to January 1, 2019, depreciation associated with certain tooling used to produce products was classified as selling, general and administrative expenses. The amount recorded in cost of sales for the year ended December 31, 2019 was $1.4 million. The impact on the comparative periods presented is immaterial and therefore, the comparative periods have not been adjusted to reflect this change in accounting policy.

The Company implemented programs to improve the productivity of its inventory and simplify its U.S. business. In connection therewith, it initiated a stock keeping unit rationalization (“SKU Rationalization”) initiative to identify inventory to discontinue from active status, consistent with the objectives of these programs. During the year ended December 31, 2019, the Company recorded an $8.5 million charge to cost of sales associated with the SKU Rationalization initiative. The inventory charge represented approximately 8% of the Company's consolidated inventory as of June 30, 2019, the period in which the charge was taken.

Share-based compensation

The Company accounts for its share-based compensation arrangements in accordance with ASC Topic 718, Stock Compensation, which requires the measurement of compensation expense for all share-based compensation granted to employees and non-employee directors at fair value on the date of grant and recognition of compensation expense over the related service period. Forfeitures are accounted for as they occur.

The Company uses the Black-Scholes option valuation model to estimate the fair value of its stock options. The Black-Scholes option valuation model requires the input of highly subjective assumptions including the expected stock price volatility of the Company’s common stock and the risk-free interest rate. Changes in these subjective input assumptions can materially affect the fair value estimate of the Company’s stock options on the date of the option grant.

Performance share awards are initially valued at the Company’s closing stock price on the date of grant. Each performance award represents the right to receive up to 150% of the target number of shares of common stock. The number of shares of common stock earned will be determined based on the attainment of specified performance goals by the end of the performance period, as determined by the Compensation Committee of the Board of Directors. Compensation expense for performance awards is recognized over the vesting period, and will vary based on remeasurement during the performance period. If achievement of the performance metrics is not probable of achievement during the performance period, compensation expense is reversed. The awards are forfeited if the performance metrics are not achieved as of the end of the performance period. The performance share awards vest at the end of a three year period, as determined by the Compensation Committee.

The Company bases the estimated fair value of Stock Compensation restricted stock awards on the date of grant. The estimated fair value is determined based on the closing price of the Company’s common stock on the date of grant multiplied by the number of shares awarded. Compensation expense is recognized on a straight-line basis over the vesting period.

Restructuring Expenses

In connection with the Company’s March 2018 acquisition of Filament, the Company commenced a restructuring plan to integrate the operations of Filament with the Company’s operations and realize the savings expected from the synergies of the acquisition.

During the years ended December 31, 2019 and 2018, the Company's U.S. segment incurred $0.7 million and $2.1 million, respectively, of restructuring expense related to the Filament integration, of which $0.1 million and $1.4 million was accrued at December 31, 2019 and 2018, respectively.

During the years ended December 31, 2019, and December 31, 2018 the Company's international segment incurred $0.7 million and $0.2 million, respectively, of restructuring expense primarily related to the integration of its legal entities operating in Europe of which $0.2 million was accrued at December 31, 2018. The Company had no international restructuring accrual as of December 31, 2019.

The Company's International segment expects to incur restructuring charges of $0.5 million in 2020 to complete its warehouse integration efforts.

Employee healthcare

The Company self-insures certain portions of its health insurance plan. The Company maintains an accrual for estimated unpaid claims and claims incurred but not yet reported (“IBNR”). Although management believes that it uses the best information available to estimate IBNR claims, actual claims may vary significantly from estimated claims.

Income taxes

The Company applies the required provisions for financial statement recognition, measurement and disclosure of uncertain tax positions recognized in the Company’s financial statements. Tax positions must meet a more-likely-than-not recognition threshold and measurement attribute for financial statement recognition and measurement of a tax position taken. The valuation allowance is also calculated, established or maintained when it is “more likely than not” that all or a portion of deferred tax assets will not be realized.

On December 22, 2017, the Tax Act was enacted. The Tax Act is one of the most comprehensive changes in the U.S. corporate tax law and policy since 1986 and certain provisions are extremely complex in their application. The Tax Act revises the U.S. corporate income tax by, among other things, lowering the corporate income tax rate from 35% to 21%, adopting a quasi-territorial income tax system and imposing a one-time transition tax on foreign unremitted earnings, and setting limitations on the deductibility of certain costs (e.g., interest expense).

The lower U.S. corporate income tax rate is effective January 1, 2018, however the Company's U.S. deferred tax assets and liabilities were adjusted in 2017 when the new tax law was enacted. Additionally, in 2017, as part of the transition to the new quasi-territorial tax system, the Tax Act imposes a one-time tax on deemed repatriation of foreign subsidiaries' earnings. The U.S. provision for income tax for 2017 was based on the reasonable estimate guidance provided by SAB 118. The Company is continuing to assess the impact from the Tax Act. Changes in interpretations of the Tax Act, future legislative action to address questions that arise because of the Tax Act, changes in accounting standards for income taxes or related interpretations in response to the Tax Act, or any updates or changes to estimates the Company has utilized to calculate the impact of the Tax Act could result in material changes to the Company's future income tax provision.

Derivatives

The Company accounts for derivative instruments in accordance with ASC Topic 815, Derivatives and Hedging. ASC 815 requires that all derivative instruments be recognized on the balance sheet at fair value as either an asset or liability. Changes in the fair value of derivatives that qualify as hedges and have been designated as part of a hedging relationship for accounting purposes have no net impact on earnings until the hedged item is recognized in earnings. The change in the fair value of hedges are included in accumulated other comprehensive loss and is subsequently recognized in the Company's consolidated statements of operations to mirror the location of the hedged items impacting earnings. Changes in fair value of derivatives that do not qualify as hedging instruments for accounting purposes are recorded in the consolidated statement of operations.

Foreign currency

Foreign currency denominated assets and liabilities are translated into U.S. dollars at exchange rates prevailing at the balance sheet dates. Revenues, costs and expenses are translated into U.S. dollars at average exchange rates for the relevant period. Income and losses resulting from translation are recorded as a component of accumulated other comprehensive income (loss). The Company may enter into foreign exchange derivative contracts to hedge the volatility of exchange rates related to a portion of its international inventory purchases. Realized gains and losses from designated foreign currency derivative contracts are recognized in cost of sales as the hedged inventory purchases are sold. Unrealized gains and losses from foreign currency transactions on the fair value of foreign exchange contracts designated as hedges are recorded as a component of accumulated other comprehensive income (loss). Realized and unrealized gains and losses from non-designated foreign currency hedges are recognized in selling, general and administrative expenses in the consolidated statements of operations.

Commitments and Contingencies

The Company is subject to various claims and contingencies related to lawsuits, certain taxes and environmental matters, as well as commitments under contractual and other commercial obligations. The Company recognizes liabilities for contingencies and commitments when a loss is probable and estimable.

LIQUIDITY AND CAPITAL RESOURCES

The Company's principal sources of cash to fund liquidity needs are: (i) cash provided by operating activities and (ii) borrowings available under its revolving credit facility under the ABL Agreement. The Company's primary uses of funds consist of working capital requirements, capital expenditures, acquisitions and investments and payments of principal and interest on its debt.

At December 31, 2019 and 2018, the Company had cash and cash equivalents of $11.4 million and $7.6 million, respectively, and working capital of $221.8 million at December 31, 2019 compared to $233.9 million at December 31, 2018. The current ratio (current assets to current liabilities) was 3.1 to 1.0 at December 31, 2019 compared to 3.8 to 1.0 at December 31, 2018. The decrease in the current ratio was driven by the adoption of the new lease accounting standard and the excess cash flow principal payment related to the debt agreement.

At December 31, 2019, borrowings under the Company's ABL Agreement were $32.8 million and $270.2 million was outstanding under the Term Loan. At December 31, 2018, borrowings under the Company's ABL Agreement were $42.1 million and $272.9 million was outstanding under the Term Loan. The borrowings in 2019 and 2018 were primarily attributable to the financing of the acquisition of Filament.

The Company believes that availability under the revolving credit facility under its ABL Agreement and cash flows from operations are sufficient to fund the Company's operations for the next twelve months. However, if circumstances were to adversely change, the Company may seek alternative sources of liquidity including debt and/or equity financing. However, there can be no assurance that any such alternative sources would be available or sufficient. The Company closely monitors the creditworthiness of its customers. Based upon its evaluation of changes in customers' creditworthiness, the Company may modify credit limits and/or terms of sale. However, notwithstanding the Company's efforts to monitor its customers' financial condition, the Company could be materially affected by changes in the future.

Inventory, a large component of the Company's working capital, is expected to fluctuate from period to period, with inventory levels higher primarily in the June through October time period. The Company also expects inventory turnover to fluctuate from period to period based on product and customer mix. Certain product categories have lower inventory turnover rates as a result of minimum order quantities from the Company's vendors or customer replenishment needs. Certain other product categories experience higher inventory turns due to lower minimum order quantities or trending sale demands. For the three months ended December 31, 2019 inventory turnover was 2.9 times, or 128 days, as compared to 3.0 times, or 121 days, for the three months ended December 31, 2018.

Credit Facilities

The Company's credit agreement (the "ABL Agreement") with JPMorgan Chase Bank, N.A. ("JPMorgan"), includes a senior secured asset-based revolving credit facility in the maximum aggregate principal amount of $150.0 million, which facility will mature on March 2, 2023, and a loan agreement (the "Term Loan" and together with the ABL Agreement, the "Debt Agreements") provides for a senior secured term loan credit facility in the original principal amount of $275.0 million, which matures on February 28, 2025. The Term Loan facility will be repaid in quarterly payments, which commenced June 30, 2018, of principal equal to 0.25% of the original aggregate principal amount of the Term Loan facility. The Term Loan requires the Company to make an annual prepayment of principal based upon excess cash flow (the "Excess Cash Flow"), if any. This amount is recorded in the current maturity of term loan on the consolidated balance sheets. The maximum borrowing amount under the ABL Agreement may be increased to up to $200.0 million if certain conditions are met. One or more tranches of Incremental Facilities may be added under the Term Loan if certain conditions are met. The Incremental Facilities may not exceed the sum of (i) $50.0 million plus (ii) an unlimited amount so long as, in the case of (ii) only, the Company's secured net leverage ratio, as defined in and computed pursuant to the Term Loan, is no greater than 3.75 to 1.00 subject to certain limitations and for the period defined pursuant to the Term Loan.

As of December 31, 2019 and 2018, the total availability under the ABL Agreement are as follows (in thousands):

	December 31, 2019	December 31, 2018
Maximum aggregate principal allowed	$ 150,000	$ 150,000
Outstanding borrowings under the ABL Agreement	(32,822)	(42,080)
Open letters of credit	(2,288)	(3,392)
Total availability under the credit agreement	$ 114,890	$ 104,528

Availability under the ABL Agreement depends on the valuation of certain current assets comprising the borrowing base. Due to the seasonality of the Company's business, this may mean that the Company will have greater borrowing availability during the third and fourth quarters of each year. The borrowing capacity under the ABL Agreement will depend, in part, on eligible levels of accounts receivable and inventory that fluctuate regularly. Consequently, the $150.0 million commitment thereunder may not represent actual borrowing capacity.

The current and non current portions of the Company's Term Loan facility included in the consolidated balance sheets are presented as follows (in thousands):

	December 31, 2019	December 31, 2018
Current portion of Term Loan facility:		
Term Loan facility annual principal payment	$ 2,750	$ 2,750
Excess Cash Flow principal payment	7,145	—
Unamortized debt issuance costs	(1,482)	(1,497)
Total Current portion of Term Loan facility	$ 8,413	$ 1,253
Non Current portion of Term Loan facility:		
Term Loan facility	$ 260,293	$ 270,188
Unamortized debt issuance costs	(6,012)	(7,494)
Total Non Current portion of Term Loan facility	$ 254,281	$ 262,694

The Company's payment obligations under its Debt Agreements are unconditionally guaranteed by its existing and future U.S. subsidiaries, with certain minor exceptions. Certain payment obligations under the ABL Agreement are also direct obligations of its foreign subsidiary borrowers designated as such under the ABL Agreement and, subject to limitations on such guaranty, are guaranteed by the foreign subsidiary borrowers, as well as by the Company. The obligations of the Company under the Debt Agreements and any hedging arrangements and cash management services and the guarantees by its domestic subsidiaries in respect of those obligations are secured by substantially all of the assets and stock (but in the case of foreign subsidiaries, limited to 65% of the capital stock in first-tier foreign subsidiaries and not including the stock of subsidiaries of such first-tier foreign subsidiaries) owned by the Company and the U.S. subsidiary guarantors, subject to certain exceptions. Such security interest consists of (1) a first-priority lien, subject to certain permitted liens, with respect to certain assets of the Company and its domestic subsidiaries (the "ABL Collateral") pledged as collateral in favor of lenders under the ABL Agreement and a second-priority lien in the ABL Collateral in favor of the lenders under the Term Loan and (2) a first-priority lien, subject to certain permitted liens, with respect to certain assets of the Company and its domestic subsidiaries (the "Term Loan Collateral") pledged as collateral in favor of lenders under the Term Loan and a second-priority lien in the Term Loan Collateral in favor of the lenders under the ABL Agreement.

Borrowings under the revolving credit facility bear interest, at the Company's option, at one of the following rates: (i) an alternate base rate, defined, for any day, as the greater of the prime rate, a federal funds and overnight bank funding based rate plus 0.5% or one-month LIBOR plus 1.0%, plus a margin of 0.25% to 0.75%, or (ii) LIBOR plus a margin of 1.25% to 1.75%. The respective margins are based upon the Company's total leverage ratio, as defined in and computed pursuant to the ABL Agreement. Interest rates on outstanding borrowings under the ABL Agreement at December 31, 2019 ranged from 2.44% to 2.63%. In addition, the Company paid a commitment fee that ranged from 0.250% to 0.375% on the unused portion of the ABL Agreement during the year ended December 31, 2019.

The Term Loan facility bears interest, at the Company's option, at one of the following rates: (i) an alternate base rate, defined, for any day, as the greater of the prime rate, a federal funds and overnight bank funding based rate plus 0.50% or one-month LIBOR plus 1.0%, plus a margin of 2.50% or (ii) LIBOR plus a margin of 3.50%. The interest rate on outstanding borrowings under the Term Loan at December 31, 2019 was 5.3%.

The debt agreements provide for customary restrictions and events of default. Restrictions include limitations on additional indebtedness, acquisitions, investments and payment of dividends, among other things. Further, the ABL Agreement provides that during any period (a) commencing on the last day of the most recently ended four consecutive fiscal quarters on or prior to the date availability under the ABL Agreement is less than the greater of $15.0 million or 10% of the aggregate commitment under the ABL Agreement at any time and (b) ending on the day after such availability has exceeded the greater of $15.0 million or 10% of the aggregate commitment under the ABL Agreement for forty-five (45) consecutive days, the Company is required to maintain a minimum fixed charge coverage ratio of 1.10 to 1.00 as of the last day of any period of four consecutive fiscal quarters.

The Company was in compliance with the covenants of the Debt Agreements at December 31, 2019. The Company expects that it will continue to borrow and repay funds, subject to availability, under the ABL Agreement based on working capital and other corporate needs.

Covenant Calculations

Consolidated adjusted EBITDA (a non-GAAP financial measure), which is defined in the Company's Debt Agreements, is used in the calculation of the Fixed Charge Coverage Ratio, Secured Net Leverage Ratio, Total Leverage Ratio and Total Net Leverage Ratio, which are required to be provided to the Company's lenders pursuant to its Debt Agreements.

The following is the Company's consolidated adjusted EBITDA, for the last four fiscal quarters:

Consolidated adjusted EBITDA for the four quarters ended
December 31, 2019
(in thousands)

Three months ended December 31, 2019	$	27,873
Three months ended September 30, 2019		25,758
Three months ended June 30, 2019		4,306
Three months ended March 31, 2019		6,127
Consolidated adjusted EBITDA, before limitation		64,064
Permitted non-recurring charge limitation		(8,929)
Consolidated adjusted EBITDA	$	55,135

Non-GAAP financial measure

Consolidated adjusted EBITDA is a non-GAAP financial measure within the meaning of Regulation G and Item 10(e) of Regulation S-K, each promulgated by the Securities and Exchange Commission. This measure is provided because management of the Company uses this financial measure in evaluating the Company's on-going financial results and trends. Management also uses this non-GAAP information as an indicator of business performance. Consolidated adjusted EBITDA, as discussed above, is also one of the measures used to calculate financial covenants required to be provided to the Company's lenders pursuant to its Debt Agreements.

Investors should consider these non-GAAP financial measures in addition to, and not as a substitute for, the Company's financial performance measures prepared in accordance with GAAP. Further, the Company's non-GAAP information may be different from the non-GAAP information provided by other companies including other companies within the home retail industry.

The following is a reconciliation of net loss as reported to consolidated adjusted EBITDA for the years ended December 31, 2019 and 2018 and each fiscal quarter of 2019 and 2018:

	Three Months Ended				Year Ended
	March 31, 2019	June 30, 2019	September 30, 2019	December 31, 2019	December 31, 2019
			(in thousands)		
Net loss as reported	$ (4,867)	$ (11,513)	(13,519)	$ (14,516)	$ (44,415)
Subtract out:					
Undistributed equity losses (earnings), net	116	69	210	(738)	(343)
Add back:					
Income tax (benefit) provision	(2,458)	(5,795)	15,066	(5,704)	1,109
Interest expense	4,922	4,694	5,172	5,590	20,378
Depreciation and amortization	6,359	6,290	6,122	6,344	25,115
Impairment of goodwill	—	—	9,748	33,242	42,990
Stock compensation expense	907	1,193	1,505	1,436	5,041
SKU Rationalization [1]	—	8,500	—	—	8,500
Acquisition and divestment related expenses	151	—	—	55	206
Restructuring expenses [1]	608	173	338	316	1,435
Integration charges [1]	174	695	235	159	1,263
Warehouse relocation [1]	215	—	881	1,689	2,785
Consolidated adjusted EBITDA, before limitation	$ 6,127	$ 4,306	$ 25,758	$ 27,873	$ 64,064
Permitted non-recurring charge limitation [1]					(8,929)
Consolidated adjusted EBITDA					55,135

(1) Permitted non-recurring charges include restructuring expenses, integration charges, warehouse relocation costs, and SKU Rationalization. These are permitted exclusions from the Company's consolidated adjusted EBITDA, subject to limitations, pursuant to the Company's Debt Agreements.

Consolidated adjusted EBITDA is a non-GAAP financial measure which is defined in the Company's debt agreements. Consolidated adjusted EBITDA is defined as net income (loss), adjusted to exclude undistributed equity in (earnings) losses, income tax (benefit) provision, interest, depreciation and amortization, stock compensation expense, and other items detailed in the table above that are consistent with exclusions permitted by our debt agreements

	Three Months Ended				Year Ended
	March 31, 2018	June 30, 2018	September 30, 2018	December 31, 2018	December 31, 2018
			(in thousands)		
Net (loss) income as reported	$ (11,598)	$ (6,057)	$ 5,948	$ 9,987	$ (1,720)
Subtract out:					
Undistributed equity (earnings), net	(77)	(155)	(185)	(128)	(545)
Add back:					
Income tax (benefit) provision	(3,810)	(1,765)	906	7,558	2,889
Interest expense	2,103	4,676	5,634	5,591	18,004
Loss on early retirement of debt	66	—	—	—	66
Depreciation and amortization, net	4,309	6,422	6,076	6,522	23,329
Impairment of goodwill	—	—	2,205	—	2,205
Stock compensation expense	838	921	1,268	1,108	4,135
Contingent consideration fair value adjustment	—	—	—	(1,774)	(1,774)
Unrealized loss (gain) on foreign currency contracts	393	(2,112)	(190)	(33)	(1,942)
Other permitted non-cash charges (1)	287	916	307	—	1,510
Acquisition related expenses	809	391	43	523	1,766
Restructuring expenses (2)	406	395	552	971	2,324
Integration charges (2)	35	110	103	433	681
Warehouse relocation (2)	2,384	168	55	118	2,725
Pro forma Filament adjustment (3)	3,326	—	—	—	3,326
Projected synergies (4)	—	—	—	—	8,546
Consolidated adjusted EBITDA, before limitation	$ (529)	$ 3,910	$ 22,722	$ 30,876	$ 65,525
Permitted non-recurring charge limitation (2)					$ (605)
Consolidated adjusted EBITDA					$ 64,920

(1) Other permitted non-cash charges include a non-cash purchase accounting adjustment to step-up the fair value of acquired inventory, a permitted exclusion from the Company's consolidated adjusted EBITDA, pursuant to the Company's Debt Agreements.

(2) Permitted non-recurring charges include restructuring expenses, integration charges, warehouse relocation costs, transition expenses and severance expense. These are permitted exclusions from the Company's consolidated adjusted EBITDA, subject to limitations, pursuant to the Company's Debt Agreements.

(3) Pro forma Filament adjustment represents a permitted adjustment to the Company's consolidated adjusted EBITDA for the acquisition of Filament on March 2, 2018 pursuant to the Company's Debt Agreements.

(4) Pro forma projected synergies represents the amount of projected cost savings, operating expense reductions, restructuring charges and expenses and cost saving synergies projected by the Company as a result of actions taken through December 31, 2018 or expected to be taken as of December 31, 2018, net of the benefits realized during the twelve months ended December 31, 2018. Pro forma projected synergies is a permitted exclusion from the Company's consolidated adjusted EBITDA, subject to limitations, pursuant to the Company's Debt Agreements.

Capital expenditures

Capital expenditures for the year ended December 31, 2019 were $9.2 million mainly attributable to the warehouse consolidation efforts related to the International business.

Derivatives

Interest Rate Swap Agreements

The Company is a party to interest rate swap agreements, with an aggregate notional value of $100.0 million at December 31, 2019. The Company designated these interest rate swaps as cash flow hedges of the Company's exposure to the variability of the payment of interest on a portion of its Term Loan borrowings. The hedge periods of these agreements commenced in April 2018 and expire in March 2023. The notional amounts are reduced over these periods. In June 2019, the Company entered into additional interest rate swap agreements, with an aggregate notional value of $25.0 million at December 31, 2019. These non-designated interest rate swaps serve as cash flow hedges of the Company's exposure to the variability of the payment of interest on a portion of its Term Loan borrowings and expire in February 2025. The Company's net total outstanding notional value of interest rate swaps was $125.0 million at December 31, 2019.

Foreign Exchange Contracts

The Company is exposed to market risks as well as changes in foreign currency exchange rates as measured against the USD and each other, and changes to credit risk of derivative counterparties. The Company attempts to minimize these risks by primarily using foreign currency forward contracts and by maintaining counterparty credit limits. These hedging activities provide only limited protection against currency exchange and credit risk. Factors that could influence the effectiveness of the Company's hedging programs include currency markets and availability of hedging instruments and liquidity of the credit markets. All foreign currency forward contracts that the Company enters into are components of hedging programs and are entered into for the sole purpose of hedging an existing or anticipated currency exposure. The Company does not enter into such contracts for speculative purposes and as of December 31, 2019, the Company does not have any foreign currency forward contract derivatives that are not designated as hedges. These foreign exchange contracts have been designated as hedges in to order to apply hedge accounting. No contracts were outstanding at December 31, 2018.

The Company is a party from time to time to certain foreign exchange contracts, primarily to offset the earnings impact related to fluctuations in foreign currency exchange rates associated with inventory purchases denominated in foreign currencies. Fluctuations in the value of certain foreign currencies as compared to the USD may positively or negatively affect the Company's revenues, gross margins, operating expenses, and retained earnings, all of which are expressed in USD. Where the Company deems it prudent, the Company engages in hedging programs using foreign currency forward contracts aimed at limiting the impact of foreign currency exchange rate fluctuations on earnings. The Company purchases short-term (i.e. 12 months or less) foreign currency forward contracts to protect against currency exchange risks associated with the payment of merchandise purchases to foreign suppliers. The Company does not hedge the translation of foreign currency profits into USD, as the Company regards this as an accounting exposure rather than an economic exposure. The aggregate gross notional values of foreign exchange contracts at December 31, 2019 was $7.3 million.

Dividends

Dividends were declared in 2019 and 2018 as follows:

Dividend per share	Date declared	Date of record	Payment date
$0.0425	March 8, 2018	May 1, 2018	May 15, 2018
$0.0425	June 28, 2018	August 1, 2018	August 15, 2018
$0.0425	July 31, 2018	November 1, 2018	November 15, 2018
$0.0425	November 7, 2018	February 1, 2019	February 15, 2019
$0.0425	March 12, 2019	May 1, 2019	May 15, 2019
$0.0425	June 27, 2019	August 1, 2019	August 15, 2019
$0.0425	August 6, 2019	November 1, 2019	November 15, 2019
$0.0425	November 7, 2019	January 31, 2020	February 14, 2020

On March 10, 2020, the Board of Directors declared a quarterly dividend of $0.0425 per share payable on May 15, 2020 to shareholders of record on May 1, 2020.

Cash provided by operating activities

Net cash provided by operating activities was $29.9 million in 2019 compared to $19.2 million in 2018 and $17.0 million in 2017. The change from 2019 compared to 2018 was primarily attributable to timing of collections related to the Company's accounts receivables. The increase in 2018 as compared to 2017, is attributable to a decrease in payments of accounts payable and accrued expenses and an increase in collection of receivables, partially offset by an increase in inventory purchases.

Cash used in investing activities

Net cash used in investing activities was $9.2 million in 2019 compared to $224.2 million in 2018 and $15.4 million in 2017. The 2019 investing activity includes the capital expenditures incurred as a result of the warehouse integration efforts of the International business. The 2018 investing activity includes the cash consideration paid for the acquisition of Filament and capital expenditures related to the Company's relocation of its west coast distribution facility.

Cash (used in) provided by

Net cash (used in) provided by financing activities was $(16.9) million in 2019 compared to $205.3 million in 2018 and $(2.3) million in 2017. In 2019, the Company utilized cash generated in the latter part of the year to repay a portion of its outstanding debt related to its Term Loan and credit facility. In 2018, the change in financing activities was attributable to the new Debt Agreements entered into in order to finance the acquisition of Filament in 2018.

CONTRACTUAL OBLIGATIONS

As of December 31, 2019, the Company's contractual obligations were as follows (in thousands):

	Payment due by period				
	Total	Less than 1 year	1-3 years	3-5 years	More than 5 years
Operating leases	$ 162,008	$ 17,876	$ 35,588	$ 35,632	$ 72,912
Short-term debt	9,895	9,895	—	—	—
Long-term debt	260,293	—	5,500	38,322	216,471
Interest on debt	92,612	16,387	32,138	29,377	14,710
Minimum royalty payments	27,542	8,763	18,473	306	—
Post retirement benefits	7,266	419	866	848	5,133
Total	$ 559,616	$ 53,340	$ 92,565	$ 104,485	$ 309,226

Item 7A. Quantitative and Qualitative Disclosures About Market Risk

Market risk represents the risk of loss that may impact the consolidated financial position, results of operations or cash flows of the Company. The Company is exposed to market risk associated with changes in interest rates and foreign currency exchange rates. The Company believes it has moderate exposure to these risks. The Company assesses market risk based on changes in interest rates and foreign currency exchange rates utilizing a sensitivity analysis that measures the potential loss in earnings and cash flows based on a hypothetical 10% or 100 basis point change in these rates.

The Company's functional currency is the U.S. dollar. The Company has foreign operations through its acquisitions, investments and strategic alliances in the U.K., Mexico, Canada, Hong Kong and China; therefore, the Company is subject to increases and decreases in its investments resulting from the impact of fluctuations in foreign currency exchange rates. Additional transactions exposing the Company to exchange rate risk include sales, certain inventory purchases and operating expenses. Through its subsidiaries, portions of the Company's cash, trade accounts receivable and trade accounts payable are denominated in foreign currencies. For the year ended December 31, 2019, approximately 11% of the Company's net sales revenue was in foreign currencies, compared to 12% for the year ended December 31, 2018. These sales were primarily denominated in U.K. pounds, Euros and Canadian dollars. The Company makes most of its inventory purchases from Asia and uses the U.S. dollar for such purchases. In the Company's consolidated statements of operations, foreign exchange gains and losses are recognized in SG&A expense. A hypothetical 10% change in exchange rates, with the U.S. dollar as the functional and reporting currency, would result in an approximately $4.2 million increase in SG&A expenses.

The Company is a party from time to time to certain foreign exchange contracts, primarily to offset the earnings impact related to fluctuations in foreign currency exchange rates associated with inventory purchases denominated in foreign currencies. Fluctuations in the value of certain foreign currencies as compared to the USD may positively or negatively affect the Company's revenues, gross margins, operating expenses, and retained earnings, all of which are expressed in USD. Where the Company deems it prudent, the Company engages in hedging programs using foreign currency forward contracts aimed at limiting the impact of foreign currency exchange rate fluctuations on earnings. The Company purchases short-term (i.e. 12 months or less) foreign currency forward contracts to protect against currency exchange risks associated with the payment of merchandise purchases to foreign suppliers. The Company does not hedge the translation of foreign currency profits into USD, as the Company regards this as an accounting exposure rather than an economic exposure. The aggregate gross notional values of foreign exchange contracts at December 31, 2019 was $7.3 million. These foreign exchange contracts have been designated as hedges in to order to apply hedge accounting. No contracts were outstanding at December 31, 2018.

The Company's ABL Agreement and Term Loan bear interest at variable rates. The Credit Agreement provides for interest rates linked to one of the LIBOR, the Prime Rate or the Federal Funds Rate; therefore, the Company is subject to increases and decreases in interest expense resulting from fluctuations in interest rates. The Company entered into interest rate swap agreement in April 2018 to manage interest rate exposure in connection with its variable interest rate borrowings with an aggregate notional value of $100.0 million at December 31, 2019. In June 2019, the Company entered into additional interest rate swap agreements, with an aggregate notional value of $25.0 million at December 31, 2019. As of December 31, 2019, approximately $178.0 million of the Company's debt carries a variable rate of interest, as compared to $190.0 million at December 31, 2018. The remainder of the debt at December 31, 2019 (approximately $125.0 million) carries a fixed rate of interest through the use of interest rate swaps. A hypothetical and instantaneous 100 basis point increase in the Company's variable interest rates would increase interest expense by approximately $3.0 million over a twelve month period. The sensitivity analysis above assumes interest rate changes are instantaneous and parallel shifts in the yield curve.

Interest rate swaps expose the Company to counterparty credit risk for nonperformance. The Company manages its exposure to counterparty credit risk by dealing with counterparties who are international financial institutions with investment grade credit ratings. Although the Company's credit risk is the replacement cost at the estimated fair value of these instruments, the Company believes that the risk of incurring credit risk losses as a result of counterparty nonperformance is remote.

The Company does not enter into derivative financial instruments for trading purposes.

Item 8. Financial Statements and Supplementary Data

The Company's consolidated financial statements as of and for the year ended December 31, 2019 in Item 15 commencing on page F-1 are incorporated herein by reference.

The following tables set forth certain unaudited consolidated quarterly statement of operations data for the eight quarters ended December 31, 2019. This information is unaudited, but in the opinion of management, it has been prepared substantially on the same basis as the audited consolidated financial statements appearing elsewhere in this Annual Report on Form 10-K and all necessary adjustments, consisting only of normal recurring adjustments, have been included in the amounts stated below to present fairly the unaudited consolidated quarterly results of operations. The consolidated quarterly data should be read in conjunction with the Company's audited consolidated financial statements and the Notes to such statements appearing elsewhere in this Annual Report. The results of operations for any quarter are not necessarily indicative of the results of operations for any future period:

	Year ended December 31, 2019			
	First quarter	Second quarter	Third quarter	Fourth quarter
	(in thousands, except per share data)			
Net sales	$ 149,926	$ 142,536	$ 215,502	$ 226,938
Gross margin	54,321	44,019	72,941	83,910
(Loss) income from operations	(2,287)	(12,545)	6,929	(15,492)
Net loss	(4,867)	(11,513)	(13,519)	(14,516)
Basic loss per common share	(0.24)	(0.56)	(0.66)	(0.70)
Diluted loss per common share	(0.24)	(0.56)	(0.66)	(0.70)

	Year ended December 31, 2018			
	First quarter	Second quarter	Third quarter	Fourth quarter
	(in thousands, except per share data)			
Net sales	$ 118,169	$ 148,651	$ 209,448	$ 228,274
Gross margin	45,087	52,078	73,785	84,807
(Loss) income from operations	(13,316)	(3,301)	12,303	22,893
Net (loss) income	(11,598)	(6,057)	5,948	9,987
Basic (loss) income per common share	(0.70)	(0.30)	0.29	0.49
Diluted (loss) income per common share	(0.70)	(0.30)	0.29	0.49

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

None

Item 9A. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

The Chief Executive Officer and the Chief Financial Officer of the Company (its principal executive officer and principal financial officer, respectively) have concluded, based on their evaluation as of December 31, 2019, that the Company's controls and procedures are effective to ensure that information required to be disclosed by the Company in the reports filed by it under the Securities Exchange Act of 1934, as amended, is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and include controls and procedures designed to ensure that information required to be disclosed by the Company in such reports is accumulated and communicated to the Company's management, including the Chief Executive Officer and Chief Financial Officer of the Company, as appropriate to allow timely decisions regarding required disclosure.

Changes in Internal Controls

There were no changes in the Company's internal control over financial reporting that occurred during the Company's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

Management's Report on Internal Control over Financial Reporting

Management of the Company is responsible for establishing and maintaining effective internal control over financial reporting and for performing an assessment of the effectiveness of internal control over financial reporting as of December 31, 2019. Internal control over financial reporting is defined in Rule 13a-15(f) or 15d-15(f) promulgated under the Exchange Act as a process designed by, or under the supervision of, the Company's principal executive and principal financial officers and effected by the Company's Board of Directors, management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with U.S. generally accepted accounting principles.

Internal control over financial reporting includes those policies and procedures that:

- Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;

- Provide reasonable assurance that transactions are recorded as necessary to permit the preparation of financial statements in accordance with U.S. generally accepted accounting principles and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and

- Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the financial statements.

All internal control systems, no matter how well designed, have inherent limitations. Because of the inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions or the degree of compliance with the policies or procedures may deteriorate. Accordingly, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation.

Management performed an assessment of the effectiveness of the Company's internal control over financial reporting as of December 31, 2019 using the criteria set forth in the Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework). Based on this assessment, management has determined that the Company's internal control over financial reporting as of December 31, 2019 is effective.

The effectiveness of the Company's internal control over financial reporting as of December 31, 2019 has been audited by Ernst & Young LLP, an independent registered public accounting firm, as stated in their report.

Report of Independent Registered Public Accounting Firm

To the Stockholders and the Board of Directors of Lifetime Brands, Inc.

Opinion on Internal Control Over Financial Reporting

We have audited Lifetime Brands, Inc.'s and subsidiaries internal control over financial reporting as of December 31, 2019, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (the COSO criteria). In our opinion, Lifetime Brands, Inc. and subsidiaries (the Company) maintained, in all material respects, effective internal control over financial reporting as of December 31, 2019, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the 2019 consolidated financial statements of the Company and our report dated March 13, 2020 expressed an unqualified opinion thereon.

Basis for Opinion

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects.

Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and Limitations of Internal Control Over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ ERNST & YOUNG LLP

Jericho, New York
March 13, 2020

Item 9B. Other Information

Not applicable.

PART III

Items 10, 11, 12, 13 and 14

The information required under these items is contained in the Company's 2020 Proxy Statement, which will be filed with the SEC within 120 days after the close of the Company's fiscal year covered by this Annual Report on Form 10-K and is incorporated herein by reference.

PART IV

Item 15. Exhibits and Financial Statement Schedules

(a) See Financial Statements and Financial Statement Schedule on page F-1.

(b) Exhibits:

Exhibit Index

No.	Description
2.1	Agreement and Plan of Merger, dated as of December 22, 2017, by and among the Company, TPP Acquisition I Corp., TPP Acquisition II LLC, Taylor Parent, LLC, Taylor Holdco, LLC, and CP Taylor GP, LLC. (incorporated by reference to Exhibit 2.1 to the Company's Current Report on Form 8-K filed on December 29, 2017)
3.1	Second Restated Certificate of Incorporation of the Company (incorporated by reference to Exhibit 3.2 to the Company's Annual Report on Form 10-K for the year ended December 31, 2005)
3.2	Certificate of Amendment to Second Restated Certificate of Incorporation of Lifetime Certificate of Amendment to Second Restated Certificate of Incorporation of Lifetime Brands, Inc. (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed June 10, 2016), Inc. (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed June 10, 2016)
3.3	Amended and Restated By-Laws of the Company (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed on December 8, 2016)
4.1	Description of the Company's securities registered under Section 12 of the Securities Exchange Act of 1934, as amended
10.1	License Agreement dated December 14, 1989 between the Company and Farberware, Inc. (incorporated by reference to the Company's registration statement No. 33-40154 on Form S-1)(P)
10.2	Fourth Amended and Restated Employment Agreement, dated as of June 27, 2019, between the Company and Jeffrey Fourth Amended and Restated Employment Agreement, dated as of June 27, 2019, between the Company and Jeffrey Siegel (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed June 28, 2019)* (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed June 28, 2019)*
10.3	First Amendment to the Fourth Amended and Restated Employment Agreement, dated as of October 11, 2019, between the Company and Jeffrey Siegel (First Amendment to the Fourth Amended and Restated Employment Agreement, dated as of October 11, 2019, between the Company and Jeffrey Siegel (incorporated by reference to Exhibit 10.6 to the Company's Current Report on Form 8-K filed October 15, 2019)* by reference to Exhibit 10.6 to the Company's Current Report on Form 8-K filed October 15, 2019)*
10.4	Lease Agreement, dated as of May 10, 2006, between AG Metropolitan Endo, L.L.C and the Company for the property located at 1000 Stewart Lease Agreement, dated as of May 10, 2006, between AG Metropolitan Endo, L.L.C and the Company for the property located at 1000 Stewart Avenue in Garden City, New York (incorporated by reference to Exhibit 99.1 to the Company's Current Report on Form 8-K filed May 15, 2006) in Garden City, New York (incorporated by reference to Exhibit 99.1 to the Company's Current Report on Form 8-K filed May 15, 2006)

10.5	First Amendment to the Lease Agreement, dated as of September 26, 2006, between AG Metropolitan Endo, L.L.C and the Company for the property located at 1000 Stewart Avenue in Garden City, New York (incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2006)
10.6	Amended and Restated 2000 Long-Term Incentive Plan, dated June 28, 2018 (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed June 29, 2018)*
10.7	Form of Restricted Stock Award Agreement under the Amended and Restated 2000 Long-term Incentive Plan (incorporated by reference Form of Restricted Stock Award Agreement under the Amended and Restated 2000 Long-term Incentive Plan (incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q filed August 10, 2015)* 10.1 to the Company's Quarterly Report on Form 10-Q filed August 10, 2015)*
10.8	Form of Form of Deferred Stock (Performance-Vesting) Award Agreement under the Amended and Restated 2000 Long-term Incentive Plan (incorporated by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q filed August 10, 2015)* Stock (Performance-Vesting) Award Agreement under the Amended and Restated 2000 Long-term Incentive Plan (incorporated by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q filed August 10, 2015)*
10.9	Amended and Restated 2000 Incentive Bonus Compensation Plan, effective as of June 22, 2017 (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed June 23, 2017)*
10.10	Amended and Restated Employment Agreement, dated September 10, 2015, between the Company and Laurence Winoker (Amended and Restated Employment Agreement, dated September 10, 2015, between the Company and Laurence Winoker (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed September 16, 2015)* by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed September 16, 2015)*
10.11	Amendment to the Amended and Restated Employment Agreement, dated November 8, 2017, between the Company and Laurence Winoker (incorporated by reference to Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2017)*
10.12	Second Amendment Second Amendment to the Amended and Restated Employment Agreement, dated as of October 11, 2019, between the Company and Laurence Winoker (incorporated by reference to Exhibit 10.4 to the Company's Current Report on Form 8-K filed October 15, 2019)* the Amended and Restated Employment Agreement, dated as of October 11, 2019, between the Company and Laurence Winoker (incorporated by reference to Exhibit 10.4 to the Company's Current Report on Form 8-K filed October 15, 2019)*
10.13	Shares Subscription Agreement by and among the Company, Ekco, S.A.B. and Mr. José Ramón Elizondo Anaya and Mr. Miguel Ángel Huerta Pando, dated as of June 8, 2007 (incorporated by reference to Exhibit 99.1 to the Company's Current Report on Form 8-K filed June 11, 2007)
10.14	Amendment No. 1 dated September 5, 2007 to the Shares Subscription Agreement by and among the Company, Ekco, S.A.B. Amendment No. 1 dated September 5, 2007 to the Shares Subscription Agreement by and among the Company, Ekco, S.A.B. and Mr. José Ramón Elizondo Anaya and Mr. Miguel Ángel Huerta Pando (incorporated by reference to Exhibit 10.17 to the Company's Annual Report on Form 10-K for the year ended December 31, 2008) Mr. José Ramón Elizondo Anaya and Mr. Miguel Ángel Huerta Pando (incorporated by reference to Exhibit 10.17 to the Company's Annual Report on Form 10-K for the year ended December 31, 2008)
10.15	Amendment No. 2 dated September 25, 2008 to the Amendment No. 2 dated September 25, 2008 to the Shares Subscription Agreement by and among the Company, Ekco, S.A.B. and Mr. José Ramón Elizondo Anaya and Mr. Miguel Ángel Huerta Pando (incorporated by reference to Exhibit 10.21 to the Company's Annual Report on Form 10-K for the year ended December 31, 2008) Subscription Agreement by and among the Company, Ekco, S.A.B. and Mr. José Ramón Elizondo Anaya and Mr. Miguel Ángel Huerta Pando (incorporated by reference to Exhibit 10.21 to the Company's Annual Report on Form 10-K for the year ended December 31, 2008)
10.16	Asset Asset Purchase Agreement between Mikasa, Inc. and the Company, dated as of June 6, 2008 (incorporated by reference to Exhibit 99.1 to the Company's Form 10-Q for the quarter ended June 30, 2008) Agreement between Mikasa, Inc. and the Company, dated as of June 6, 2008 (incorporated by reference to Exhibit 99.1 to the Company's Form 10-Q for the quarter ended June 30, 2008)
10.17	Share Purchase Agreement, dated November 4, 2011, by and among the Company and Creative Tops Holding Limited and Creative Tops Far East Limited (incorporated by reference to Exhibit 99.2 to the Company's Current Report on Form 8-K filed November 8, 2011)
10.18	Senior Secured Credit Agreement, dated as of July 27, 2012, by and among the Company, the Subsidiary Guarantors, the Lenders and JPMorgan Chase Bank, N.A., as Administrative Agent and Collateral Agent (incorporated by reference to Exhibit 10.6 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2013)

10.19	Amendment No. 1 to the Senior Secured Credit Agreement, dated as of November 13, 2012, by and among the Company, the Subsidiary Guarantors party thereto, the Swap Agreement Counterparty, the financial institutions party thereto and JPMorgan Chase Bank, Amendment No. 1 to the Senior Secured Credit Agreement, dated as of November 13, 2012, by and among the Company, the Subsidiary Guarantors party thereto, the Swap Agreement Counterparty, the financial institutions party thereto and JPMorgan Chase Bank, N.A., as Administrative Agent (incorporated by reference to Exhibit 99.3 to the Company's Current Report on Form 8-K filed June 27, 2013).A., as Administrative Agent (incorporated by reference to Exhibit 99.3 to the Company's Current Report on Form 8-K filed June 27, 2013)
10.20	Amendment No. 2 to the Senior Secured Credit Agreement, dated as of June 21, 2013, by and among the Company, the Subsidiary Guarantors party thereto, the financial institutions party thereto and JPMorgan Chase Bank, N.A., as Administrative Agent (incorporated by reference to Exhibit 99.1 to the Company's Current Report on Form 8-K filed June 27, 2013)
10.21	Share Purchase Agreement relating to Thomas Plant (Birmingham) Limited, dated January 15, 2014, by and among the Company and Andrew Plant, Richard Plant, Peter Bushell, and Sally Wright (incorporated by reference to Exhibit 99.2 to the Company's Current Report on Form 8-K filed January 17, 2014)
10.22	Deed of Variation and Settlement, dated April 1, 2015, by and among the Company and Andrew Plant, Richard Plant, Peter Bushell, and Sally Wright (incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q filed May 8, 2015)
10.23	Employment Agreement, dated as of November 8, 2017, between the Company and Daniel Siegel (incorporated by reference to Exhibit 10.4 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2017)*
10.24	Amendment to the Employment Agreement, dated as of October 11, 2019, between the Company and Daniel Siegel (incorporated by reference to Exhibit 10.5 to the Amendment to the Employment Agreement, dated as of October 11, 2019, between the Company and Daniel Siegel (incorporated by reference to Exhibit 10.5 to the Company's Current Report on Form 8-K filed October 15, 2019)*'s Current Report on Form 8-K filed October 15, 2019)*
10.25	Form of Amended and Restated Director's and Form of Amended and Restated Director's and Officer's Indemnification Agreement (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed January 28, 2016)'s Indemnification Agreement (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed January 28, 2016)
10.26	Receivables Purchase Agreement, dated as of September 30, 2016 by and among the Company, as a Seller and as a Seller Agent and initial Servicer, for itself and each of its subsidiaries thereto as a Seller, and HSBC Bank USA, National Association, as Purchaser (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed October 4, 2016)
10.27	Lease Agreement (Single Tenant Facility), dated as of February 14, 2017 between Baseline Opportunity LLC and Lifetime Brands Inc. for property located at 1221 North Alder Avenue, Rialto, California (incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2017)
10.28	Voting Agreement, dated as of December 22, 2017, by and among Taylor Parent, LLC, and Jeffrey Siegel, Ronald Shiftan, Daniel Siegel and Clifford Siegel (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed December 29, 2017)
10.29	Employment Agreement, dated as of December 22, 2017, between the Company and Robert B. Kay (incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed December 29, 2017)*
10.30	Amendment to the Employment Agreement, dated as of October 11, 2019, between the Company and Robert B. Kay (incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed October 15, 2019)*
10.31	Stockholders Agreement, dated as of March 2, 2018, between the Company and Taylor Parent, LLC (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed March 6, 2018)
10.32	Amendment to Stockholders Agreement, dated as of October 11, 2019, between the Company and Taylor Parent, LLC (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed October 15, 2019)
10.33	Letter Agreement and Joinder, dated as of November 9, 2018, by and among the Company, Taylor Parent, LLC and Centre Capital Investors V, LP. (incorporated by reference to Exhibit 10.01 to the Company's Current Report on Form 8-K filed November 15, 2018)
10.34	Credit Agreement, dated as of March 2, 2018, by and among the Company, the other Borrowers from time to time party thereto, the other Loan Parties from time to time party thereto, the Lenders from time to time party thereto, and JPMorgan Chase Bank, N.A., as Administrative Agent (incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed March 6, 2018)

10.35	Loan Agreement, dated as of March 2, 2018, by and among the Company, the other Loan Parties from time to time party thereto, the Lenders from time to time party thereto, JPMorgan Chase Bank, N.A., as Administrative Agent and Golub Capital LLC, as Syndication Agent. (incorporated by reference to Exhibit 10.3 to the Company's Current Report on Form 8-K filed March 6, 2018)
21.1	Subsidiaries of the Company
23.1	Consent of Ernst & Young LLP
23.2	Consent of Castillo Miranda Y Compania, S.C.
23.3	Consent of KPMG Cardenas Dosal, S. C. (Mexico)
31.1	Certification by Robert B. Kay, Chief Executive Officer and Director, pursuant to Rule 13a-14(a) or Rule 15d-14(a) of the Securities and Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification by Laurence Winoker, Senior Vice President – Finance, Treasurer and Chief Financial Officer, pursuant to Rule 13a-14(a) or Rule 15d-14(a) of the Securities and Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1	Certification by Robert B. Kay, Chief Executive Officer and Director, and Laurence Winoker, Senior Vice President – Finance, Treasurer and Chief Financial Officer, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (**)
99.1	Report of Independent Registered Accounting Firm on the consolidated financial statements of Grupo Vasconia, S.A.B. (formerly Ekco, S.A.B.)
99.2	Report of Independent Registered Accounting Firm on the consolidated financial statements of Grupo Vasconia, S.A.B. (formerly Ekco, S.A.B.)
101.INS	Inline XBRL Instance Document (the instance document does not appear in the interactive Data File because its XBRL tags are embedded within the Inline XBRL document.
101.SCH	Inline XBRL Taxonomy Extension Schema Document
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document
101.LAB	Inline XBRL Taxonomy Extension Labels Linkbase Document
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document
104	The cover page from this Annual Report on Form 10-K, formatted in Inline XBRL

Notes to exhibits:

(*) Compensatory plans in which the directors and executive officers of the Company participate.

(**) Furnished, not filed.

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 Brands, Inc.

/s/ Robert B. Kay

Robert B. Kay
Chief Executive Officer and Director
Date: March 13, 2020

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/ Robert B. Kay Robert B. Kay	Chief Executive Officer and Director (Principal Executive Officer)	March 13, 2020
/s/ Laurence Winoker Laurence Winoker	Senior Vice President – Finance, Treasurer and Chief Financial Officer (Principal Financial and Accounting Officer)	March 13, 2020
/s/ Jeffrey Siegel Jeffrey Siegel	Executive Chairman of the Board of Directors	March 13, 2020
/s/ Rachael Jarosh Rachael Jarosh	Director	March 13, 2020
/s/ John Koegel John Koegel	Director	March 13, 2020
/s/ Cherrie Nanninga Cherrie Nanninga	Director	March 13, 2020
/s/ Craig Phillips Craig Phillips	Director	March 13, 2020
/s/ Bruce Pollack Bruce Pollack	Director	March 13, 2020
/s/ Dennis E. Reaves Dennis E. Reaves	Director	March 13, 2020
/s/ Michael J. Regan Michael J. Regan	Director	March 13, 2020
/s/ Michael Schnabel Michael Schnabel	Director	March 13, 2020

Item 15

LIFETIME BRANDS, INC.

LIST OF FINANCIAL STATEMENTS AND FINANCIAL STATEMENT SCHEDULE

The following consolidated financial statements of Lifetime Brands, Inc. are filed as part of this Annual Report under Item 8 – *Financial Statements and Supplementary Data.*

The following consolidated financial statement schedule of Lifetime Brands, Inc. required pursuant to Item 15(a) is submitted herewith:

All other financial schedules are not required under the related instructions or are inapplicable, and therefore have been omitted.

The unaudited supplementary data regarding quarterly results of operations are incorporated by reference to the information set forth in Item 8 – *Financial Statements and Supplementary Data*.

Report of Independent Registered Public Accounting Firm

To the Stockholders and the Board of Directors of Lifetime Brands, Inc.

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Lifetime Brands, Inc. and subsidiaries (the Company) as of December 31, 2019 and 2018, the related consolidated statements of operations, comprehensive (loss) income, stockholders' equity and cash flows for each of the three years in the period ended December 31, 2019, and the related notes and the financial statement schedule listed in the Index at Item 15(a) (collectively referred to as the consolidated financial statements). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company at December 31, 2019 and 2018, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2019, in conformity with U.S. generally accepted accounting principles.

We did not audit the financial statements of Grupo Vasconia, S.A.B. and Subsidiaries, a corporation in which the Company has a 30% interest. In the consolidated financial statements, the Company’s investment in Grupo Vasconia, S.A.B. and Subsidiaries is stated at $21.3 million and $22.6 million as of December 31, 2019 and 2018, respectively, and the Company’s equity in the net income of Grupo Vasconia, S.A.B. and Subsidiaries is stated at $0.5 million in 2019, $0.9 million in 2018 and $0.4 million in 2017. Those statements were audited by other auditors whose reports have been furnished to us, and our opinion, insofar as it relates to the amounts included for Grupo Vasconia, S.A.B. and Subsidiaries, is based solely on the reports of the other auditors.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of December 31, 2019, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework), and our report dated March 13, 2020 expressed an unqualified opinion thereon.

Adoption of ASU No. 2016-02, *Leases*

As discussed in Note A to the consolidated financial statements, the Company changed its method of accounting for leases in 2019 due to the adoption of ASU No. 2016-02, *Leases*.

Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company’s financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits and the reports of other auditors provide a reasonable basis for our opinion.

/s/ ERNST & YOUNG LLP

We have served as the Company’s auditor since 1984.
Jericho, New York
March 13, 2020

LIFETIME BRANDS, INC.
CONSOLIDATED BALANCE SHEETS
(in thousands - except share data)

	December 31, 2019	December 31, 2018
ASSETS		
CURRENT ASSETS		
Cash and cash equivalents	$ 11,370	$ 7,647
Accounts receivable, less allowances of $9,681 at December 31, 2019 and $7,855 at December 31, 2018	128,639	125,292
Inventory	173,427	173,601
Prepaid expenses and other current assets	14,140	10,822
Income taxes receivable	1,577	1,442
TOTAL CURRENT ASSETS	329,153	318,804
PROPERTY AND EQUIPMENT, net	28,168	25,762
OPERATING LEASE RIGHT-OF-USE ASSETS	106,871	—
INVESTMENTS	21,289	22,582
INTANGIBLE ASSETS, net	280,471	338,847
OTHER ASSETS	4,071	1,844
DEFERRED INCOME TAXES	—	733
TOTAL ASSETS	$ 770,023	$ 708,572
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES		
Current maturity of term loan	$ 8,413	$ 1,253
Accounts payable	36,173	38,167
Accrued expenses	52,060	45,456
Current portion of operating lease liabilities	10,661	—
TOTAL CURRENT LIABILITIES	107,307	84,876
OTHER LONG-TERM LIABILITIES	12,214	23,339
DEFERRED INCOME TAXES	13,685	15,141
OPERATING LEASE LIABILITIES	112,180	—
INCOME TAXES PAYABLE, LONG-TERM	1,217	949
REVOLVING CREDIT FACILITY	32,822	42,080
TERM LOAN	254,281	262,694
STOCKHOLDERS' EQUITY		
Preferred stock, $1.00 par value, shares authorized: 100 shares of Series A and 2,000,000 shares of Series B; none issued and outstanding	—	—
Common stock, $0.01 par value, shares authorized: 50,000,000 at December 31, 2019 and 2018; shares issued and outstanding: 21,255,660 at December 31, 2019 and 20,764,143 at December 31, 2018	213	208
Paid-in capital	263,386	258,637
Retained earnings	7,173	55,264
Accumulated other comprehensive loss	(34,455)	(34,616)
TOTAL STOCKHOLDERS' EQUITY	236,317	279,493
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$ 770,023	$ 708,572

See Notes to consolidated financial statements.

LIFETIME BRANDS, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS
(in thousands – except per share data)

	Year Ended December 31,		
	2019	2018	2017
Net sales	$ 734,902	$ 704,542	$ 579,476
Cost of sales	479,711	448,785	364,319
Gross margin	255,191	255,757	215,157
Distribution expenses	72,543	69,716	58,050
Selling, general and administrative expenses	161,618	162,933	140,903
Impairment of goodwill	42,990	2,205	—
Restructuring expenses	1,435	2,324	1,024
(Loss) income from operations	(23,395)	18,579	15,180
Interest expense	(20,378)	(18,004)	(4,291)
Loss on early retirement of debt	—	(66)	(110)
(Loss) income before income taxes and equity in earnings	(43,773)	509	10,779
Income tax provision	(1,109)	(2,889)	(9,032)
Equity in earnings, net of taxes	467	660	407
NET (LOSS) INCOME	$ (44,415)	$ (1,720)	$ 2,154
BASIC (LOSS) INCOME PER COMMON SHARE	$ (2.16)	$ (0.09)	$ 0.15
DILUTED (LOSS) INCOME PER COMMON SHARE	$ (2.16)	$ (0.09)	$ 0.14

See Notes to consolidated financial statements.

LIFETIME BRANDS, INC.
CONSOLIDATED STATEMENTS OF COMPREHENSIVE (LOSS) INCOME
(in thousands)

	Year ended December 31,		
	2019	2018	2017
Net (loss) income	$ (44,415)	$ (1,720)	$ 2,154
Other comprehensive income (loss) , net of tax:			
Translation adjustment	(292)	(5,906)	7,823
Deferred (losses) gains on cash flow hedges :			
Settlement of cash flow hedge	(209)	(14)	—
Fair value adjustment, net of tax of $347 in 2019, $38 in 2018 and $0 in 2017	1,212	161	17
Total deferred gains on cash flow hedges	1,003	147	17
Effect of retirement benefit obligations:			
Net (loss) income arising from retirement benefit obligations, net of tax of $(251) in 2019, $93 in 2018 and $(132) in 2017	(601)	373	(228)
Less: amortization of loss included in net (loss) income, net of tax of $34 in 2019, $23 in 2018 and $42 in 2017	51	95	62
Total effects of retirement benefit obligations	(550)	468	(166)
Other comprehensive income (loss), net of tax	161	(5,291)	7,674
Comprehensive (loss) income	$ (44,254)	$ (7,011)	$ 9,828

See Notes to consolidated financial statements.

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LIFETIME BRANDS, INC.
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(in thousands)

	Common stock		Paid-in capital	Retained earnings	Accumulated other comprehensive loss	Total
	Shares	Amount				
BALANCE AT DECEMBER 31, 2016	14,556	$ 146	$ 173,600	$ 60,981	$ (36,999)	$ 197,728
Comprehensive income (loss):						
Net income	—	—	—	2,154	—	2,154
Translation adjustment	—	—	—	—	7,823	7,823
Derivative fair value adjustment	—	—	—	—	17	17
Effect of retirement benefit obligations	—	—	—	—	(166)	(166)
Total comprehensive income						9,828
Restricted shares issued to directors	30	—	—	—	—	—
Net issuance of restricted shares to employees	97	1	1	—	—	2
Stock compensation expense	—	—	3,390	—	—	3,390
Net exercise of stock options	254	2	2,535	—	—	2,537
Shares effectively repurchased for required employee withholding taxes	(34)	—	(694)	—	—	(694)
Adoption of ASU 2016-09	—	—	77	(46)	—	31
Dividends [1]	—	—	—	(2,543)	—	(2,543)
BALANCE AT DECEMBER 31, 2017	14,903	$ 149	$ 178,909	$ 60,546	$ (29,325)	$ 210,279
Comprehensive (loss) income:						
Net loss	—	—	—	(1,720)	—	(1,720)
Translation adjustment	—	—	—	—	(5,906)	(5,906)
Derivative fair value adjustment	—	—	—	—	147	147
Effect of retirement benefit obligations	—	—	—	—	468	468
Total comprehensive loss						(7,011)
Restricted shares issued to directors	46	—	—	—	—	—
Net issuance of restricted shares to employees	211	2	(2)	—	—	—
Issuance of 5,593,116 shares of common stock for acquisition of Filament, net of equity issuance costs	5,593	56	75,914	—	—	75,970
Stock compensation expense	—	—	4,091	—	—	4,091
Net exercise of stock options	58	1	285	—	—	286
Shares effectively repurchased for required employee withholding taxes	(47)	—	(560)	—	—	(560)
Dividends [1]	—	—	—	(3,562)	—	(3,562)
BALANCE AT DECEMBER 31, 2018	20,764	$ 208	$ 258,637	$ 55,264	$ (34,616)	$ 279,493
Comprehensive (loss) income:						
Net loss	—	—	—	(44,415)	—	(44,415)
Translation adjustment	—	—	—	—	(292)	(292)
Derivative fair value adjustment	—	—	—	—	1,003	1,003
Effect of retirement benefit obligations	—	—	—	—	(550)	(550)
Total comprehensive loss						(44,254)
Performance shares issued to employees	67	1	(1)	—	—	—
Net issuance of restricted shares to employees	416	4	(4)	—	—	—
Stock compensation expense	—	—	5,021	—	—	5,021
Net exercise of stock options	53	1	131	—	—	132
Shares effectively repurchased for required employee withholding taxes	(44)	(1)	(398)	—	—	(399)
Dividends [1]	—	—	—	(3,676)	—	(3,676)
BALANCE AT DECEMBER 31, 2019	21,256	$ 213	$ 263,386	$ 7,173	$ (34,455)	$ 236,317

(1) Cash dividend declared per share of common stock, were $0.17, $0.17 and $0.17 in 2017, 2018 and 2019, respectively.

See Notes to consolidated financial statements.

LIFETIME BRANDS, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(in thousands)

	Year ended December 31,		
	2019	2018	2017
OPERATING ACTIVITIES			
Net (loss) income	$ (44,415)	$ (1,720)	$ 2,154
Adjustments to reconcile net (loss) income to net cash provided by operating activities:			
Depreciation and amortization	25,115	23,329	14,189
Impairment of goodwill	42,990	2,205	—
Amortization of financing costs	1,748	1,543	519
Deferred rent	—	57	(642)
Non-cash lease expense	1,047	—	—
Deferred income taxes	(1,073)	2,086	1,030
Stock compensation expense	5,041	4,135	3,390
Undistributed equity earnings	(343)	(545)	(379)
Loss on early retirement of debt	—	66	110
SKU Rationalization	8,500	—	—
Contingent consideration fair value adjustment	—	(1,774)	—
Changes in operating assets and liabilities (excluding the effects of business acquisitions)			
Accounts receivable	(2,259)	8,020	1,481
Inventory	(7,455)	(13,819)	10,818
Prepaid expenses, other current assets and other assets	(4,257)	540	(951)
Accounts payable, accrued expenses and other liabilities	5,108	(3,153)	(9,778)
Income taxes receivable	(135)	(1,442)	—
Income taxes payable	260	(353)	(4,935)
NET CASH PROVIDED BY OPERATING ACTIVITIES	29,872	19,175	17,006
INVESTING ACTIVITIES			
Purchases of property and equipment	(9,169)	(7,902)	(6,311)
Filament acquisition, net of cash acquired	—	(216,527)	—
Fitz acquisition, net of cash acquired	—	—	(9,072)
Net proceeds from sale of property	—	249	15
NET CASH USED IN INVESTING ACTIVITIES	(9,169)	(224,180)	(15,368)
FINANCING ACTIVITIES			
Proceeds from revolving credit facility	345,494	268,912	237,658
Repayments of revolving credit facility	(355,730)	(320,767)	(229,696)
Proceeds from Term Loan	—	275,000	—
Repayments of Term Loan	(2,750)	(2,063)	—
Repayments of Credit Agreement term loan	—	—	(9,500)
Proceeds from short term loan	—	216	187
Payments from short term loan	—	(278)	(239)
Payment of financing costs	—	(11,171)	(31)
Payment of equity issuance costs	—	(936)	—
Cash dividends paid	(3,571)	(3,273)	(2,475)
Payment of capital lease obligations	(92)	(77)	(94)
Proceeds from the exercise of stock options	132	286	2,537
Payments of tax withholding for stock based compensation	(399)	(561)	(644)
NET CASH (USED IN) PROVIDED BY FINANCING ACTIVITIES	(16,916)	205,288	(2,297)
Effect of foreign exchange on cash	(64)	(236)	376
INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	3,723	47	(283)
Cash and cash equivalents at beginning of year	7,647	7,600	7,883
CASH AND CASH EQUIVALENTS AT END OF YEAR	$ 11,370	$ 7,647	$ 7,600

NOTE A — SIGNIFICANT ACCOUNTING POLICIES

Organization and business

The Company designs, sources and sells branded kitchenware, tableware and other products used in the home and markets its products under a number of widely-recognized brand names and trademarks, which are either owned or licensed by the Company or through retailers' private labels and their licensed brands. The Company's products, which are targeted primarily towards consumers purchasing moderately priced kitchenware, tableware and housewares, are sold through virtually every major level of trade. The Company generally markets several lines within each of its product categories under more than one brand. The Company sells its products directly to retailers (who may resell the Company's products through their Internet websites) and, to a lesser extent, to distributors. The Company also sells a limited selection of its products directly to consumers through its own Internet websites.

Basis of presentation

The accompanying consolidated financial statements have been prepared in accordance with U.S. generally accepted accounting principles ("U.S. GAAP") for financial information and with the instructions to Form 10-K.

The accompanying consolidated financial statements include estimates and assumptions relating to the reporting of assets and liabilities and the disclosure of contingent assets and liabilities to prepare these financial statements in conformity with U.S. GAAP. The most significant of these estimates and assumptions relate to revenue recognition, allowances for doubtful accounts, reserves for sales returns and allowances and customer chargebacks, inventory mark-down provisions, impairment of tangible and intangible assets, stock based compensation expense, estimates for unpaid healthcare claims, derivative valuations, accruals related to the Company's tax positions and tax valuation allowances. Although these and other estimates and assumptions are based on the best available information, actual results could be materially different from these estimates.

Principles of consolidation

The accompanying consolidated financial statements include the accounts of the Company and its subsidiaries. All intercompany accounts and transactions have been eliminated in consolidation.

Foreign currency

Foreign currency denominated assets and liabilities are translated into U.S. dollars at exchange rates prevailing at the balance sheet dates. Revenues, costs and expenses are translated into U.S. dollars at average exchange rates for the relevant period. Income and losses resulting from translation are recorded as a component of accumulated other comprehensive income (loss). The Company may enter into foreign exchange derivative contracts to hedge the volatility of exchange rates related to a portion of its international inventory purchases. Realized gains and losses from designated foreign currency derivative contracts are recognized in cost of sales as the hedged inventory purchases are sold. Unrealized gains and losses from foreign currency transactions on the fair value of foreign exchange contracts designated as hedges are recorded as a component of accumulated other comprehensive income (loss). Realized and unrealized gains and losses from non-designated foreign currency hedges are recognized in selling, general and administrative expenses in the consolidated statements of operations.

Foreign currency gains and losses included within selling, general and administrative expenses were a $0.1 million gain in 2019, a $0.5 million loss in 2018, and a $3.0 million loss in 2017.

Revenue recognition

The Company sells products wholesale, to retailers and distributors, and retail, directly to the consumer. Wholesale sales and retail sales are primarily recognized at the point in time the customer obtains control of the products, in an amount that reflects the consideration the Company expects to be entitled to in exchange for those products.

The Company offers various sales incentives and promotional programs to its customers in the normal course of business. These incentives and promotions typically include arrangements such as cooperative advertising, buydowns, volume rebates and discounts. These arrangements and returns are reflected as reductions of revenue at the time of sale. See Note B – Revenue for additional information.

Cost of sales

Cost of sales consist primarily of costs associated with the production and procurement of product, inbound freight costs, purchasing costs, royalties and other product procurement related charges.

Prior to January 1, 2019, depreciation associated with certain tooling used to produce products was classified as selling, general and administrative expenses. The amount recorded in cost of sales for the year ended December 31, 2019 was $1.4 million. The impact on the comparative periods presented is immaterial and therefore, the comparative periods have not been adjusted to reflect this change in accounting policy.

The Company implemented programs to improve the productivity of its inventory and simplify its U.S. business. In connection therewith, it initiated a stock keeping unit rationalization (“SKU Rationalization”) initiative to identify inventory to discontinue from active status, consistent with the objectives of these programs. During the year ended December 31, 2019, the Company recorded an $8.5 million charge to cost of sales associated with the SKU Rationalization initiative. The inventory charge represented approximately 8% of the Company's consolidated inventory as of June 30, 2019, the period in which the charge was taken.

Distribution expenses

Distribution expenses consist primarily of warehousing expenses and freight-out expenses. Freight-out expenses were $15.5 million, $14.5 million and $11.5 million for the years ended December 31, 2019, 2018 and 2017, respectively. Handling costs of products sold are included in cost of sales.

Advertising expenses

Advertising expenses are expensed as incurred and are included in selling, general and administrative expenses. Advertising expenses were $4.0 million, $4.4 million and $3.4 million for the years ended December 31, 2019, 2018 and 2017, respectively.

Accounts receivable

The Company periodically reviews the collectability of its accounts receivable and establishes allowances for estimated losses that could result from the inability of its customers to make required payments. A considerable amount of judgment is required to assess the ultimate realization of these receivables including assessing the initial and on-going creditworthiness of the Company’s customers. The Company also maintains an allowance for anticipated customer deductions. The allowances for deductions are primarily based on contracts with customers.

However, in certain cases the Company does not have a formal contract and, therefore, customer deductions are non-contractual. To evaluate the reasonableness of non-contractual customer deductions, the Company analyzes currently available information and historical trends of deductions.

The sale of accounts receivable, under the Company’s Receivable Purchase Agreement with HSBC, are reflected as a reduction of accounts receivable in the Company’s consolidated balance sheet at the time of sale and any related expense is included in selling, general and administrative expenses in the Company’s consolidated statements of operations.

Inventory

Inventory consists principally of finished goods sourced from third-party suppliers. Inventory also includes finished goods, work in process and raw materials related to the Company’s manufacture of sterling silver products. Inventory is priced using the lower of cost (first-in, first-out basis) or net realizable value. The Company estimates the selling price of its inventory on a product by product basis based on the current selling environment. If the estimated selling price is lower than the inventory’s cost, the Company reduces the value of the inventory to its net realizable value. Net realizable value is the estimated selling price in the ordinary course of business, less reasonably predictable cost of completion, disposal and transportation.

Property and equipment

Property and equipment is stated at cost. Property and equipment, other than leasehold improvements, are depreciated using the straight-line method over the estimated useful lives of the assets. Buildings are depreciated over 30 years and machinery and equipment over periods ranging from 3 years to 10 years. Leasehold improvements are amortized over the term of the lease or the estimated useful lives of the improvements, whichever is shorter. Advances paid towards the acquisition of property and equipment and the cost of property and equipment not ready for use before the end of the period are classified as construction in progress.

Cash equivalents

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

Concentration of credit risk

The Company's cash and cash equivalents are potentially subject to concentration of credit risk. The Company maintains cash with several financial institutions that, in some cases, is in excess of Federal Deposit Insurance Corporation insurance limits.

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.

During the years ended December 31, 2019, 2018 and 2017, Wal-Mart Stores, Inc., including Sam's Club and, in the U.K., Asda Superstore, ("Walmart"), accounted for 16%, 14% and 15% of net sales, respectively. Sales to Walmart are included in the Company's U.S. and International segments. During the year ended December 31, 2019, sales to Costco Wholesale Corporation ("Costco") accounted for 11% of consolidated net sales. Sales to Costco are included in the Company's U.S. and International segment. No other customers accounted for 10% or more of the Company's sales during these periods.

Fair value measurements

Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Topic 820, *Fair Value Measurements and Disclosures*, provides enhanced guidance for using fair value to measure assets and liabilities and establishes a common definition of fair value, provides a framework for measuring fair value under U.S. generally accepted accounting principles and expands disclosure requirements about fair value measurements. Fair value measurements included in the Company's consolidated financial statements relate to the Company's annual goodwill and other intangible asset impairment tests and derivatives, described in Notes G - Goodwill and Intangible Assets and I - Derivatives, respectively.

Fair value of financial instruments

The Company determined that the carrying amounts of cash and cash equivalents, accounts receivable and accounts payable are reasonable estimates of their fair values because of their short-term nature. The Company determined that the carrying amounts of borrowings outstanding under its ABL Agreement and Term Loan approximate fair value since such borrowings bear interest at variable market rates.

Derivatives

The Company accounts for derivative instruments in accordance with ASC Topic 815, Derivatives and Hedging. ASC 815 requires that all derivative instruments be recognized on the balance sheet at fair value as either an asset or liability. Changes in the fair value of derivatives that qualify as hedges and have been designated as part of a hedging relationship for accounting purposes have no net impact on earnings until the hedged item is recognized in earnings. The change in the fair value of hedges are included in accumulated other comprehensive loss and is subsequently recognized in the Company's consolidated statements of operations to mirror the location of the hedged items impacting earnings. Changes in fair value of derivatives that do not qualify as hedging instruments for accounting purposes are recorded in the consolidated statement of operations.

Goodwill, intangible assets and long-lived assets

Goodwill and intangible assets deemed to have indefinite lives are not amortized but, instead, are subject to an annual impairment assessment. Additionally, if events or conditions were to indicate the carrying value of a reporting unit may not be recoverable, the Company would evaluate goodwill and other intangible assets for impairment at that time.

As it relates to the goodwill assessment, the Company first assesses qualitative factors to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount as a basis for determining whether it is necessary to perform the quantitative goodwill impairment testing described in Accounting Standards Update ("ASU") Topic 350, Intangibles – Goodwill and Other. If, after assessing qualitative factors, the Company determines that it is not more likely than not that the fair value of a reporting unit is less than its carrying amount, then performing the quantitative test is unnecessary and the Company's goodwill is considered to be unimpaired. However, if based on the Company's qualitative assessment it concludes that it is more likely than not that the fair value of the reporting unit is less than its carrying amount, or if the Company elects to bypass the qualitative assessment, the Company will proceed with performing the quantitative impairment test.

The Company reviews goodwill and other intangibles that have indefinite lives for impairment annually as of October 1st or when events or changes in circumstances indicate the carrying value of these assets might exceed their current fair values. Impairment testing is based upon the best information available including estimates of fair value which incorporate assumptions marketplace participants would use in making their estimates of fair value. The significant assumptions used under the income approach, or discounted cash flow method, are projected net sales, projected earnings before interest, tax, depreciation and amortization ("EBITDA"), terminal growth rates, and the cost of capital. Projected net sales, projected EBITDA and terminal growth rates were determined to be significant assumptions because they are three primary drivers of the projected cash flows in the discounted cash flow fair value model. Cost of capital was also determined to be a significant assumption as it is the discount rate used to calculate the current fair value of those projected cash flows.

Although the Company believes the assumptions and estimates made are reasonable and appropriate, different assumptions and estimates could materially impact its reported financial results. In addition, sustained declines in the Company's stock price and related market capitalization could impact key assumptions in the overall estimated fair values of its reporting units and could result in non-cash impairment charges that could be material to the Company's consolidated balance sheet or results of operations. Should the carrying value of a reporting unit be in excess of the estimated fair value of that reporting unit, an impairment charge will be recorded to reduce the reporting unit to fair value. The Company also evaluates qualitative factors to determine whether or not its indefinite lived intangibles have been impaired and then performs quantitative tests if required. These tests can include the relief from royalty model or other valuation models.

Long-lived assets, including intangible assets deemed to have finite lives, are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Impairment indicators include, among other conditions, cash flow deficits, historic or anticipated declines in revenue or operating profit or material adverse changes in the business climate that indicate that the carrying amount of an asset may be impaired. When impairment indicators are present, the recoverability of the asset is measured by comparing the carrying value of the asset to the estimated undiscounted future cash flows expected to be generated by the asset. If the carrying amount of the asset is not recoverable, the impairment to be recognized is measured by the amount by which the carrying amount of each long-lived asset exceeds the fair value of the asset.

Income taxes

The Company accounts for income taxes using the asset and liability method. Under this method, deferred tax assets and liabilities are determined based on differences between financial reporting and tax bases of assets and liabilities and are measured using the enacted tax rates and laws that are expected to be in effect when the differences are expected to reverse. The Company accounts for foreign income taxes based upon anticipated reinvestment of profits into respective foreign tax jurisdictions.

The Company applies the authoritative guidance for the financial statement recognition, measurement and disclosure of uncertain tax positions recognized in the Company's financial statements. In accordance with this guidance, tax positions must meet a more-likely-than-not recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position. A valuation allowance is required to be established or maintained when it is "more likely than not" that all or a portion of deferred tax assets will not be realized.

Share-based compensation

The Company accounts for its share-based compensation arrangements in accordance with ASC Topic 718, Stock Compensation, which requires the measurement of compensation expense for all share-based compensation granted to employees and non-employee directors at fair value on the date of grant and recognition of compensation expense over the related service period. Forfeitures are accounted for as they occur.

The Company uses the Black-Scholes option valuation model to estimate the fair value of its stock options. The Black-Scholes option valuation model requires the input of highly subjective assumptions including the expected stock price volatility of the Company's common stock and the risk-free interest rate. Changes in these subjective input assumptions can materially affect the fair value estimate of the Company's stock options on the date of the option grant.

Performance share awards are initially valued at the Company's closing stock price on the date of grant. Each performance award represents the right to receive up to 150% of the target number of shares of common stock. The number of shares of common stock earned will be determined based on the attainment of specified performance goals by the end of the performance period, as determined by the Compensation Committee of the Board of Directors. Compensation expense for performance awards is recognized over the vesting period, and will vary based on remeasurement during the performance period. If achievement of the performance metrics is not probable of achievement during the performance period, compensation expense is reversed. The awards are forfeited if the performance metrics are not achieved as of the end of the performance period. The performance share awards vest at the end of a three year period, as determined by the Compensation Committee.

The Company bases the estimated fair value of Stock Compensation restricted stock awards on the date of grant. The estimated fair value is determined based on the closing price of the Company's common stock on the date of grant multiplied by the number of shares awarded. Compensation expense is recognized on a straight-line basis over the vesting period.

Leases

The Company determines if an arrangement is a lease at the inception of a contract. Operating lease right-of-use ("ROU") assets are included in operating lease right-of-use assets on the consolidated balance sheets. The current and long-term components of operating lease liabilities are included in the current portion of operating lease liability and operating lease liabilities, respectively, on the consolidated balance sheets. Finance leases are not material to the Company's consolidated balance sheets.

Operating lease ROU assets and operating lease liabilities are recognized based on the present value of the future minimum lease payments over the lease term. As most of the Company's leases do not provide an implicit rate, the Company uses an incremental borrowing rate based on the information available at the commencement date in determining the present value of future payments. The operating lease ROU asset may also include any lease payments made, adjusted for any prepaid or accrued rent payments, lease incentives, and initial direct costs incurred. Certain leases may include options to extend or terminate the lease. Lease expense for minimum lease payments is recognized on a straight-line basis over the lease term.

For certain equipment leases, the Company applies a portfolio approach to effectively account for any ROU assets and lease liabilities. Leases with an initial term of twelve months or less are not recorded on the balance sheet.

The Company has elected the practical expedient to account for each separate lease component of a contract and its associated non-lease components as a single lease component, thus causing all fixed payments to be capitalized.

Employee healthcare

The Company self-insures certain portions of its health insurance plan. The Company maintains an accrual for estimated unpaid claims and claims incurred but not yet reported ("IBNR"). Although management believes that it uses the best information available to estimate IBNR claims, actual claims may vary significantly from estimated claims.

Restructuring expenses

In connection with the Company's March 2018 acquisition of Filament, the Company commenced a restructuring plan to integrate the operations of Filament with the Company's operations and realize the savings expected from the synergies of the acquisition.

During the years ended December 31, 2019 and 2018, the Company's U.S. segment incurred $0.7 million and $2.1 million, respectively, of restructuring expense related to the Filament integration, of which $0.1 million and $1.4 million was accrued at December 31, 2019 and 2018, respectively.

During the years ended December 31, 2019, and December 31, 2018 the Company's international segment incurred $0.7 million and $0.2 million, respectively, of restructuring expense primarily related to the integration of its legal entities operating in Europe of which $0.2 million was accrued at December 31, 2018. The Company had no international restructuring accrual as of December 31, 2019.

The Company's International segment expects to incur restructuring charges of $0.5 million in 2020 to complete its warehouse integration efforts.

Commitments and Contingencies

The Company is subject to various claims and contingencies related to lawsuits, certain taxes and environmental matters, as well as commitments under contractual and other commercial obligations. The Company recognizes liabilities for contingencies and commitments when a loss is probable and estimable.

Adopted Accounting Pronouncements

Effective January 1, 2019, the Company adopted Accounting Standards Update ("ASU") 2016-15, Statement of Cash Flows (Topic 230): Classification of Certain Cash Receipts and Cash Payments, which reduces the diversity in practice on how certain transactions are classified in the statement of cash flows. The adoption of this ASU did not have a material impact on the Company's cash flow statement.

Effective January 1, 2019, the Company adopted ASU 2018-02, Income Statement- Reporting Comprehensive Income: Reclassification of Certain Tax Effects from Accumulated Other Comprehensive Income, which addresses the effect on items within accumulated other comprehensive income (loss) of the change in the U.S. federal corporate tax rate due to the enactment of the Tax Cuts and Jobs Act (the "Tax Act") on December 22, 2017. The Company did not elect to reclassify the stranded income tax effects of the Tax Act from accumulated other comprehensive income to retained earnings.

Effective January 1, 2019, the Company adopted ASU 2016-02, Leases (Topic 842), which requires a lessee, in most leases, to initially recognize a lease liability for the obligation to make lease payments and a right-of-use asset for the right to use the underlying asset for the lease term. The guidance required adoption using a modified retrospective transition approach with either 1) periods prior to the adoption date being recast or 2) a cumulative-effect adjustment recognized to the opening balance of retained earnings on the adoption date with prior periods not recast. The Company adopted this standard on January 1, 2019 using the cumulative-effect adjustment method and elected certain practical expedients allowed under the standard. The Company's project team assessed the effect of the adoption of this standard on its accounting policies, business processes, internal controls over financial reporting and related disclosures. Upon adoption, the Company's asset and lease liabilities increased by $91.0 million and $104.5 million, respectively. The Company did not recognize a material cumulative-effect adjustment to retained earnings upon adoption.

Accounting Pronouncements to be Adopted in Future Periods

Updates not listed below were assessed and either determined to not be applicable or are expected to have a minimal effect on the Company's financial position, results of operations, and disclosures.

In December 2019, the FASB issued ASU 2019-12, Income Taxes (Topic 740): Simplifying the Accounting for Income Taxes, which simplifies the accounting for income taxes by removing certain exceptions to the general principles and improve consistent application of and simplify GAAP for other areas of Topic 740 by clarifying and amending existing guidance. The guidance is effective for fiscal years and interim periods within those fiscal years beginning after December 15, 2020. Early adoption is permitted. Additionally, an entity that elects early adoption must adopt all the amendments in the same period. Management is currently evaluating the impact of this standard on its consolidated financial statements and related disclosures.

In June 2016, the FASB issued ASU 2016-13, Measurement of Credit Losses on Financial Instruments. This guidance introduces a new model for recognizing credit losses on financial instruments based on an estimate of current expected credit losses. The ASU also provides updated guidance regarding the impairment of available-for-sale debt securities and includes additional disclosure requirements. The new guidance is effective for public business entities that meet the definition of a Smaller Reporting Company as defined by the Securities and Exchange Commission for interim and annual periods beginning after December 15, 2022. Early adoption is permitted. Management is currently evaluating the impact of this standard on its consolidated financial statements and related disclosures.

NOTE B —REVENUE

The Company sells products wholesale, to retailers and distributors, and sells products retail, directly to consumers. Wholesale sales and retail sales are recognized at the point in time the customer obtains control of the products in an amount that reflects the consideration the Company expects to be entitled to in exchange for those products. To indicate the transfer of control, the Company must have a present right to payment, legal title must have passed to the customer, the customer must have the significant risks and rewards of ownership, and where acceptance is not a formality, the customer must have accepted the product or service. The Company's principal terms of sale are Free on Board ("FOB") Shipping Point, or equivalent, and, as such, the Company primarily transfers control and records revenue for product sales upon shipment. Sales arrangements with delivery terms that are not FOB Shipping Point are not recognized upon shipment and the transfer of control for revenue recognition is evaluated based on the associated shipping terms and customer obligations. Shipping and handling fees that are billed to customers in sales transactions are included in net sales and amounted to $3.6 million, $3.5 million and $2.7 million for the years ended December 31, 2019, 2018 and 2017, respectively. Net sales exclude taxes that are collected from customers and remitted to the taxing authorities.

The Company offers various sales incentives and promotional programs to its wholesale customers from time to time in the normal course of business. These incentives and promotions typically include arrangements such as cooperative advertising, buydowns, volume rebates and discounts. These arrangements represent forms of variable consideration, and an estimate of sales returns are reflected as reductions in net sales in the Company's consolidated statements of operations. These estimates are based on historical experience and other known factors or as the most likely amount in a range of possible outcomes. On a quarterly basis, variable consideration is assessed on a portfolio approach in estimating the extent to which the components of variable consideration are constrained.

Payment terms vary by customer, but generally range from 30 to 90 days or at the point of sale for the Company's retail direct sales. The Company incurs certain direct incremental costs to obtain contracts with customers, such as sales-related commissions, where the recognition period for the related revenue is less than one year. These costs are expensed as incurred and recorded within selling, general and administrative expenses in the consolidated statement of operations. Incidental items that are immaterial in the context of the contract are expensed as incurred.

The Company has two reportable segments, U.S. and International. Prior to December 31, 2018, certain international operations of the Company's business were managed domestically by the U.S. segment. In 2019, the Company realigned its operating segments to reflect the changes in how the Company manages its business, reviews operating performance and allocates resources. The prior period segment information has been recast to reflect the current reportable segment structure of the Company.

The following tables present the Company's net sales disaggregated by segment, product category and geographic region for the years ended December 31, 2019, 2018 and 2017 (in thousands).

	Year Ended December 31,		
	2019	2018	2017
		(in thousands)	
U.S. segment			
Kitchenware	$ 354,331	$ 330,110	$ 274,070
Tableware	156,061	168,781	152,514
Home Solutions	133,779	110,223	51,560
Total U.S. segment	644,171	609,114	478,144
International segment			
Kitchenware	62,845	59,657	62,361
Tableware	27,886	35,771	38,971
Total International segment	90,731	95,428	101,332
Total net sales	$ 734,902	$ 704,542	$ 579,476

	Year ended December 31,		
	2019	2018	2017
		(in thousands)	
United States	$ 612,762	$ 575,158	$ 460,788
United Kingdom	62,991	65,852	74,834
Rest of World	59,149	63,532	43,854
Total net sales	$ 734,902	$ 704,542	$ 579,476

NOTE C —ACQUISITIONS

Filament

On December 22, 2017, the Company entered into an agreement providing for the acquisition of Filament by the Company. The acquisition was completed on March 2, 2018. The aggregate consideration for Filament, after taking into account certain adjustments, was $294.4 million, consisting of $217.5 million of cash consideration and 5,593,116 newly issued shares of the Company's common stock, with a value equal to $76.9 million based on the market value of the Company's common stock as of March 2, 2018.

In the first two months of 2019, the Company decreased goodwill by approximately $1.0 million due to certain opening balance sheet fair value adjustments, primarily related to deferred taxes.

The purchase price, as adjusted, has been determined to be as follows (in thousands):

Cash	$	217,511
Share consideration		76,905
Total purchase price	$	294,416

The purchase price was allocated based on the Company's final estimate of the fair value of the assets acquired and liabilities assumed, as follows (in thousands):

Accounts receivable	$	26,224
Inventory		29,044
Other assets		5,620
Other liabilities		(23,018)
Deferred income tax		(13,881)
Goodwill and other intangibles		270,427
Total allocated value	$	294,416

The acquisition is being accounted for as a business combination using the acquisition method of accounting in accordance with FASB ASC Topic 805, *Business Combinations* ("ASC Topic 805"), which established a new basis of accounting for all identifiable assets acquired and liabilities assumed at fair value. ASC Topic 805 allows the acquiring company to adjust preliminary amounts recognized at the acquisition date to their subsequently determined final fair values during a measurement period, generally up to one year from the date of the acquisition.

The goodwill and other intangible assets are included in the U.S. segment. Customer relationships and certain trade names, which are included in intangible assets, net, are amortized on a straight-line basis over their estimated useful lives (see Note G– Goodwill and Intangible Assets). Goodwill results from such factors as an assembled workforce. The total amount of goodwill is not expected to be deductible for tax purposes.

The year ended December 31, 2018 includes the operations of Filament for the period from March 2, 2018, the date of the acquisition of Filament, to December 31, 2018. The consolidated statement of operations for the year ended December 31, 2018, includes $128.8 million of net sales contributed by Filament.

Included in Selling, general and administrative expenses for the year ended December 31, 2018 is a $1.8 million credit to reflect the change in fair value of a contingent consideration obligation acquired by the Company in connection with its acquisition of Filament.

Unaudited Pro forma Results

The following unaudited pro forma financial information presents the results of the Company as if the acquisition of Filament had occurred on January 1, 2017.

The unaudited pro forma results do not include any revenue or cost reductions that may be achieved through the business combination or the impact of non-recurring items directly related to the business combination.

	Year ended December 31,			
	2018		2017	
	(In thousands, except per share data)			
Net sales	$	730,353	$	747,549
Income before income taxes and equity in earnings		2,439		14,151
Net (loss) income		(267)		5,794
Basic and diluted (loss) income per common share	$	(0.01)	$	0.28

The unaudited pro forma results are not necessarily indicative of the operating results that would have occurred if the Filament acquisition had been completed as of the date for which the pro forma financial information is presented. In addition, the unaudited pro forma results do not purport to project the future consolidated operating results of the combined company.

Fitz and Floyd

On August 31, 2017, the Company acquired the Fitz and Floyd business, including the trade names and related working capital, from Fitz and Floyd Enterprises, LLC (“Fitz”) for cash in the amount of $9.1 million. The purchase price was funded by borrowings under the Company’s revolving credit facility.

The assets and operating results of the Fitz and Floyd business are reflected in the Company’s consolidated financial statements in accordance with ASC Topic 805 commencing from the date of the acquisition of Fitz. The consolidated statement of operations for the year ended December 31, 2017 includes $7.7 million of net sales attributable to the Fitz and Floyd brands. The purchase price was allocated based on the Company’s estimate of the fair values of the assets acquired and liabilities assumed, as follows (in thousands):

Accounts receivable	$	3,115
Inventory		5,424
Other assets		458
Other liabilities		(2,056)
Goodwill and other intangibles		2,131
Total allocated value	$	9,072

On the basis of estimated fair values, the excess of the purchase price over the net assets acquired of $2.1 million has been allocated as follows: $1.7 million for customer relationships and trade names and $0.4 million for goodwill. The goodwill recognized results from such factors as an assembled workforce and the value of other synergies expected from combining operations with the Company. All the goodwill and other intangibles are included in the U.S. segment. Customer relationships and trade names are amortized on a straight-line basis over their estimated useful lives (see Note G- Goodwill and Intangible Assets).

NOTE D — LEASES

The Company has operating leases for corporate offices, distribution facilities, manufacturing plants, and certain vehicles. Leases with an initial term of 12 months or less are not recorded on the condensed consolidated balance sheet. The Company has elected the practical expedient to account for each separate lease component of a contract and its associated non-lease components as a single lease component, thus causing all fixed payments to be capitalized. The Company also elected the package of practical expedients permitted within the new standard, which among other things, allows the Company to carry forward historical lease classification. Variable lease payment amounts that cannot be determined at the commencement of the lease, such as increases in lease payments based on changes in index rates or usage, are not included in the ROU assets or liabilities. These are expensed as incurred and recorded as variable lease expense.

ROU assets represent the Company's right to use an underlying asset during the lease term and lease liabilities represent the Company's obligation to make lease payments arising from the lease. ROU assets and liabilities are recognized at the commencement date based on the net present value of fixed lease payments over the lease term. The Company's lease term includes options to extend or terminate the lease when it is reasonably certain that the Company will exercise that option. ROU assets also include any advance lease payments. As most of the Company's operating leases do not provide an implicit rate, the Company uses its incremental borrowing rate based on the information available at commencement date in determining the present value of lease payments.

The components of lease costs for the year ended December 31, 2019 were as follows (in thousands):

	Year Ended December 31, 2019
Operating lease costs:	
Fixed	$ 18,898
Total	$ 18,898

Rent and related expenses under operating leases were $18.4 million and $16.8 million for the years ended December 31, 2018 and 2017, respectively.

Supplemental cash flow information for the year ended December 31, 2019 was as follows (in thousands):

	Year Ended December 31, 2019
Cash paid for amounts included in the measurement of lease liabilities:	
Operating cash flows for operating leases	$ 17,851
Total	$ 17,851

	Year ended December 31, 2019
Right-of-use assets obtained in exchange for new lease obligations:	
Operating leases	$ 118,447
Total	$ 118,447

Included in machinery, furniture and equipment at each of December 31, 2019 and 2018 is $0.3 million and $1.8 million, respectively, related to assets recorded under capital leases. Included in accumulated depreciation and amortization at December 31, 2019 and December 31, 2018 is $0.1 million and $1.7 million, respectively, related to assets recorded under capital leases.

The aggregate future lease payments for operating leases as of December 31, 2019 were as follows (in thousands):

	Operating
2020	$ 17,876
2021	17,760
2022	17,828
2023	17,982
2024	17,650
Thereafter	72,912
Total lease payments	162,008
Less: Interest	(39,167)
Present value of lease payments	$ 122,841

Average lease terms and discount rates were as follows:

	December 31, 2019
Weighted-average remaining lease term (years)	
Operating leases	9.6
Weighted-average discount rate	
Operating leases	6.2 %

NOTE E — SALE OF ACCOUNTS RECEIVABLE

To improve its liquidity during seasonally high working capital periods, the Company has an uncommitted Receivables Purchase Agreement with HSBC Bank USA, as Purchaser (the “Receivables Purchase Agreement”). Under the Receivables Purchase Agreement, the Company may offer to sell certain eligible accounts receivable (the “Receivables”) to HSBC Bank USA, which may accept such offer, and purchase the offered Receivables. Under the Receivables Purchase Agreement, following each purchase of Receivables, the outstanding aggregate purchased Receivables shall not exceed $25.0 million. HSBC Bank USA will assume the credit risk of the Receivables purchased; and, the Company will continue to be responsible for all non-credit risk matters. The Company will service the Receivables, and as such servicer, collect and otherwise enforce the Receivables on behalf of HSBC Bank USA. The term of the agreement is for 364 days and shall automatically be extended for annual successive terms unless terminated. Either party may terminate the agreement at any time upon 60 days prior written notice to the other party. Pursuant to this agreement, the Company sold $115.4 million and $86.0 million of Receivables during the years ended December 31, 2019 and 2018, respectively. At December 31, 2019 and 2018, $20.9 million and $18.0 million, respectively, of receivables sold are outstanding and are due to HSBC Bank USA from customers. A charge of $0.6 million and $0.5 million related to the sale of the Receivables is included in SG&A expenses in the consolidated statement of operations for the years ended December 31, 2019 and 2018, respectively.

NOTE F — EQUITY INVESTMENTS

The Company owns approximately 30% of the outstanding capital stock of Vasconia, an integrated manufacturer of aluminum products and one of Mexico’s largest housewares companies. Shares of Vasconia’s capital stock are traded on the Bolsa Mexicana de Valores, the Mexican Stock Exchange. The Quotation Key is VASCONI. The Company accounts for its investment in Vasconia using the equity method of accounting and records its proportionate share of Vasconia’s net income in the Company’s statement of operations. Accordingly, the Company has recorded its proportionate share of Vasconia’s net income (reduced for amortization expense related to the customer relationships acquired) for the years ended December 31, 2019, 2018 and 2017 in the accompanying consolidated statements of operations.

The value of the Company’s investment balance has been translated from Mexican pesos (“MXN”) to U.S. dollars (“USD”) using the spot rate of MXN 18.91 and MXN 19.64 at December 31, 2019 and 2018, respectively.

The Company's proportionate share of Vasconia's net income (loss) has been translated from MXN to USD using the following exchange rates:

	Year Ended December 31, 2019		
	2019	2018	2017
Average exchange rate (MXN to USD)	19.11 - 19.42	18.71 - 19.81	17.81 - 20.30

The effect of the translation of the Company’s investment, as well as the translation of Vasconia’s balance sheet, resulted in a decrease of the investment of $1.6 million during the year ended December 31, 2019 and a decrease of the investment of $1.9 million during the year ended December 31, 2018. These translation effects are recorded in accumulated other comprehensive loss. The Company received cash dividends of $124,000, $115,000 and $28,000, from Vasconia during the years ended December 31, 2019, 2018 and 2017, respectively.

The amounts due to and due from Vasconia as of December 31, 2019 and 2018 are as follows (in thousands):

Vasconia due to and due from balances	Balance Sheet Location	December 31, 2019	December 31, 2018
Amounts due from Vasconia	Prepaid expenses and other current assets	$ 63	$ 95
Amounts due to Vasconia	Accrued expenses and Accounts payable	(77)	—

Summarized income statement information for the years ended December 31, 2019, 2018 and 2017, as well as summarized balance sheet information as of December 31, 2019 and 2018, for Vasconia, calculated in accordance with U.S. GAAP, in USD and MXN is as follows:

	Year Ended December 31,					
	2019		2018		2017	
	(in thousands)					
	USD	MXN	USD	MXN	USD	MXN
Income Statement						
Net sales	$ 159,746	$ 3,074,398	$ 179,547	$ 3,456,852	$ 167,283	$ 3,157,671
Gross profit	34,032	654,342	36,891	711,941	34,626	655,186
Income from operations	8,620	165,287	11,402	222,115	10,475	199,170
Net income	1,757	28,892	2,887	57,590	1,164	23,983

	December 31,			
	2019		2018	
	(in thousands)			
	USD	**MXN**	**USD**	**MXN**
Balance Sheet				
Current assets	$ 94,263	$ 1,782,170	$ 96,135	$ 1,888,602
Non-current assets	110,908	2,096,880	86,279	1,694,969
Current liabilities	74,095	1,400,883	64,831	1,273,619
Non-current liabilities	50,037	946,014	32,261	633,772

The Company recorded equity in earnings of Vasconia, net of taxes, of $0.5 million, $0.9 million and $0.4 million for the years ended December 31, 2019, 2018 and 2017, respectively. Equity in earnings in 2018 includes deferred tax benefit of $0.1 million due to a change in the tax basis of the investment as a result of the Tax Act. Equity in earnings in 2017 includes deferred tax benefit of $0.2 million due to the requirement to record tax benefits for foreign currency translation losses through other comprehensive income (loss), with a corresponding adjustment to deferred tax liabilities.

As of December 31, 2019, the fair value (based upon the quoted stock price) of the Company’s investment in Vasconia was $34.7 million. The carrying value of the Company’s investment in Vasconia was $21.3 million.

In February 2012, the Company entered into a joint venture, Grand Venture Holdings Limited (“Grand Venture”), with Manweal Development Limited (“Manweal”), a Chinese corporation, to distribute Mikasa® products in China, which included an initial investment by the Company of $0.5 million. The Company and Manweal each own 50% of Grand Venture and have rights and obligations proportionate to their ownership percentages. The Company accounts for its investment in Grand Venture using the equity method of accounting and has recorded its proportionate share of Grand Venture’s net loss as equity in earnings (losses) in the Company’s consolidated statements of operations. Due to the operating losses the Company evaluated the carrying value of its investment for other-than temporary impairment under the equity method of accounting and recorded an impairment charge of approximately $0.2 million during the year ended December 31, 2018. As of December 31, 2018, the Company had a carrying value of zero in Grand Venture.

NOTE G — GOODWILL AND INTANGIBLE ASSETS

The Company's intangible assets, all of which are included in the U.S. and International segments, consist of the following (in thousands):

	Year Ended December 31,							
	2019				2018			
	Gross	Impairment	Accumulated Amortization	Net	Gross	Impairment	Accumulated Amortization	Net
Goodwill	$ 92,361	$ (42,990)	$ —	$ 49,371	$ 93,895	$ (2,205)	$ —	$ 91,690
Indefinite -lived intangible assets:								
Trade names	58,216	—	—	58,216	58,216	—	—	58,216
Finite -lived intangible assets:								
Licenses	15,847		(10,287)	5,560	15,847		(9,825)	6,022
Trade names	43,986		(17,337)	26,649	43,689		(13,965)	29,724
Customer relationships	176,602		(40,605)	135,997	175,482		(27,538)	147,944
Other	6,546		(1,868)	4,678	6,510		(1,259)	5,251
Total	$ 393,558	$ (42,990)	$ (70,097)	$ 280,471	$ 393,639	$ (2,205)	$ (52,587)	$ 338,847

A summary of the activities related to the Company's intangible assets for the years ended December 31, 2019, 2018 and 2017 consists of the following (in thousands):

	Intangible Assets	Goodwill	Total Intangible Assets and Goodwill
Goodwill and Intangible Assets, December 31, 2016	$ 75,018	$ 14,201	$ 89,219
Acquisition of goodwill	—	434	434
Acquisition of trade names	1,134	—	1,134
Acquisition of customer relationships	563	—	563
Foreign currency translation adjustment	2,823	1,137	3,960
Amortization	(6,831)	—	(6,831)
Goodwill and Intangible Assets, December 31, 2017	72,707	15,772	88,479
Acquisition of goodwill	—	78,795	78,795
Acquisition of trade names	61,500	—	61,500
Acquisition of customer relationships	124,430	—	124,430
Acquisition of other intangible assets	5,367	—	5,367
Foreign currency translation adjustment	(1,524)	(672)	(2,196)
Amortization	(15,323)	—	(15,323)
Impairment of goodwill	—	(2,205)	(2,205)
Goodwill and Intangible Assets, December 31, 2018	247,157	91,690	338,847
Purchase price adjustment	—	972	972
Foreign currency translation adjustment	786	(301)	485
Amortization	(16,843)	—	(16,843)
Impairment of goodwill	—	(42,990)	(42,990)
Goodwill and Intangible Assets, December 31, 2019	$ 231,100	$ 49,371	$ 280,471

The weighted-average amortization periods for the Company’s finite-lived intangible assets as of December 31, 2019 are as follows:

	Years
Trade names	15
Licenses	33
Customer relationships	14
Other	10

Estimated amortization expense for each of the five succeeding fiscal years is as follows (in thousands):

Year ending December 31,		
2020	$	16,380
2021		15,657
2022		15,657
2023		15,533
2024		15,005

Amortization expense for the years ended December 31, 2019, 2018 and 2017 was $16.8 million, $15.3 million and $6.8 million, respectively.

Goodwill impairment test

The Company reviews goodwill and other intangibles that have indefinite lives for impairment annually as of October 1st or when events or changes in circumstances indicate the carrying value of these assets might exceed their current fair values. Impairment testing is based upon the best information available including estimates of fair value which incorporate assumptions marketplace participants would use in making their estimates of fair value. The significant assumptions used under the income approach, or discounted cash flow method, are projected net sales, projected earnings before interest, tax, depreciation and amortization (“EBITDA”), terminal growth rates, and the cost of capital. Projected net sales, projected EBITDA and terminal growth rates were determined to be significant assumptions because they are three primary drivers of the projected cash flows in the discounted cash flow fair value model. Cost of capital was also determined to be a significant assumption as it is the discount rate used to calculate the current fair value of those projected cash flows.

Although the Company believes the assumptions and estimates made are reasonable and appropriate, different assumptions and estimates could materially impact its reported financial results. In addition, sustained declines in the Company's stock price and related market capitalization could impact key assumptions in the overall estimated fair values of its reporting units and could result in non-cash impairment charges that could be material to the Company's consolidated balance sheet or results of operations. Should the carrying value of a reporting unit be in excess of the estimated fair value of that reporting unit, an impairment charge will be recorded to reduce the reporting unit to fair value. The Company also evaluates qualitative factors to determine whether or not its indefinite lived intangibles have been impaired and then performs quantitative tests if required. These tests can include the relief from royalty model or other valuation models.

International Reporting Unit

Several impairment indicators for the European kitchenware business were considered by the Company including the continued uncertainties of the macro-environment in Europe as a result of the then ongoing Brexit negotiations. In addition, the Company considered the decline in operating performance for the European kitchenware business, which included slower fulfillment of orders and labor inefficiencies associated with setting up the new warehouse in the U.K. These factors resulted in a decline in the long-term forecast for the European kitchenware business.

During the third quarter of 2019, the Company performed an interim assessment of its European kitchenware business by comparing the fair value of the reporting unit with its carrying value. The Company performed the analysis using a discounted cash flow and market multiple approach. Based upon the analysis performed, the Company recognized a $9.7 million non-cash goodwill impairment charge during the third quarter of 2019. The goodwill impairment charge was the result of a decline in operating performance and reduced expectations for future cash flows of the European kitchenware business. The fair value of the business was approximately 30.1% below its carrying value as of September 30, 2019.

During the third quarter of 2019 the Company also determined its European kitchenware and tableware reporting units had met the criteria to be combined into one reporting unit based on the guidance of ASC Topic No. 350, Intangibles - Goodwill and Other and ASC Topic No. 280, Segment Reporting.

In 2018, the Company incurred a non-cash goodwill impairment charge of $2.2 million related to the European tableware business due to a decline in operating performance and reduced expectations for future cash flows.

Following the goodwill impairment charges taken in both the third quarter of 2019 and 2018, goodwill associated with the International reporting unit, comprised of the European kitchenware business and tableware business, acquired in 2014 and 2011, respectively, is zero.

U.S. Reporting Unit

The Company performed its annual impairment assessment of its U.S. reporting unit as of October 1, 2019 by comparing the fair value of the reporting unit with its carrying value. The Company performed the analysis using a discounted cash flow and market multiple method. Based upon the analysis performed, the Company recognized a non-cash goodwill impairment charge of $33.2 million, during the three months ended December 31, 2019. The goodwill impairment charge resulted from, among other factors, a sustained decline in the Company's market capitalization observed in the fourth quarter of 2019.The fair value of the U.S, reporting unit was approximately 6.1% below its carrying value.

Management’s projections used to estimate the cash flows included organic net sales growth and net sales growth through new customer channels as well as continued operating efficiencies in future periods. Changes in any of the significant assumptions used in the valuation of the reporting unit could materially affect the expected cash flows, and such impacts could potentially result in a material non-cash impairment charge.

As of December 31, 2019, the Company assessed the carrying value of goodwill and determined, based on qualitative factors, that no further impairment existed for goodwill.

Annual indefinite-lived trade name impairment test

The Company bypassed the optional qualitative impairment analysis for its indefinite-lived trade name assets annual October 1, 2019 impairment test.

The Company values its indefinite-lived trade names using a relief-from-royalty approach, which assumes the value of the trade name is the discounted cash flows of the amount that would be paid by a hypothetical market participant had they not owned the trade name and instead licensed the trade name from another company. As of October 1, 2019, the Company completed the quantitative impairment analysis by comparing the fair value of the indefinite-lived trade names to their respective carrying value. The Company determined that the fair value of all its indefinite-lived trade names were above their respective carrying values with the exception of the Rabbit trade name that was acquired as part of the Filament acquisition on March 2, 2018, and which resulted in a fair value equal to its carrying value as of the October 1, 2019 impairment test date. While the indefinite-lived trade names were not determined to be impaired, the indefinite-lived trade names are at risk of future impairment in the event the trade names do not perform as projected or if market factors utilized in the impairment analysis deteriorate, including an unfavorable change in long-term growth rates or the weighted average cost of capital.

As of December 31, 2019, the Company assessed the carrying value of its indefinite-lived trade names and determined based on qualitative factors, no impairment existed.

NOTE H — DEBT

The Company’s credit agreement (the “ABL Agreement”) with JPMorgan Chase Bank, N.A. (“JPMorgan”), includes a senior secured asset-based revolving credit facility in the maximum aggregate principal amount of $150.0 million, which facility will mature on March 2, 2023, and a loan agreement (the “Term Loan” and together with the ABL Agreement, the “Debt Agreements”) provides for a senior secured term loan credit facility in the original principal amount of $275.0 million, which matures on February 28, 2025. The Term Loan facility will be repaid in quarterly payments, which commenced June 30, 2018, of principal equal to 0.25% of the original aggregate principal amount of the Term Loan facility. The Term Loan requires the Company to make an annual prepayment of principal based upon excess cash flow (the “Excess Cash Flow”), if any. This amount is recorded in the current maturity of term loan on the consolidated balance sheets. The maximum borrowing amount under the ABL Agreement may be increased to up to $200.0 million if certain conditions are met. One or more tranches of Incremental Facilities may be added under the Term Loan if certain conditions are met. The Incremental Facilities may not exceed the sum of (i) $50.0 million plus (ii) an unlimited amount so long as, in the case of (ii) only, the Company's secured net leverage ratio, as defined in and computed pursuant to the Term Loan, is no greater than 3.75 to 1.00 subject to certain limitations and for the period defined pursuant to the Term Loan.

As of December 31, 2019 and 2018, the total availability under the ABL Agreement are as follows (in thousands):

	December 31, 2019	December 31, 2018
Maximum aggregate principal allowed	$ 150,000	$ 150,000
Outstanding borrowings under the ABL Agreement	(32,822)	(42,080)
Open letters of credit	(2,288)	(3,392)
Total availability under the ABL Agreement	$ 114,890	$ 104,528

Availability under the ABL Agreement depends on the valuation of certain current assets comprising the borrowing base. Due to the seasonality of the Company's business, this may mean that the Company will have greater borrowing availability during the third and fourth quarters of each year. The borrowing capacity under the ABL Agreement will depend, in part, on eligible levels of accounts receivable and inventory that fluctuate regularly. Consequently, the $150.0 million commitment thereunder may not represent actual borrowing capacity.

The current and non current portions of the Company's Term Loan facility included in the consolidated balance sheets are presented as follows (in thousands):

	December 31, 2019	December 31, 2018
Current portion of Term Loan facility:		
Term Loan facility annual principal payment	$ 2,750	$ 2,750
Excess Cash Flow principal payment	7,145	—
Unamortized debt issuance costs	(1,482)	(1,497)
Total Current portion of Term Loan facility	$ 8,413	$ 1,253
Non Current portion of Term Loan facility:		
Term Loan facility	$ 260,293	$ 270,188
Unamortized debt issuance costs	(6,012)	(7,494)
Total Non Current portion of Term Loan facility	$ 254,281	$ 262,694

As of December 31, 2019, the future principal payments of the Term Loan are as follows (in thousands):

2020	$ 9,895
2021	2,750
2022	2,750
2023	2,750
2024	2,750
Thereafter	249,293
Total	$ 270,188

The Company's payment obligations under its Debt Agreements are unconditionally guaranteed by its existing and future U.S. subsidiaries, with certain minor exceptions. Certain payment obligations under the ABL Agreement are also direct obligations of its foreign subsidiary borrowers designated as such under the ABL Agreement and, subject to limitations on such guaranty, are guaranteed by the foreign subsidiary borrowers, as well as by the Company. The obligations of the Company under the Debt Agreements and any hedging arrangements and cash management services and the guarantees by its domestic subsidiaries in respect of those obligations are secured by substantially all of the assets and stock (but in the case of foreign subsidiaries, limited to 65% of the capital stock in first-tier foreign subsidiaries and not including the stock of subsidiaries of such first-tier foreign subsidiaries) owned by the Company and the U.S. subsidiary guarantors, subject to certain exceptions. Such security interest consists of (1) a first-priority lien, subject to certain permitted liens, with respect to certain assets of the Company and its domestic subsidiaries (the "ABL Collateral") pledged as collateral in favor of lenders under the ABL Agreement and a second-priority lien in the ABL Collateral in favor of the lenders under the Term Loan and (2) a first-priority lien, subject to certain permitted liens, with respect to certain assets of the Company and its domestic subsidiaries (the “Term Loan Collateral”) pledged as collateral in favor of lenders under the Term Loan and a second-priority lien in the Term Loan Collateral in favor of the lenders under the ABL Agreement.

Borrowings under the revolving credit facility bear interest, at the Company’s option, at one of the following rates: (i) an alternate base rate, defined, for any day, as the greater of the prime rate, a federal funds and overnight bank funding based rate plus 0.5% or one-month LIBOR plus 1.0%, plus a margin of 0.25% to 0.75%, or (ii) LIBOR plus a margin of 1.25% to 1.75%. The respective margins are based upon the Company’s total leverage ratio, as defined in and computed pursuant to the ABL Agreement. Interest rates on outstanding borrowings under the ABL Agreement at December 31, 2019 ranged from 2.44% to 2.63%. In addition, the Company paid a commitment fee that ranged from 0.250% to 0.375% on the unused portion of the ABL Agreement during the year ended December 31, 2019.

The Term Loan facility bears interest, at the Company’s option, at one of the following rates: (i) an alternate base rate, defined, for any day, as the greater of the prime rate, a federal funds and overnight bank funding based rate plus 0.50% or one-month LIBOR plus 1.0%, plus a margin of 2.50% or (ii) LIBOR plus a margin of 3.50%. The interest rate on outstanding borrowings under the Term Loan at December 31, 2019 was 5.3%.

The debt agreements provide for customary restrictions and events of default. Restrictions include limitations on additional indebtedness, acquisitions, investments and payment of dividends, among other things. Further, the ABL Agreement provides that during any period (a) commencing on the last day of the most recently ended four consecutive fiscal quarters on or prior to the date availability under the ABL Agreement is less than the greater of $15.0 million or 10% of the aggregate commitment under the ABL Agreement at any time and (b) ending on the day after such availability has exceeded the greater of $15.0 million or 10% of the aggregate commitment under the ABL Agreement for forty-five (45) consecutive days, the Company is required to maintain a minimum fixed charge coverage ratio of 1.10 to 1.00 as of the last day of any period of four consecutive fiscal quarters.

The Company was in compliance with the covenants of the Debt Agreements at December 31, 2019. The Company expects that it will continue to borrow and repay funds, subject to availability, under the ABL Agreement based on working capital and other corporate needs.

Other Credit Agreements

A subsidiary of the Company has a credit facility (“HSBC Facility”) with HSBC Bank (China) Company Limited, Shanghai Branch (“HSBC”) for up to $18.0 million Chinese renminbi ($2.6 million). The HSBC Facility is subject to annual renewal and may be used to fund general working capital needs of the Company’s subsidiary which is a trading company in the China. Borrowings under the HSBC Facility are guaranteed by the Company and are granted at the sole discretion of HSBC. No borrowings were outstanding under the HSBC Facility at December 31, 2019 and December 31, 2018.

NOTE I — DERIVATIVES

Interest Rate Swap Agreements

The Company is a party to interest rate swap agreements, with an aggregate notional value of $100.0 million at December 31, 2019. The Company designated these interest rate swaps as cash flow hedges of the Company’s exposure to the variability of the payment of interest on a portion of its Term Loan borrowings. The hedge periods of these agreements commenced in April 2018 and expire in March 2023. The notional amounts are reduced over these periods. In June 2019, the Company entered into additional interest rate swap agreements, with an aggregate notional value of $25.0 million at December 31, 2019. These non-designated interest rate swaps serve as cash flow hedges of the Company’s exposure to the variability of the payment of interest on a portion of its Term Loan borrowings and expire in February 2025. The Company's net total outstanding notional value of interest rate swaps was $125.0 million at December 31, 2019.

Foreign Exchange Contracts

The Company is a party from time to time to certain foreign exchange contracts, primarily to offset the earnings impact related to fluctuations in foreign currency exchange rates associated with inventory purchases denominated in foreign currencies. Fluctuations in the value of certain foreign currencies as compared to the USD may positively or negatively affect the Company’s revenues, gross margins, operating expenses, and retained earnings, all of which are expressed in USD. Where the Company deems it prudent, the Company engages in hedging programs using foreign currency forward contracts aimed at limiting the impact of foreign currency exchange rate fluctuations on earnings. The Company purchases short-term (i.e. 12 months or less) foreign currency forward contracts to protect against currency exchange risks associated with the payment of merchandise purchases to foreign suppliers. The Company does not hedge the translation of foreign currency profits into USD, as the Company regards this as an accounting exposure rather than an economic exposure. The aggregate gross notional values of foreign exchange contracts at December 31, 2019 was $7.3 million.

The Company is exposed to market risks as well as changes in foreign currency exchange rates as measured against the USD and each other, and changes to credit risk of derivative counterparties. The Company attempts to minimize these risks by primarily using foreign currency forward contracts and by maintaining counterparty credit limits. These hedging activities provide only limited protection against currency exchange and credit risk. Factors that could influence the effectiveness of the Company's hedging programs include currency markets and availability of hedging instruments and liquidity of the credit markets. All foreign currency forward contracts that the Company enters into are components of hedging programs and are entered into for the sole purpose of hedging an existing or anticipated currency exposure. The Company does not enter into such contracts for speculative purposes and as of December 31, 2019, the Company does not have any foreign currency forward contract derivatives that are not designated as hedges. These foreign exchange contracts have been designated as hedges in to order to apply hedge accounting. No contracts were outstanding at December 31, 2018.

The fair values of the Company's derivative financial instruments included in the consolidated balance sheets are presented as follows (in thousands):

		December 31,	
Derivatives designated as hedging instruments	**Balance Sheet Location**	**2019**	**2018**
Interest rate swaps	Prepaid expenses	$ 427	$ 42
	Other assets	1,267	157
Foreign exchange contracts	Accrued expenses	180	—

		December 31,	
Derivatives not designated as hedging instruments	**Balance Sheet Location**	**2019**	**2018**
Interest rate swaps	Other assets	$ 402	$ —

The fair value of the interest rate swaps have been obtained from the counterparties to the agreements and were based on Level 2 observable inputs using proprietary models and estimates about relevant future market conditions. The fair value of the foreign exchange contracts were based on Level 2 observable inputs using quoted market prices for similar assets in an active market.

The counterparties to the derivative financial instruments are major international financial institutions. The Company is exposed to credit risk for the net exchanges under these agreements, but not for the notional amounts. The Company does not anticipate non-performance by any of its counterparties.

The amounts of the gains and (losses), net of taxes, related to the Company's derivative financial instruments designated as hedging instruments are recognized in other comprehensive income (loss) as follows (in thousands):

	Year ended December 31,		
Derivatives designated as hedging instruments	**2019**	**2018**	**2017**
Interest rate swaps	$ 1,120	$ 161	$ 17
Foreign exchange contracts	$ (117)	$ —	$ —
Total	$ 1,003	$ 161	$ 17

Realized gains or (losses) on the interest rate swaps are reclassified into earnings as interest expense as the interest expense on the debt is recognized. The Company had no terminated or matured interest rate swaps during the year ended December 31, 2019.

Realized gains or (losses) on foreign exchange contracts that are reported in other comprehensive income (loss) are reclassified into cost of sales as the underlying inventory purchased is sold.

During the year ended December 31, 2019, the Company reclassified $0.2 million of cash flow hedges in other comprehensive losses to earnings. This comprised of $(0.3) million related to interest rate swaps recognized in interest expense and a gain of $0.5 million related to foreign exchange contracts recognized in cost of sales.

The amounts of the gains and losses related to the Company's derivative financial instruments not designated as hedging instruments are recognized in earnings as follows (in thousands):

Derivatives not designated as hedging instruments	Location of Gain or (Loss)	Year Ended December 31, 2019	2018	2017
Interest rate swaps	Interest expense	$ 407	$ —	$ —
Foreign exchange contracts	Selling, general & administrative expense	$ —	$ 150	$ (2,592)

NOTE J — CAPITAL STOCK

Cash dividends

Dividends were declared in 2019 and 2018 as follows:

Dividend per share	Date declared	Date of record	Payment date
$0.0425	March 8, 2018	May 1, 2018	May 15, 2018
$0.0425	June 28, 2018	August 1, 2018	August 15, 2018
$0.0425	July 31, 2018	November 1, 2018	November 15, 2018
$0.0425	November 7, 2018	February 1, 2019	February 15, 2019
$0.0425	March 12, 2019	May 1, 2019	May 15, 2019
$0.0425	June 27, 2019	August 1, 2019	August 15, 2019
$0.0425	August 6, 2019	November 1, 2019	November 15, 2019
$0.0425	November 7, 2019	January 31, 2020	February 14, 2020

On March 10, 2020, the Board of Directors declared a quarterly dividend of $0.0425 per share payable on May 15, 2020 to shareholders of record on May 1, 2020.

Stock repurchase program

On April 30, 2013, Lifetime's Board of Directors authorized the repurchase of up to $10.0 million of the Company's common stock. The repurchase authorization permits the Company to effect repurchases from time to time through open market purchases and privately negotiated transactions. No shares were repurchased during the years ended December 31, 2019, 2018 and 2017.

Preferred stock

The Company is authorized to issue 100 shares of Series A Preferred Stock and 2,000,000 shares of Series B Preferred Stock, none of which has been issued or is outstanding at December 31, 2019.

Long-term incentive plan

The Company's Amended and Restated 2000 Long-Term Incentive Plan (the "Plan") provides for the granting of awards of up to 6,187,500 shares of common stock. These shares of the Company's common stock are available for grants to directors, officers, employees, consultants and service providers and affiliates in the form of stock options or other equity-based awards. The Plan authorizes the Board of Directors of the Company, or a duly appointed committee thereof, to issue incentive stock options, non-qualified options, restricted stock, performance-based awards and other stock-based awards. Options that have been granted under the Plan expire over a range of 5 years to 10 years from the date of grant and vest over a range of up to 4 years from the date of grant. Shares of restricted stock that have been granted under the Plan vest over a range of up to 4 years from the date of grant. Performance-based awards that have been granted under the Plan vest after 3 years based upon the attainment of specified performance goals. As of December 31, 2019, there were 337,230 shares available for the grant of awards under the Plan.

Stock options

A summary of the Company's stock option activity and related information for the three years ended December 31, 2019, is as follows:

	Options	Weighted-average exercise price	Weighted-average remaining contractual life (years)	Aggregate intrinsic value
Options outstanding at December 31, 2016	1,775,400	$ 13.44		
Grants	125,750	17.38		
Exercises	(300,000)	11.34		
Cancellations	(45,700)	16.40		
Expirations	(99,250)	20.40		
Options outstanding at December 31, 2017	1,456,200	13.64		
Grants	205,750	13.56		
Exercises	(58,000)	4.93		
Cancellations	(22,375)	16.95		
Expirations	(32,750)	15.50		
Options outstanding at December 31, 2018	1,548,825	13.87		
Grants	296,500	9.21		
Exercises	(75,000)	4.28		
Cancellations	(19,625)	12.94		
Expirations	(242,375)	13.95		
Options outstanding at December 31, 2019	1,508,325	13.43	4.9	$ —
Options exercisable at December 31, 2019	1,065,422	$ 14.48	3.1	$ —

The aggregate intrinsic value in the table above represents the total pre-tax intrinsic value that would have been received by the option holders had all option holders exercised their exercisable in-the-money stock options on December 31, 2019. The intrinsic value is calculated for each in-the-money stock option as the difference between the closing price of the Company's common stock on December 31, 2019 and the exercise price.

The total intrinsic values of those stock options that were exercised in the years ended December 31, 2019, 2018 and 2017 were $0.3 million, $0.4 million and $2.1 million, respectively. The intrinsic value of a stock option that is exercised is calculated at the date of exercise.

Total unrecognized stock option compensation expense at December 31, 2019, before the effect of income taxes, was $1.1 million and is expected to be recognized over a weighted-average period of 1.5 years.

The Company values stock options using the Black-Scholes option valuation model. The Black-Scholes option valuation model, as well as other available models, was developed for use in estimating the fair value of traded options, which have no vesting restrictions and are fully transferable. The Black-Scholes option valuation model requires the input of highly subjective assumptions including the expected stock price volatility and risk-free interest rate. Because the Company's stock options have characteristics significantly different from those of traded options, changes in the subjective input assumptions can materially affect the fair value estimates of the Company's stock options. The weighted-average per share grant date fair value of stock options granted during the years ended December 31, 2019, 2018 and 2017, was $2.77, $4.47 and $6.37, respectively.

The fair values for these stock options were estimated at the dates of grant using the following weighted-average assumptions:

	2019	2018	2017
Historical volatility	35 %	34 %	39 %
Expected term (years)	6.0	6.0	6.0
Risk-free interest rate	1.82 %	2.72 %	1.97 %
Expected dividend yield	1.80 %	1.22 %	0.98 %

Restricted Stock

A summary of the Company’s restricted stock activity and related information for the three years ended December 31, 2019 is as follows:

	Restricted Shares	Weighted-average grant date fair value
Non-vested restricted shares, December 31, 2016	161,824	$ 15.35
Grants	133,352	18.32
Vested	(69,795)	15.39
Cancellations	(6,064)	16.07
Non-vested restricted shares, December 31, 2017	219,317	17.12
Grants	223,884	13.25
Vested	(90,926)	17.14
Cancellations	(25,730)	14.96
Non-vested restricted shares, December 31, 2018	326,545	14.63
Grants	439,747	9.25
Vested	(148,414)	14.54
Cancellations	(24,537)	13.97
Non-vested restricted shares, December 31, 2019	593,341	$ 10.70
Total unrecognized compensation expense remaining (in thousands)	$ 4,199	
Weighted-average years expected to be recognized over	1.6	

The total fair value of restricted stock that vested during the year ended December 31, 2019 was $1.4 million.

Performance shares

Each performance award represents the right to receive up to 150% of the target number of shares of common stock. The number of shares of common stock earned will be determined based on the attainment of specified performance goals at the end of the performance period, as determined by the Compensation Committee of the Board of Directors. The shares are subject to the terms and conditions of the Plan.

A summary of the Company's performance-based award activity and related information for the three years ended December 31, 2019 is as follows:

	Performance - based awards [(1)]	Weighted-average grant date fair value
Non-vested performance-based awards, December 31, 2016	145,962	$ 15.32
Grants	87,000	18.45
Cancellations	(4,070)	16.52
Non-vested performance-based awards, December 31, 2017	228,892	16.49
Grants	182,300	12.81
Vested	(58,888)	14.84
Cancellations	(13,017)	15.95
Non-vested performance-based awards, December 31, 2018	339,287	14.82
Grants	158,525	9.19
Vested	(66,761)	15.69
Cancellations	(25,992)	15.44
Non-vested performance-based awards, December 31, 2019	405,059	$ 12.43
Total unrecognized compensation expense remaining (in thousands)	$ 1,845	
Weighted-average years expected to be recognized over	1.6	

(1) Represents the target number of shares to be issued for each performance-based award.

The total fair value of performance-based awards that vested during the year ended December 31, 2019 was $0.6 million.

On March 10, 2020, the Compensation Committee of the Board of Directors determined the performance goals set forth in the performance-based awards granted in 2017 were attained and 62,215 shares vested.

The Company recorded stock compensation expense as follows (in thousands):

	Year Ended December 31,		
Stock Compensation Expense Components	2019	2018	2017
Equity based stock option expense	$ 617	$ 691	$ 1,090
Restricted and performance-based stock awards expense	4,404	3,400	2,300
Stock compensation expense for equity based awards	$ 5,021	$ 4,091	$ 3,390
Liability based stock option expense	20	44	—
Total Stock Compensation Expense	$ 5,041	$ 4,135	$ 3,390

NOTE K — (LOSS) INCOME PER COMMON SHARE

Basic (loss) income per common share has been computed by dividing net (loss) income by the weighted-average number of shares of the Company's common stock outstanding. Diluted (loss) income per common share adjusts net (loss) income and basic (loss) income per common share for the effect of all potentially dilutive shares of the Company's common stock. Anti-dilutive securities are not included in the computation of diluted earnings per share under the treasury stock method.

The calculations of basic and diluted (loss) income per common share for the years ended December 31, 2019, 2018 and 2017, are as follows:

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	2019	2018	2017
	(in thousands - except per share amounts)		
Net (loss) income – Basic and Diluted	$ (44,415)	$ (1,720)	$ 2,154
Weighted-average shares outstanding – Basic	20,597	19,452	14,505
Effect of dilutive securities:			
Stock options and other stock awards	—	—	450
Weighted-average shares outstanding – Diluted	20,597	19,452	14,955
Basic (loss) income per common share	$ (2.16)	$ (0.09)	$ 0.15
Diluted (loss) income per common share	$ (2.16)	$ (0.09)	$ 0.14
Antidilutive shares	2,120	1,869	1,190

NOTE L — INCOME TAXES

The components of income before income taxes and equity in earnings are as follows:

	Year Ended December 31,		
	2019	2018	2017
	(in thousands)		
Domestic	$ (21,311)	$ 5,455	$ 17,728
Foreign	(22,462)	(4,946)	(6,949)
Total (loss) income before income taxes and equity in earnings	$ (43,773)	$ 509	$ 10,779

The provision for income taxes (before equity in earnings) consists of:

	Year Ended December 31,		
	2019	2018	2017
	(in thousands)		
Current:			
Federal	$ 906	$ 775	$ 7,041
State and local	884	351	957
Foreign	392	(323)	4
Deferred	(1,073)	2,086	1,030
Income tax provision	$ 1,109	$ 2,889	$ 9,032

On December 22, 2017, the Tax Act was enacted. The Tax Act revises the U.S. corporate income tax by, among other things, lowering the corporate income tax rate from 35% to 21%, adopting a quasi-territorial income tax system, imposing a one-time transition tax on foreign unremitted earnings, and setting limitations on the deductibility of certain costs (e.g., interest expense). For the year ended December 31, 2017, the Company accrued $0.3 million of tax expense for the Tax Act's one-time transition tax on the Company's material wholly owned foreign subsidiaries' accumulated, unremitted earnings and $3.0 million in provisional expense related to the net change in deferred tax assets stemming from the Tax Act's reduction of the U.S. federal tax rate from 35% to 21%.

In response to the Act, the U.S. Securities and Exchange Commission ("SEC") provided guidance by issuing Staff Accounting Bulletin No. 118 ("SAB 118"), which has since been codified by the release of ASU No. 2018-5, Income Taxes (Topic 740): Amendments to SEC Paragraphs Pursuant to SEC Staff Accounting Bulletin No. 118. ASU 2018-5 allows companies to record provisional amounts during a measurement period with respect to the impacts of the Act for which the accounting requirements under ASC Topic 740 are not complete, but a reasonable estimate has been determined. The measurement period under ASU 2018-5 ends when a company has obtained, prepared, and analyzed the information that was needed in order to complete the accounting requirements under ASC Topic 740, but cannot exceed one year.

As of December 31, 2018, the Company had completed the accounting for the effects of the Act. The Company had included the impact of the Act on its annual effective tax rate and has recorded an additional provision of $0.7 million primarily related to an adjustment to the estimated transition tax liability, including an uncertain tax position.

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Since January 1, 2018, the Tax Act has subjected the Company to a tax on global intangible low-taxed income ("GILTI") earned by certain foreign subsidiaries, base erosion anti-abuse tax ("BEAT"), foreign derived intangible income tax ("FDII"), and IRC Section 163(j) interest limitation ("Interest Limitation"). Entities can make an accounting policy election to either recognize deferred taxes for temporary basis differences expected to reverse as GILTI in future years or provide for the tax expense related to GILTI in the year the tax is incurred. The Company had elected to account for the GILTI tax as a current period expense. The Company did not have GILTI liability and was not subject to BEAT in 2019 and 2018. The tax impact of FDII was immaterial for 2019 and 2018. The Company incurred interest limitation in 2019 and 2018, resulting in a cumulative deferred tax asset related to interest carried forward of approximately $1.9 million.

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

	December 31,	
	2019	2018
	(in thousands)	
Deferred income tax assets:		
Operating lease liabilities	$ 29,126	$ —
Deferred rent expense	—	3,504
Stock options	2,660	2,982
Inventory	2,351	1,446
Operating loss and non-deductible interest carry-forward	8,041	7,071
Accounts receivable allowances	777	734
Accrued compensation	846	1,026
Other	2,034	1,753
Total deferred income tax assets	$ 45,835	$ 18,516
Deferred income tax liabilities:		
Operating lease right-of-use assets	$ (25,084)	$ —
Fixed assets	(2,431)	(2,540)
Intangibles	(27,782)	(27,534)
Total deferred income tax liabilities	(55,297)	(30,074)
Net deferred income tax liability	(9,462)	(11,558)
Valuation allowance	(4,223)	(2,850)
Net deferred income tax liability	$ (13,685)	$ (14,408)

As of December 31, 2018, a net deferred tax liability of $13.9 million was recorded in purchase accounting in connection with the Filament acquisition, including uncertain tax positions of $0.3 million. The assessment of tax accounting concluded in the first quarter of 2019 with no material adjustments.

The Company has generated various state net operating loss carryforwards of which $20.2 million remained at December 31, 2019 that begin to expire in 2026. The Company has net operating losses in foreign jurisdictions of $28.1 million at December 31, 2019 that begin to expire in 2022. The Company also has U.S. losses of $0.4 million that can be carried forward indefinitely and are subject to IRC section 382 limitations.

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

	Year Ended December 31,		
	2019	2018	2017
Federal income taxes at the statutory rate	21.0 %	21.0 %	35.0 %
Increases (decreases):			
State and local income taxes, net of Federal income tax benefit	(1.7)	97.4	6.1
Foreign rate differences	(1.0)	(110.3)	7.2
Impairment of goodwill [(1)]	(20.8)	98.6	—
Non-deductible expenses	(1.2)	129.9	3.7
Tax Act- revaluation of net deferred tax assets and other	—	16.8	27.7
Tax Act- transition tax	—	43.0	3.1
Uncertain tax positions	(0.3)	302.8	0.6
Research and development credit	1.4	(18.5)	—
Federal return to provision	0.4	(27.5)	—
Other	(0.3)	14.4	0.4
Provision for income taxes	(2.5)%	567.6 %	83.8 %

(1) In 2019, the rate for the impairment of goodwill was (20.8)% due to a pretax loss position. In 2018, the rate for the impairment of goodwill was 98.6% due to a pretax income position.

The estimated values of the Company’s gross uncertain tax positions at December 31, 2019, 2018 and 2017 are liabilities of $1.5 million, $2.0 million and $0.2 million, respectively, and consist of the following:

	Year Ended December 31,		
	2019	2018	2017
		(in thousands)	
Balance at January 1	$ (1,975)	$ (161)	$ (109)
Additions based on tax positions related to the current year	(29)	(626)	(82)
Additions based on tax positions related to the prior year	—	(1,302)	—
Reductions for tax position of prior years	496	114	30
Balance at December 31	$ (1,508)	$ (1,975)	$ (161)

The Company had approximately $89,000 and $29,000, net of federal and state tax benefit, accrued at December 31, 2019 and 2018, respectively, for the payment of interest. The Company’s policy for recording interest and penalties is to record such items as a component of the provision for income taxes.

If the Company’s tax positions are ultimately sustained, the Company’s liability, including interest, would be reduced by $1.6 million, all of which would impact the Company’s tax provision. On a quarterly basis, the Company evaluates its tax positions and revises its estimates accordingly. The Company believes that it is reasonably possible that none of its tax positions will be resolved within the next twelve months.

The Company is no longer subject to U.S. Federal income tax examinations for the years prior to 2015. The Company has identified the following jurisdictions as “major” tax jurisdictions: U.S. Federal, California, Massachusetts, Texas and the United Kingdom. At December 31, 2019, the periods subject to examination by the Company’s major state jurisdictions, except for New York State, are generally for the years ended 2015 through 2018. In certain jurisdictions Filament may have additional periods subject to examination. The Company’s 2015 Federal income tax return and New York State tax returns for years 2014-2016 remain under audit with no material assessments as of December 31, 2019.

NOTE M — BUSINESS SEGMENTS

Segment information

The Company has two reportable segments, U.S. and International. Prior to December 31, 2018, certain international operations of the Company's business were managed domestically by the U.S. segment. In 2019, the Company realigned its operating segments to reflect the changes in how the Company manages its business, reviews operating performance and allocates resources. The prior period segment information has been recast to reflect the current reportable segment structure of the Company.

The Company has segmented its operations to reflect the manner in which management reviews and evaluates the results of its operations. The U.S. segment includes the Company's primary domestic business that designs, markets and distributes its products to retailers, distributors and its internet websites. The International Segment consists of certain business operations conducted outside the U.S. Management evaluates the performance of the U.S. and International segments based on net sales and income (loss) from operations. Such measures give recognition to specifically identifiable operating costs such as cost of sales, distribution expenses and selling, general and administrative expenses. Certain general and administrative expenses, such as senior executive salaries and benefits, stock compensation, director fees and accounting, legal fees and consulting fees, are not allocated to the specific segments and are reflected as unallocated corporate expenses.

	Year Ended December 31,		
	2019	2018	2017
		(in thousands)	
Net sales:			
U.S.	$ 644,171	$ 609,114	$ 478,144
International	90,731	95,428	101,332
Total net sales	$ 734,902	$ 704,542	$ 579,476
Income from operations:			
U.S. [(1)(2)]	$ 19,826	$ 44,213	$ 39,341
International [(3)(4)]	(22,962)	(5,395)	(6,984)
Unallocated corporate expenses	(20,259)	(20,239)	(17,177)
Total income from operations	$ (23,395)	$ 18,579	$ 15,180
Depreciation and amortization:			
U.S.	$ 20,653	$ 18,840	$ 10,004
International	4,462	4,489	4,185
Total depreciation and amortization	$ 25,115	$ 23,329	$ 14,189
Capital expenditures:			
U.S.	$ 2,078	$ 7,746	$ 4,176
International	7,091	156	2,135
Total capital expenditures	$ 9,169	$ 7,902	$ 6,311

(1) In 2019 and 2018, income from operations for the U.S. segment includes $0.7 million and $2.1 million of restructuring expenses related to the U.S. restructuring plan and the Filament integration, respectively, as described in Note A – Significant Accounting Policies.

(2) In 2019, the the Company recognized a non-cash goodwill impairment charge of $33.2 million related to its U.S. reporting unit, as described in Note G - Goodwill and intangible assets.

(3) In 2019, 2018 and 2017, income from operations for the International segment includes $0.7 million, $0.2 million and $1.0 million, respectively, of restructuring expenses related to the integration of entities in Europe, as described in Note A – Significant Accounting Policies.

(4) In 2019 and 2018, The Company recognized a $9.7 million non-cash goodwill impairment charge related to the European kitchenware business and a non-cash goodwill impairment charge of $2.2 million related to the European tableware business, respectively, as described in Note G - Goodwill and intangible assets.

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	December	
	2019	**2018**
	(in thousands)	
Assets:		
U.S.	$ 639,047	$ 604,532
International	117,935	94,210
Unallocated corporate	13,041	9,830
Total assets	$ 770,023	$ 708,572

	Year Ended December	
	2019	**2018**
	(in thousands)	
Goodwill:		
U.S.		
Beginning balance	$ 81,641	$ 2,846
Acquisition activity	—	78,795
Purchase price adjustment	972	—
Impairment	(33,242)	—
Ending balance	49,371	81,641
International		
Beginning balance	10,049	12,926
Foreign currency translation adjustment	(301)	(672)
Impairment	(9,748)	(2,205)
Ending balance	—	10,049
Total goodwill	$ 49,371	91,690

Geographical information

The following table sets forth long-lived assets by the major geographic locations:

	December,	
	2019	**2018**
	(in thousands)	
Long-lived assets, excluding intangible assets, at period-end:		
United States	$ 23,455	$ 25,229
Mexico	21,288	22,583
United Kingdom	8,353	1,896
Rest of World	432	480
Total	$ 53,528	$ 50,188

NOTE N — COMMITMENTS AND CONTINGENCIES

Royalties

The Company has license agreements that require the payment of royalties on sales of licensed products which expire through 2024. Future minimum royalties payable under these agreements are as follows (in thousands):

Year ending December 31,		
2020	$	8,763
2021		9,327
2022		9,146
2023		231
2024		75
Thereafter		—
Total	$	27,542

Legal proceedings

Wallace EPA Matter

Wallace Silversmiths de Puerto Rico, Ltd. (“WSPR”), a wholly-owned subsidiary of the Company, operates a manufacturing facility in San Germán, Puerto Rico that is leased from the Puerto Rico Industrial Development Company (“PRIDCO”). In March 2008, the United States Environmental Protection Agency (the “EPA”) announced that the San Germán Ground Water Contamination site in Puerto Rico (the “Site”) had been added to the Superfund National Priorities List due to contamination present in the local drinking water supply.

In May 2008, WSPR received from the EPA a Notice of Potential Liability and Request for Information pursuant to 42 U.S.C. Sections 9607(a) and 9604(e) of the Comprehensive Environmental Response, Compensation, and Liability Act (“CERCLA”). In July 2011, WSPR received a letter from the EPA requesting access to the property that it leases from PRIDCO to conduct an environmental investigation, and the Company granted such access. In February 2013, the EPA requested access to conduct a further environmental investigation at the property. PRIDCO agreed to such access and the Company consented. The EPA conducted a further investigation during 2013 and, in April 2015, notified the Company and PRIDCO that the results from vapor intrusion sampling may warrant the implementation of measures to mitigate potential exposure to sub-slab soil gas. The Company reviewed the information provided by the EPA and requested that PRIDCO, as the property owner, find and implement a solution acceptable to the EPA. While WSPR did not cause the sub-surface condition that resulted in the potential for vapor intrusion, in order to protect the health of its employees and continue its business operations, it has nevertheless implemented corrective action measures to prevent vapor intrusion, such as sealing the floors of the building and conducting periodic air monitoring to address potential exposure.

On August 13, 2015, the EPA released its remedial investigation and feasibility study (“RI/FS”) for the Site. On December 11, 2015, the EPA issued the Record of Decision (“ROD”) for an initial operable unit, electing to implement its preferred remedy which consists of soil vapor extraction and dual-phase extraction/in-situ treatment. This selected remedy includes soil vapor extraction (“SVE”) to address soil (vadose zone) source areas at the Site, impermeable cover as necessary for the implementation of SVE, dual phase extraction in the shallow saprolite zone, and in-situ treatment as needed to address residual sources. The EPA’s total net present worth estimated cost for its selected remedy is $7.3 million. The EPA also designated a second operable unit under which the EPA has and will continue to conduct further investigations to determine the nature and extent of groundwater contamination, as well as a determination by the EPA on the necessity of any further response actions to address groundwater contamination. In February 2017, the EPA indicated that it planned to expand its field investigation for the RI/FS to a second operable unit to further determine the nature and extent of the groundwater contamination at and from the Site and to determine the nature of the remedial action needed to address the contamination. The EPA has requested access to the property occupied by WSPR to install monitoring wells and to undertake groundwater sampling as part of this expanded investigation. WSPR has consented to the EPA’s access request, provided that the EPA receives PRIDCO’s consent, as the property owner. WSPR never used the primary contaminant of concern and did not take up its tenancy at the Site until after the EPA had discovered the contamination in the local water supply. The EPA has also issued notices of potential liability to a number of other entities affiliated with the Site, which used the contaminants of concern.

In December 2018, the Company, WSPR, and other identified Potentially Responsible Parties affiliated with the Site entered into tolling agreements to extend the statute of limitations for potential claims for the recovery of response costs for the initial operable unit under Section 107 of CERCLA. In February 2020, the tolling agreements were extended to November 2020. The tolling agreements do not constitute in any way an admission or acknowledgment of any fact, conclusion of law or liability by the parties to the agreements.

The EPA released its proposed plan for a second operable unit in July 2019. The public comment period for the proposed plan ended on September 10, 2019. On September 30, 2019, the EPA issued the ROD for operable unit 2 (“OU-2”), electing to implement its preferred remedy which consists of in-situ treatment of groundwater and a monitored natural attenuation (MNA) program including monitoring of the plume fringe at the Site. The EPA’s estimated total net present worth cost for its selected remedy is $17.3 million.

Accordingly, based on the above uncertainties and variables, it is not possible at this time for the Company to estimate its share of liability, if any, related to this matter. However, in the event of one or more adverse determinations related to this matter, it is possible that the ultimate liability resulting from this matter and the impact on the Company’s results of operations could be material.

U.S. Customs and Border Protection matter

By letter dated August 26, 2019, the Company was advised that U.S. Customs and Border Protection ("CBP") had commenced an investigation, pursuant to 19 U.S.C. §1592, regarding the Company’s tariff classification of certain tableware and kitchenware. The issue centers on whether such merchandise meets the criteria for reduced duty rates as specified sets as those terms are defined in Chapter 69, Note 6(b), Harmonized Tariff System of the United States. The period of investigation is stated to be from August 26, 2014 to the present. Since being notified of the investigation, the Company has obtained a significant amount of evidence that, the Company believes, supports that the imported products were properly classified as specified sets. The Company's counsel filed a lead Protest and Application for Further Review on February 5, 2020 and will be requesting that CBP suspend the matter until the protest is reviewed and decided by CBP headquarters based on the sufficiency of the evidence presented.

In the event CBP accepts the evidence presented, then no additional duties or penalties will be owed. If CBP rejects the Company’s position, then the estimated amount of duties that could be owed is $3.1 million. In such event, it is reasonably possible that additional penalties could be assessed, depending upon the level of culpability found, of up to $6.2 million for negligence and up to $12.4 million for gross negligence. In the event penalties are assessed, the Company will have the opportunity to further contest CBP’s findings and seek cancellation or mitigation of such assessments.

Accordingly, based on the above uncertainties and variables, the Company considers the potential losses related to this matter to be reasonably possible, but not probable. However, in the event of one or more adverse determinations related to this matter, it is possible that the ultimate liability resulting from this matter and the impact on the Company’s results of operations could be material.

Other

The Company is, from time to time, involved in other legal proceedings. The Company believes that other current litigation is routine in nature and incidental to the conduct of the Company’s business and that none of this litigation, individually or collectively, would have a material adverse effect on the Company’s consolidated financial position, results of operations or cash flows.

NOTE O — RETIREMENT PLANS

401(k) plan

The Company maintains a defined contribution retirement plan for eligible employees under Section 401(k) of the Internal Revenue Code. Participants can make voluntary contributions up to the Internal Revenue Service limit of $19,000 ($25,000 for employees 50 years or over) for 2019. The Company suspended its matching contribution in 2009 as an expense savings measure. The Company’s United Kingdom-based subsidiaries maintain defined contribution pension plans.

Retirement benefit obligations

The Company assumed retirement benefit obligations, which are paid to certain former executives of a business acquired in 2006. The obligations under the agreements with these former executives are unfunded and amounted to $7.3 million at December 31, 2019 and $6.6 million at December 31, 2018.

The discount rate used to calculate the retirement benefit obligations was 2.88% at December 31, 2019 and 3.98% at December 31, 2018. The retirement benefit obligations are included in accrued expenses and deferred rent and other long-term liabilities.

The Company expects to recognize $0.1 million of actuarial losses included in accumulated other comprehensive loss in net periodic benefit cost in 2020.

Expected benefit payments for each of the next five fiscal years and in the aggregate for the five fiscal years thereafter are as follows (in thousands):

Year ending December 31,	
2020	$ 419
2021	412
2022	454
2023	434
2024	414
2025 through 2029	1,795

NOTE P — OTHER

Inventory

The components of inventory are as follows:

	December 31,	
	2019	2018
	(in thousands)	
Finished goods	$ 165,950	$ 165,969
Work in process	61	375
Raw materials	7,416	7,257
Total	$ 173,427	$ 173,601

Property and equipment

Property and equipment consist of:

	December 31,	
	2019	2018
	(in thousands)	
Machinery, furniture and equipment	$ 109,092	$ 106,525
Leasehold improvements	38,293	29,803
Building and improvements	780	770
Construction in progress	337	1,032
Land	100	100
Total	148,602	138,230
Less: accumulated depreciation and amortization	(120,434)	(112,468)
Total	$ 28,168	$ 25,762

Depreciation and amortization expense of property and equipment for the years ended December 31, 2019, 2018 and 2017 was $8.0 million, $8.0 million and $6.6 million, respectively.

LIFETIME BRANDS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
December 31, 2019

Long term liabilities

Long term liabilities consist of:

	December 31,	
	2019	2018
	(in thousands)	
Retirement benefit obligations	$ 6,838	$ 6,169
Non-income tax liability	2,705	1,860
Unearned revenue	1,728	—
Royalty obligation	878	1,324
Other long term obligations	65	154
Deferred rent liability	—	13,832
Total	$ 12,214	$ 23,339

Accrued expenses

Accrued expenses consist of:

	December 31,	
	2019	2018
	(in thousands)	
Customer allowances and rebates	$ 18,834	$ 12,184
Compensation and benefits	10,542	9,065
Interest	334	243
Vendor invoices	3,428	3,487
Royalties	2,391	1,916
Commissions	894	1,557
Freight	3,263	4,160
Professional fees	1,941	2,473
Foreign exchange forward contracts	180	—
Restructuring	59	1,557
Other	10,194	8,814
Total	$ 52,060	$ 45,456

Supplemental disclosure of cash flow information

	Year Ended December 31,		
	2019	2018	2017
		(in thousands)	
Cash paid for interest	$ 18,859	$ 16,319	$ 3,791
Cash paid for taxes, net of refunds	2,057	2,599	12,936
Non-cash investing activities:			
Translation adjustment	$ (292)	$ (5,906)	$ 7,823

Components of accumulated other comprehensive loss, net

	Year Ended December 31,		
	2019	2018	2017
		(in thousands)	
Accumulated translation adjustment:			
Balance at beginning of year	$ (33,727)	$ (27,821)	$ (35,644)
Translation adjustment during period	(292)	(5,906)	7,823
Balance at end of year	$ (34,019)	$ (33,727)	$ (27,821)
Accumulated deferred gains (losses) on cash flow hedges:			
Balance at beginning of year	$ 161	$ 14	$ (3)
Amounts reclassified from accumulated other comprehensive gains: (1)			
Settlement of cash flow hedge	(209)	(14)	—
Derivative fair value adjustment, net of tax	1,212	161	17
Balance at end of year	$ 1,164	$ 161	$ 14
Accumulated effect of retirement benefit obligations:			
Balance at beginning of year	(1,050)	(1,518)	(1,352)
Net (loss) income arising from retirement benefit obligations, net of tax	(601)	373	(228)
Amounts reclassified from accumulated other comprehensive loss:			
Amortization of loss, net of tax (2)	51	95	62
Balance at end of year	$ (1,600)	$ (1,050)	$ (1,518)

(1) Amounts reclassified are recorded in interest expense and cost of goods sold on the consolidated statement of operations.
(2) Amount is recorded in selling, general and administrative expenses on the consolidated statements of operations.

Item 15(a)

LIFETIME BRANDS, INC.
SCHEDULE II - VALUATION AND QUALIFYING ACCOUNTS
(in thousands)

COL. A	COL. B	COL. C		COL. D		COL. E
Description	Balance at beginning of period	Charged to costs and expenses		Deductions		Balance at end of period
Year ended Year ended December 31, 2019						
Deducted from asset accounts:						
Allowance for doubtful accounts	$ 1,496	$ 536		$ (699)	(a)	$ 1,333
Reserve for sales returns and allowances	6,359	6,390	(c)	(4,401)	(b)	8,348
	$ 7,855	$ 6,926		$ (5,100)		$ 9,681
Year ended Year ended December 31, 2018						
Deducted from asset accounts:						
Allowance for doubtful accounts	$ 1,158	$ 786		$ (448)	(a)	$ 1,496
Reserve for sales returns and allowances	5,032	4,717	(c)	(3,390)	(b)	6,359
	$ 6,190	$ 5,503		$ (3,838)		$ 7,855
Year ended Year ended December 31, 2017						
Deducted from asset accounts:						
Allowance for doubtful accounts	$ 648	$ 594		$ (84)	(a)	$ 1,158
Reserve for sales returns and allowances	5,077	4,332	(c)	(4,377)	(b)	5,032
	$ 5,725	$ 4,926		$ (4,461)		$ 6,190
Year ended Year ended December 31, 2016						
Deducted from asset accounts:						
Allowance for doubtful accounts	$ 697	$ 127		$ (176)	(a)	$ 648
Reserve for sales returns and allowances	4,603	5,110	(c)	(4,636)	(b)	5,077
	$ 5,300	$ 5,237		$ (4,812)		$ 5,725

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

Exhibit 4.1

**DESCRIPTION OF LIFETIME BRANDS, INC.'S SECURITIES
REGISTERED UNDER
SECTION 12 OF THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED**

General

The following is a summary of certain rights and privileges of the common stock of Lifetime Brands, Inc. ("Lifetime"), a corporation organized under the laws of the state of Delaware.

This summary does not purport to be complete. Reference is made to the provisions of Lifetime's Second Restated Certificate of Incorporation, as amended (the "Certificate of Incorporation"), and Lifetime's Amended and Restated Bylaws ("Bylaws") that are filed as exhibits to the Annual Report on Form 10-K to which this is filed as an exhibit. The following also summarizes certain applicable provisions of Delaware law.

Under Lifetime's Certificate of Incorporation, Lifetime is authorized to issue 50,000,000 shares of common stock, $.01 par value (the "common stock"), 100 shares of Series A preferred stock, par value $1.00 (the "Series A preferred stock"), and 2,000,000 shares of Series B preferred stock, par value $1.00 (the "Series B preferred stock").

Common Stock

The holders of common stock are entitled to one vote per share on all matters to be voted upon by the stockholders. Directors are elected by a plurality of the votes cast in the election of directors, and any other corporate action to be taken at a meeting of stockholders may be authorized by the affirmative vote of a majority of the shares present in person or represented by proxy and entitled to vote thereon. No stockholder has the right of cumulative voting. Our Board of Directors (the "Board") is not classified. Our directors are elected for one-year terms.

In the event of Lifetime's liquidation, dissolution or winding up, the holders of common stock are entitled to share ratably in all assets remaining after payment of liabilities, subject to prior distribution rights of preferred stock then outstanding. The common stock has no preemptive or conversion rights or other subscription rights. There are no redemption or sinking fund provisions applicable to the common stock. All outstanding shares of common stock are fully paid and nonassessable. There are no provisions in our Certificate of Incorporation or Bylaws discriminating against existing or prospective holders of our common stock as a result of any stockholder owning a substantial amount of our common stock.

Preferred Stock

There are no shares of preferred stock outstanding.

Dividend Rights.

The holders of common stock are entitled to receive ratably any dividends that may be declared from time to time by the Board out of funds legally available for that purpose, if the dividends due to any outstanding shares of preferred stock have been paid in full. Any future holders of Series A preferred stock will be entitled to receive, when, as and if declared by the Board and out of Lifetime's assets which are legally available for the payment of dividends, cumulative preferential cash dividends in the amount of $700 per annum for each share of Series A preferred stock held, payable quarterly. Whenever dividends upon any issued and outstanding Series A preferred stock have been paid in full, the Board may declare cash dividends on any shares of Series B preferred stock at a rate to be established by the Board. Whenever dividends upon any issued and outstanding Series B preferred stock have been paid in full, the Board may declare cash dividends on the issued and outstanding shares of common stock.

Liquidation and Dissolution Rights.

In the event of any liquidation, dissolution or winding up of Lifetime's affairs, each issued and outstanding share of Series A preferred stock shall entitle its holder to payment at the rate of $10,000 per share plus all accrued and unpaid dividends. After payment in full of the Series A preferential amount, each issued and outstanding share of

Series B preferred stock shall entitle its holder to payment at the rate of the par value per share plus all accrued and unpaid dividends. Thereafter, the remaining assets, if any, shall be distributed to the holders of common stock, ratably.

Voting Rights. Except as any provision of law may otherwise require, no shares of Series A preferred stock or Series B preferred stock shall entitle the holder thereof to any voting power.

Delaware Law Anti-Takeover Provisions

Provisions of Delaware law could make the acquisition of Lifetime through a tender offer, a proxy contest or other means more difficult and could make the removal of incumbent officers and directors more difficult. Lifetime expects these provisions to discourage coercive takeover practices and inadequate takeover bids and to encourage persons seeking to acquire control of Lifetime to first negotiate with our Board. Lifetime believes that the benefits provided by its ability to negotiate with the proponent of an unfriendly or unsolicited bid outweigh the disadvantages of discouraging these bids. Lifetime believes the negotiation of an unfriendly or unsolicited bid could result in an improvement of its terms.

Lifetime is subject to Section 203 of the Delaware General Corporation Law (the "DGCL"), an anti-takeover law. In general, Section 203 prohibits a publicly held Delaware corporation from engaging in a "business combination" with an "interested stockholder" for a period of three years following the date the person became an interested stockholder, unless:

- prior to the date of the transaction, the board of directors of the corporation approved either the business combination or the transaction which resulted in the stockholder becoming an interested stockholder;

- the stockholder owned at least 85% of the voting stock of the corporation outstanding at the time the transaction commenced, excluding for purposes of determining the number of shares outstanding (a) shares owned by persons who are directors and also officers, and (b) shares owned by employee stock plans in which employee participants do not have the right to determine confidentially whether shares held subject to the plan will be tendered in a tender or exchange offer; or

- on or subsequent to the date of the transaction, the business combination is approved by the board of directors of the corporation and authorized at an annual or special meeting of stockholders, and not by written consent, by the affirmative vote of at least 66% of the outstanding voting stock which is not owned by the interested stockholder.

Generally, a "business combination" for these purposes includes a merger, asset or stock sale, or other transaction resulting in a financial benefit to the interested stockholder. An "interested stockholder" for these purposes is a person who, together with affiliates and associates, owns or, within three years prior to the determination of interested stockholder status, did own 15% or more of a corporation's outstanding voting securities. Lifetime expects the existence of this provision to have an anti-takeover effect with respect to transactions the Board does not approve in advance. Lifetime also anticipates that Section 203 may discourage attempts that might result in a premium over the market price for the shares of common stock held by stockholders.

While Section 203 is the default provision under the DGCL, the DGCL allows companies to opt out of Section 203 through approval by their board of directors of either the business combination or the transaction that results in the person becoming an interested stockholder.

Anti-Takeover Provisions of Our Certificate of Incorporation and Bylaws

Some provisions of our Certificate of Incorporation and Bylaws could make the acquisition of control of Lifetime and/or the removal of our existing management more difficult, including those that provide as follows:

- we have advance notice procedures with respect to stockholder proposals and the nomination of candidates for election as directors;
- cumulative voting in the election of our Board, which would otherwise allow holders of less than a majority of our shares to elect director candidates, is not permitted;
- our Board may amend or repeal our Bylaws, or adopt new bylaws without stockholder approval;
- our Board can increase or decrease the size of the Board without stockholder approval; and
- stockholders do not have the right to call a special meeting of stockholders.

These provisions may discourage coercive takeover practices and inadequate takeover bids. They may also encourage persons seeking to acquire control of Lifetime to first negotiate with our Board. We believe that the benefits of our increased protection give us the potential ability to negotiate with the proponent of an unfriendly or unsolicited proposal to acquire or restructure us, and that these benefits outweigh the disadvantages of discouraging the proposals. Negotiating with the proponent could result in an improvement of the terms of the proposal.

Stock Exchange Listing

Our common stock is traded on the Nasdaq Stock Market under the symbol “LCUT.”

Transfer Agent and Registrar

Our transfer agent and registrar is Computershare Investor Services, P.O. Box 505000, Louisville, KY 40233-5000.

Exhibit 21.1

Subsidiaries of the Registrant

Name of subsidiary	State/Country of Incorporation	Ownership
Creative Tops Limited	United Kingdom	100 %
Creative Tops NL B.V	Netherlands	100 %
Grand Venture Enterprises Limited	Hong Kong	100 %
Kitchen Craft (Asia) Limited	Hong Kong	100 %
La Cafetiere (UK) Limited	United Kingdom	100 %
Lifetime Brands (Jersey) Limited	Jersey, Channel Islands	100 %
Lifetime Brands do Brasil Participacoes Ltda.	Brazil	100 %
Lifetime Brands Europe Limited	United Kingdom	100 %
Lifetime Brands Global Limited	Hong Kong	100 %
Lifetime Brands Global Trading (Shanghai) Company Limited	China	100 %
Lifetime Brands Holdings Limited	United Kingdom	100 %
Lifetime Brands UK Limited	United Kingdom	100 %
New Goal Development Limited	Hong Kong	100 %
Pfaltzgraff Factory Stores, Inc.	Delaware	100 %
The Chef’n Corporation	Washington	100 %
Thomas Plant (Birmingham) Holdings Limited	United Kingdom	100 %
TMC Acquisition Inc.	Delaware	100 %
Trinity Sourcing (Shenzhen) Ltd.	China	100 %
Trinity Sourcing Ltd.	Hong Kong	100 %
Wallace Silversmiths de Puerto Rico Ltd.	Cayman Islands	100 %
LTB de México, S.A. de C.V.	Mexico	99.99 %

Exhibit 23.1

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the Registration Statements on Form S-8 (Nos. 333-105382, 333-146017, 333-162734, 333-186208, 333-208961, 333-221613, 333-226666) pertaining to the Amended and Restated 2000 Long-Term Incentive Plan of Lifetime Brands, Inc. of our reports dated March 13, 2020, with respect to the consolidated financial statements and schedule of Lifetime Brands, Inc., and the effectiveness of internal control over financial reporting of Lifetime Brands, Inc. included in this Annual Report (Form 10-K) for the year ended December 31, 2019.

/s/ ERNST & YOUNG LLP

Jericho, New York
March 13, 2020

Exhibit 23.2

Consent of Independent Registered Public Accounting Firm

To the Board of Directors and Stockholders of
Avenida 16 de septiembre #346
Colonia El Partidor
Cuautitlán, Estado de México,
C.P. 54879

We consent to the incorporation by reference in the Registration Statements on Form S-8 (Nos. 333-105382, 333-146017, 333-162734, 333-186208, 333-208961, 333-221613, 333-226666) of Lifetime Brands, Inc. of our report dated March 13, 2020 relating to the consolidated financial statements (not presented separately herein) of Grupo Vasconia, S.A.B. and subsidiaries (the "Company") included in the December 31, 2019 annual report on Form 10-K of Lifetime Brands, Inc.

Our report dated March 13, 2020 contains an explanatory paragraph that states that International Financial Reporting Standards as issued by the IASB vary in certain significant respects from generally accepted accounting principles in the United States of America. Information relating to the nature and effect of such differences is presented in note 24 to the consolidated financial statements of the Company.

Castillo Miranda y Compañía, S.C. (BDO Mexico)

/s/ C.P.C. Jose Luis Villalobos Zuazua

C.P.C. Jose Luis Villalobos Zuazua
Partner
Mexico City, Mexico
March 13, 2020

Exhibit 23.3

Consent of Independent Registered Public Accounting Firm

The Board of Directors and Stockholders
Grupo Vasconia, S.A.B.

We consent to the incorporation by reference in the registration statements [No. 333-105382, 333-146017, 33-162734, 333-186208, 333-208961, 333-221613 and 333-226666 on Forms S-8] of Lifetime Brands, Inc., of our report dated March 15, 2018, with respect to the consolidated statements of comprehensive income, cash flows and
changes in stockholders' equity of Grupo Vasconia, S.A.B. and subsidiaries (the "Company") for the year ended December 31, 2017 and the related notes, not included herein, which report appears in the December 31, 2019 annual report on Form 10-K of Lifetime Brands, Inc.

Our report dated March 15, 2018 contains an explanatory paragraph that states that International Financial Reporting Standards as issued by the IASB vary in certain significant respects from generally accepted accounting principles in the United States of America. Information relating to the nature and effect of such differences is presented in note 24 to the consolidated financial statements of the Company.

KPMG Cardenas Dosal, S.C.

/s/ Erick G. Aguilar

Erick G. Aguilar
Mexico City, Mexico
March 13, 2020

Exhibit 31.1

CERTIFICATION

I, Robert B. Kay, certify that:

1. I have reviewed this Annual Report on Form 10-K of Lifetime Brands, Inc. (“the registrant”);

2. Based on my knowledge, this Annual Report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this Annual Report;

3. Based on my knowledge, the financial statements, and other financial information included in this Annual Report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this Annual Report;

4. The registrant’s other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f))) for the registrant and have:

a. designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this Annual Report is being prepared;

b. designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c. evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d. disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s fourth fiscal quarter that has materially affected or is reasonably likely to materially affect the registrant’s internal control over financial reporting; and

5. The registrant’s other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of registrant’s Board of Directors (or persons performing the equivalent functions):

a. all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and

b. any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

Date: March 13, 2020

/s/ Robert B. Kay

Robert B. Kay
Chief Executive Officer and Director

Exhibit 31.2

CERTIFICATION

I, Laurence Winoker, certify that:

1. I have reviewed this Annual Report on Form 10-K of Lifetime Brands, Inc. (“the registrant”);

2. Based on my knowledge, this Annual Report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this Annual Report;

3. Based on my knowledge, the financial statements, and other financial information included in this Annual Report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this Annual Report;

4. The registrant’s other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f))) for the registrant and have:

a. designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this Annual Report is being prepared;

b. designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c. evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d. disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s fourth fiscal quarter that has materially affected or is reasonably likely to materially affect the registrant’s internal control over financial reporting; and

5. The registrant’s other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of registrant’s Board of Directors (or persons performing the equivalent functions):

a. all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and

b. any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

Date: March 13, 2020

/s/ Laurence Winoker

Laurence Winoker
Senior Vice President -Finance,Treasurer and Chief Financial Officer

Exhibit 32.1

Certification by Robert B. Kay, Chief Executive Officer and Director, and Laurence Winoker, Senior Vice President - Finance, Treasurer and Chief Financial Officer, Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

I, Robert B. Kay, Chief Executive Officer, and I, Laurence Winoker, Senior Vice President - Finance, Treasurer and Chief Financial Officer, of Lifetime Brands, Inc., a Delaware corporation (the “Company”), each hereby certifies that:

(1) The Company’s Annual Report on Form 10-K for the year ended December 31, 2019 (the “Form 10-K”) fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

(2) The information contained in the Form 10-K fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Robert B. Kay	/s/ Laurence Winoker
Robert B. Kay Chief Executive Officer and Director	Laurence Winoker Senior Vice President- Finance, Treasurer and Chief Financial Officer
Date: March 13, 2020	Date: March 13, 2020

A signed original of this certification required by 18 U.S.C. Section 1350 has been provided to Lifetime Brands, Inc. and will be retained by Lifetime Brands, Inc. and furnished to the SEC or its staff upon request.

This certification is being furnished solely pursuant to 18 U.S.C. 1350, shall not be deemed “filed” with the Securities and Exchange Commission for purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to liability under that section, and shall not be deemed incorporated by reference into any filing of the Company under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, irrespective of any general incorporation by reference language contained in such filing.

Exhibit 99.1

Report of Independent Registered Public Accounting Firm

Shareholders and Board of Directors
Grupo Vasconia, S.A.B.

Opinion on the consolidated financial statements

We have audited the accompanying consolidated statement of financial position of Grupo Vasconia S.A.B. and subsidiaries (the "Company") as of December 31, 2019 and 2018, and the related consolidated statements of comprehensive income, changes in equity, and cash flows for each of the two years in the period ended December 31, 2019, and the related notes (collectively referred to as the "consolidated financial statements") (not present herein). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2019 and 2018, and the consolidated results of operations and its cash flows for each of the two years in the period ended December 31, 2019, in conformity with International Financial Reporting Standards as issued by the International Accounting Standards Board ("IASB").

Change in Accounting Principle

As discussed in Note 2 to the consolidated financial statements, effective on January 1, 2019, the Company changed its method of accounting for leases due to the adoption of IFRS 16, Leases.

Differences from U.S. generally accepted accounting principles

International Financial Reporting Standards as issued by the IASB vary in certain significant respects from U.S. generally accepted accounting principles. Information relating to the nature and effect of such differences is presented in Note 24 to the consolidated financial statements.

Basis for Opinion

These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's consolidated financial statements based on our audit. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) ("PCAOB") and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB and in accordance with International Standards on Auditing. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud. Our audit included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audit provides a reasonable basis for our opinion.

CASTILLO MIRANDA Y COMPAÑÍA, S.C.

/s/ Jose Luis Villalobos Zuazua

Jose Luis Villalobos Zuazua

We have served as the Company's auditor since 2018.

Mexico City, Mexico
March 13, 2020

Exhibit 99.2

Report of Independent Registered Public Accounting Firm

To the Stockholders and Board of Directors
Grupo Vasconia, S.A.B.:

Opinion on the Consolidated Financial Statements

We have audited the accompanying consolidated statements of comprehensive income, cash flows, and changes in stockholders' equity of Grupo Vasconia, S.A.B. and subsidiaries (the "Company") for the year ended December 31, 2017, and the related notes (collectively, the consolidated financial statements). In our opinion, the consolidated financial statements present fairly, in all material respects, the results of operations and cash flows of the Company for the year ended December 31, 2017, in conformity with International Financial Reporting Standards as issued by the International Accounting Standards Board ("IASB").

Differences from U.S. Generally Accepted Accounting Principles

International Financial Reporting Standards as issued by the IASB vary in certain significant respects from U.S. generally accepted accounting principles. Information relating to the nature and effect of such differences is presented in note 24 to the consolidated financial statements.

Basis for Opinion

These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud. Our audit included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audit also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the
consolidated financial statements. We believe that our audit provide a reasonable basis for our opinion.

KPMG CARDENAS DOSAL, S.C.

/s/ Erick G. Aguilar
Erick G. Aguilar

We served as the Company's auditor from 2014

Mexico City, Mexico
March 15, 2018