

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

1. Name and Address of Reporting Person* <u>Mill Road Capital II, L.P.</u>  (Last) (First) (Middle) 382 GREENWICH AVENUE SUITE ONE  (Street) GREENWICH CT 06830  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>LIFETIME BRANDS, INC [ LCUT ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/13/2017</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, \$0.01 par value	03/13/2017		P		117,176	A	\$17.8882	1,582,044	D <sup>(1)</sup>	
Common Stock, \$0.01 par value	03/13/2017		P		46,159	A	\$18.4275	1,628,203	D <sup>(1)</sup>	

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

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

1. Name and Address of Reporting Person* <u>Mill Road Capital II, L.P.</u>  (Last) (First) (Middle) 382 GREENWICH AVENUE SUITE ONE  (Street) GREENWICH CT 06830  (City) (State) (Zip)
---

1. Name and Address of Reporting Person*		
<u>Mill Road Capital II GP LLC</u>		
(Last)	(First)	(Middle)
382 GREENWICH AVENUE SUITE ONE		
(Street)		
GREENWICH	CT	06830
(City) (State) (Zip)		
1. Name and Address of Reporting Person*		
<u>LYNCH THOMAS E</u>		
(Last)	(First)	(Middle)
382 GREENWICH AVENUE SUITE ONE		
(Street)		
GREENWICH	CT	06830
(City) (State) (Zip)		
1. Name and Address of Reporting Person*		
<u>Scharfman Scott</u>		
(Last)	(First)	(Middle)
382 GREENWICH AVENUE SUITE ONE		
(Street)		
GREENWICH	CT	06830
(City) (State) (Zip)		

**Explanation of Responses:**

1. The shares reported are directly held by Mill Road Capital II, L.P. (the "Fund"). Mill Road Capital II GP LLC (the "GP") is the sole general partner of the Fund and has sole authority to vote (or direct the vote of), and to dispose (or direct the disposal) of, these shares on behalf of the Fund. Each of Messrs. Lynch and Scharfman is a management committee director of the GP and has shared authority to vote (or direct the vote of), and to dispose (or direct the disposal) of, these shares on behalf of the GP. Each of the Reporting Persons disclaims beneficial ownership of such shares except to the extent of his or its pecuniary interest therein, if any.

**Remarks:**

/s/ Justin C. Jacobs,  
Management Committee  
Director of sole general      03/14/2017  
partner on behalf of Mill Road  
Capital II, L.P.

/s/ Justin C. Jacobs,  
Management Committee      03/14/2017  
Director on behalf of Mill  
Road Capital II GP LLC

/s/ Justin C. Jacobs on behalf  
of Thomas E. Lynch by power      03/14/2017  
of attorney

/s/ Justin C. Jacobs on behalf  
of Scott P. Scharfman by      03/14/2017  
power of attorney

\*\* Signature of Reporting Person      Date

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

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

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

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

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