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

FORM 8-K

CURRENT REPORT

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

Date of report (Date of earliest event reported): June 25, 2020

Lifetime Brands, Inc.

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of Incorporation)

0-19254
(Commission
File Number)

11-2682486
(IRS Employer
Identification No.)

1000 Stewart Avenue, Garden City, New York 11530
(Address of Principal Executive Offices) (Zip Code)

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

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

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

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

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.01 par value	LCUT	The NASDAQ Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On June 25, 2020, the stockholders of Lifetime Brands, Inc. (the “Company”) approved an amendment and restatement of the Company’s Amended and Restated 2000 Long-Term Incentive Plan (the “Plan”) to, among other things, increase the number of shares of the Company’s common stock for which awards may be granted under the Plan by 850,000. The terms of the Plan, a copy of which is filed as Appendix B to the Company’s Definitive Proxy Statement on Schedule 14A filed on April 29, 2020, and the description of the Plan contained in Proposal 4 of such proxy statement, are incorporated herein by reference in their entirety.

Item 5.07 Submission of Matters to a Vote of Security Holders.

On June 25, 2020, the Company held its 2020 Annual Meeting of Stockholders (the “Annual Meeting”), at which the Company’s stockholders voted on the following matters, which are described in detail in the Company’s Definitive Proxy Statement filed with the Securities and Exchange Commission on April 29, 2020 (the “Proxy Statement”): (i) to elect ten (10) directors to serve on the Company’s Board until the 2021 Annual Meeting of Stockholders or until their successors are duly elected and qualified (“Proposal 1”); (ii) to ratify the appointment of Ernst & Young LLP as the independent registered public accounting firm of the Company for the fiscal year ending December 31, 2020 (“Proposal 2”); (iii) to approve, on a non-binding advisory basis, the compensation of the Company’s named executive officers (“Proposal 3”); and (iv) to approve an amendment and restatement of the Plan (“Proposal 4”). At the 2020 Annual Meeting, the holders of 19,752,199 votes of the Company’s common stock were represented in person or by proxy, constituting a quorum.

Set forth below are the final voting results with respect to each of the proposals acted upon at the 2020 Annual Meeting including the number of votes cast for and against (or withheld) and the number of abstentions and broker non-votes with respect to each such proposal.

Proposal 1: Election of Directors

The following ten (10) nominees unanimously recommended by the Board, each of whom were named in the 2020 Proxy Statement, were elected to serve on the Board to hold office until the 2021 Annual Meeting of Stockholders or until their successors are duly elected and qualified, based on the following votes:

	FOR	WITHHELD	BROKER NON-VOTES
Jeffrey Siegel	15,822,570	1,963,705	1,965,924
Robert B. Kay	17,455,700	330,575	1,965,924
Rachael A. Jarosh	15,846,264	1,940,011	1,965,924
John Koegel	15,747,640	2,038,635	1,965,924
Cherrie Nanninga	15,299,745	2,486,530	1,965,924
Craig Phillips	15,651,104	2,135,171	1,965,924
Veronique Gabai-Pinsky	15,855,974	1,930,301	1,965,924
Bruce G. Pollack	17,435,413	350,862	1,965,924
Michael J. Regan	15,817,951	1,968,324	1,965,924
Michael Schnabel	17,436,327	349,948	1,965,924

Proposal 2: Ratification of Appointment of Independent Registered Public Accounting Firm for 2020

The appointment of Ernst & Young LLP to serve as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2020 was ratified based on the following votes:

<u>FOR</u>	<u>AGAINST</u>	<u>ABSTAIN</u>	<u>BROKER NON-VOTES</u>
19,727,841	21,273	3,085	0

Proposal 3: Approval on an advisory (non-binding) basis of the compensation of the Company's named executive officers

The compensation of the Company's named executive officers was approved on an advisory (non-binding) basis, based on the following votes:

<u>FOR</u>	<u>AGAINST</u>	<u>ABSTAIN</u>	<u>BROKER NON-VOTES</u>
13,610,547	3,534,387	641,341	1,965,924

Proposal 4: Approval of an Amendment and Restatement of the Company's Amended and Restated 2000 Long-Term Incentive Plan

An amendment and restatement of the Company's Amended and Restated 2000 Long-Term Incentive Plan was approved based on the following votes:

<u>FOR</u>	<u>AGAINST</u>	<u>ABSTAIN</u>	<u>BROKER NON-VOTES</u>
15,286,453	2,493,095	6,727	1,965,924

Item 7.01 Regulation FD Disclosure.

On June 26, 2020, the Company issued a press release announcing the results of the votes cast at the 2020 Annual Meeting and the declaration of a quarterly cash dividend of \$0.0425 per share payable on August 17, 2020 to stockholders of record as of the close of business on August 3, 2020 (the "Press Release"). The Press Release is attached to this Current Report on Form 8-K as Exhibit 99.1. The information contained in this Item 7.01 and Exhibit 99.1 hereto shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section or incorporated by reference in any filing under the Securities Act of 1933, as amended or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

See the Exhibit Index below, which is incorporated by reference herein.

EXHIBIT INDEX

[99.1](#) Press release issued by Lifetime Brands, Inc. on June 26, 2020, announcing the results of the 2020 Annual Meeting and the declaration of a quarterly cash dividend.

Signatures

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

Lifetime Brands, Inc.

By: /s/ Laurence Winoker

Laurence Winoker

Senior Vice President – Finance, Treasurer and Chief
Financial Officer

Date: June 26, 2020



Lifetime Brands, Inc. Announces Results of 2020 Annual Meeting

June 26, 2020 at 8:00 AM EDT

Declares Dividend to be Paid August 17, 2020

GARDEN CITY, N.Y., June 26, 2020 (GLOBE NEWSWIRE) -- Lifetime Brands, Inc. (NASDAQ: LCUT), a leading global provider of branded kitchenware, tableware and other products used in the home, announced the results of the votes taken at the Company's 2020 Annual Meeting of Stockholders held Thursday, June 25, 2020.

Stockholders elected the following directors to serve until the next Annual Meeting of Stockholders:

Jeffrey Siegel	Chairman/Executive Chairman, Lifetime Brands, Inc.
Robert B. Kay	Chief Executive Officer, Lifetime Brands, Inc.
Rachael A. Jarosh	President and Chief Executive Officer, Enactus
John Koegel	Principal, Jo-Tan, LLC
Cherrie Nanninga	Partner, Real Estate Solutions Group, LLC
Craig Phillips	Retired Senior Vice President — Distribution, Lifetime Brands, Inc.
Veronique Gabai-Pinsky	Former Global President, Vera Wang Group, LLC
Bruce G. Pollack	Managing Partner, Centre Partners Management, LLC
Michael J. Regan	Retired Certified Public Accountant
Michael Schnabel	Partner, Centre Partners Management, LLC

In addition, stockholders ratified the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the year ending December 31, 2020.

On an advisory (non-binding) basis, stockholders approved the compensation of the Company's named executive officers.

Stockholders approved the amendment and restatement of the Company's Amended and Restated 2000 Long-Term Incentive Plan.

On Thursday, June 25, 2020, Lifetime's Board of Directors declared a quarterly cash dividend of \$0.0425 per share payable on August 17, 2020 to stockholders of record at the close of business on August 3, 2020.

Lifetime Brands, Inc.

Lifetime Brands is a leading global designer, developer and marketer of a broad range of branded consumer products used in the home. The Company markets its products under well-known kitchenware brands, including Farberware®, KitchenAid®, Sabatier®, Amco Houseworks®, Chef'n® Chicago™ Metallic, Copco®, Fred® & Friends, Houdini™, KitchenCraft®, Kamenstein®, Kizmos™, La Cafetière®, MasterClass®, Misto®, Mossy Oak®, Swing-A-Way®, Taylor® Kitchen, Rabbit® and Vasconia®; respected tableware and giftware brands, including Mikasa®, Pfaltzgraff®, Fitz and Floyd®, Creative Tops®, Empire Silver™, Gorham®, International® Silver, Kirk Stieff®, Towle® Silversmiths, Wallace®, Wilton Armetale®, V&A® and Royal Botanic Gardens Kew®; and valued home solutions brands, including BUILT NY®, Taylor® Bath, Taylor® Weather and Planet Box®. The Company also provides exclusive private label products to leading retailers worldwide.

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

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