

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

SCHEDULE 14A

(RULE 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to § 240.14a-12

Lifetime Brands, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

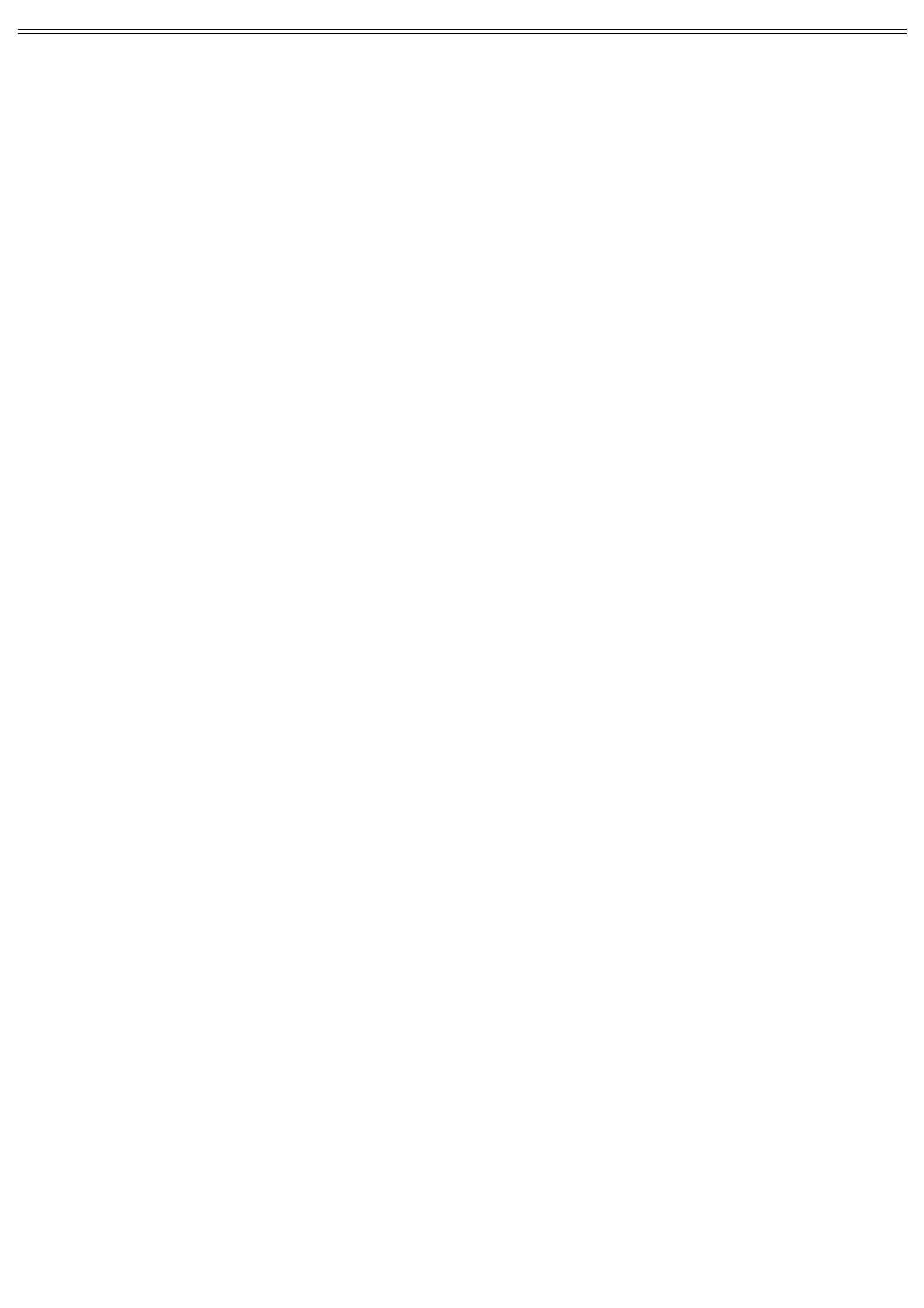
Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:





**CREATING A PREMIER
HOUSEWARES PLATFORM**

IMPORTANT INFORMATION

Forward-Looking Statements

This presentation contains forward-looking statements, including the Company's statements related to the proposed acquisition of Taylor and statements regarding expected benefits of the acquisition and the timing and financing thereof. Actual results could differ materially from those projected or forecast in the forward-looking statements. Factors that could cause actual results to differ materially include the following: the Company's stockholders may not approve the transaction; the conditions to the completion of the transaction may not be satisfied; debt financing may not be available on favorable terms, or at all; closing of the transaction may not occur or may be delayed, either as a result of litigation related to the transaction or otherwise; the parties may be unable to achieve the anticipated benefits of the transaction; revenues following the transaction may be lower than expected; operating costs, customer loss, and business disruption (including, without limitation, difficulties in maintaining relationships with employees, customers, and suppliers) may be greater than expected; the Company may assume unexpected risks and liabilities; completing the acquisition may distract the Company's management from other important matters; and the other factors discussed in "Risk Factors" in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2016 and subsequent filings with the SEC, which are available at <http://www.sec.gov>. The Company assumes no obligation to update the information in this communication, except as otherwise required by law. Readers are cautioned not to place undue reliance on these forward-looking statements that speak only as of the date hereof.

Additional Information and Where to Find It

Certain aspects of the proposed acquisition will be submitted to the Company's stockholders for their consideration. In connection with the proposed acquisition, the Company will prepare a proxy statement for the Company's stockholders to be filed with the SEC, and will mail the proxy statement to its stockholders and file other documents regarding the proposed acquisition with the SEC. The Company urges investors and stockholders to read the proxy statement when it becomes available, as well as other documents filed with the SEC, because they will contain important information. Investors and security holders will be able to receive the proxy statement and other documents free of charge at the SEC's web site, <http://www.sec.gov>. These documents can also be obtained (when they are available) free of charge from the Company upon written request to the Corporate Secretary, Lifetime Brands, Inc., 1000 Stewart Avenue, Garden City, NY 11530.

Participants in Solicitation

The Company and its directors and executive officers and other members of management and employees may be deemed to be participants in the solicitation of proxies from the Company's stockholders in favor of the approval of the issuance of the shares of the Company's common stock in connection with the acquisition. Information regarding the persons who may, under the rules of the SEC, be deemed participants in the solicitation of the Company's stockholders in connection with the proposed acquisition will be set forth in the proxy statement when it is filed with the SEC. You can find information about the Company's executive officers and directors in its definitive proxy statement for its 2017 Annual Meeting of Stockholders, which was filed with the SEC on May 1, 2017. You can obtain free copies of such definitive proxy statement using the contact information above.

Non-GAAP Financial Measures

This presentation contains non-GAAP financial measures within the meaning of Regulation G promulgated by the Securities and Exchange Commission. Included in this presentation are reconciliations of these non-GAAP financial measures to the comparable financial measures calculated in accordance with GAAP.

PRESENTERS



Jeffrey Siegel
Chairman and Chief
Executive Officer



Robert B. Kay
Chairman and Chief
Executive Officer



Laurence Winoker
Chief Financial Officer



AGENDA

- I. A Transformational Transaction
- II. Filament Brands
- III. Transaction Overview
- IV. A Premier Housewares Platform

Note: Dollar values in millions throughout unless otherwise noted, all figures assume current tax law



A TRANSFORMATIONAL TRANSACTION

trans-for-ma-tion-al

- The **act** or an instance of **transforming**
- The **state of being transformed**
- A **marked change for the better**

CREATING A PREMIER HOUSEWARES PLATFORM



SCALE: Increased scale creates key advantages in today's dynamic environment



BRANDS: Adds three new leading brands into our portfolio



PRODUCTS: Expansion into complementary product segments



CUSTOMERS: Increased relevance at retail and partnerships in new channels



PLATFORM: Creates preeminent consolidation platform in Housewares



MANAGEMENT: Combination of two proven management teams

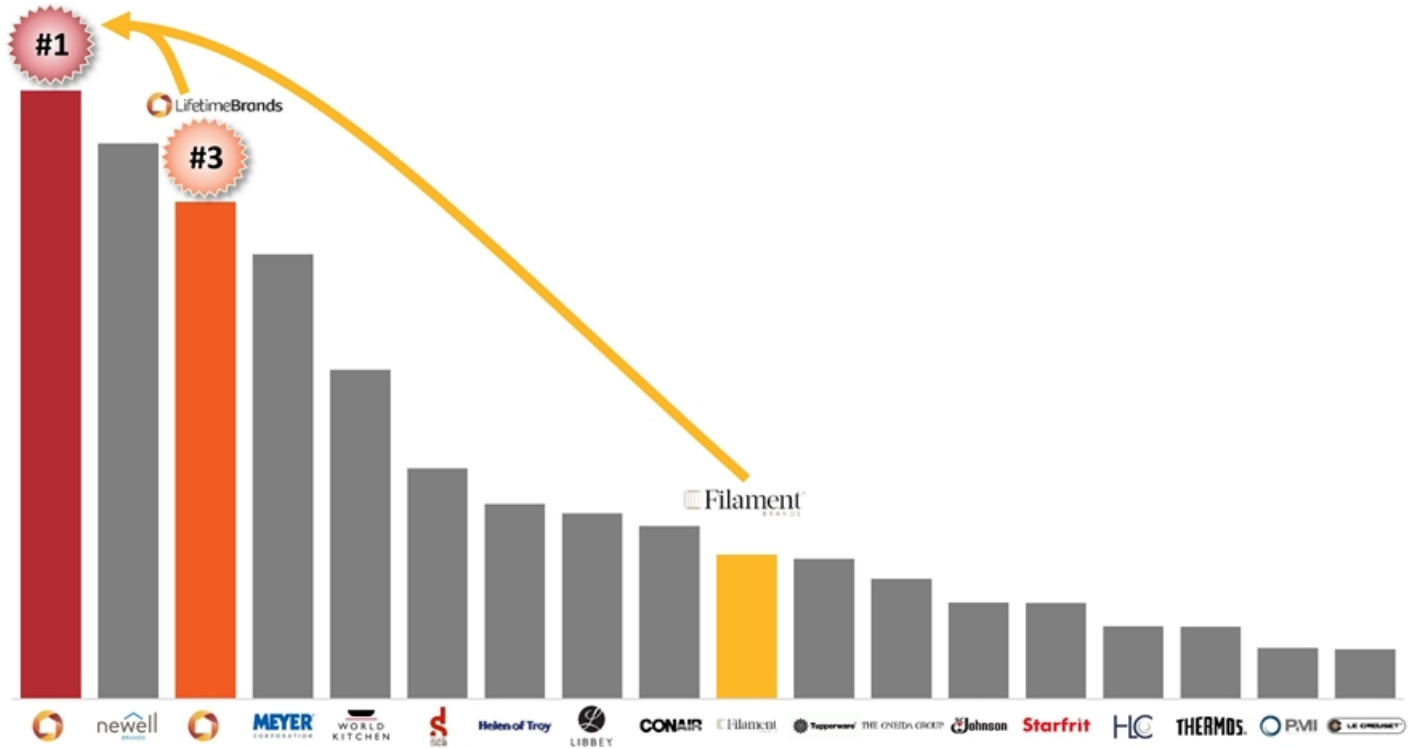


PROFITABILITY: Meaningfully enhances margins and cash flow



SCALE: #1 NORTH AMERICAN NON-ELECTRIC HOUSEWARES COMPANY

LifetimBrands
+
Filament



Source: Euromonitor Retail Sales Data for North America CY2016 Housewares industry, including cooking utensils, dishes, tableware, cutlery, drinkware, and other small articles used in a home



OUR LEADING BRANDS







ADDS NEW COMPLEMENTARY PRODUCT SEGMENTS

<p>Kitchen Measurement #1</p> <p>TAYLOR. SALTER</p>  <p>New Segment</p>	<p>Wine & Bar #1</p> <p>rabbit RBT MAKO HOUDINI</p>  <p>New Segment</p>	<p>Kitchen Tools & Gadgets #1 (1)</p> <p>chef'n dsti vibe</p>  <p>Enhanced Segment</p>
<p>Commercial #1</p> <p>TAYLOR. Starbucks lab</p>  <p>New Segment</p>	<p>Bath Measurement #1</p> <p>TAYLOR. HOMEDICS SALTER Eat Smart</p>  <p>New Segment</p>	<p>Weather Measurement</p> <p>TAYLOR. SPRINGFIELD.</p>  <p>New Segment</p>



INCREASED RELEVANCE WITH CUSTOMERS

Combined Revenue Relative to Lifetime Brands

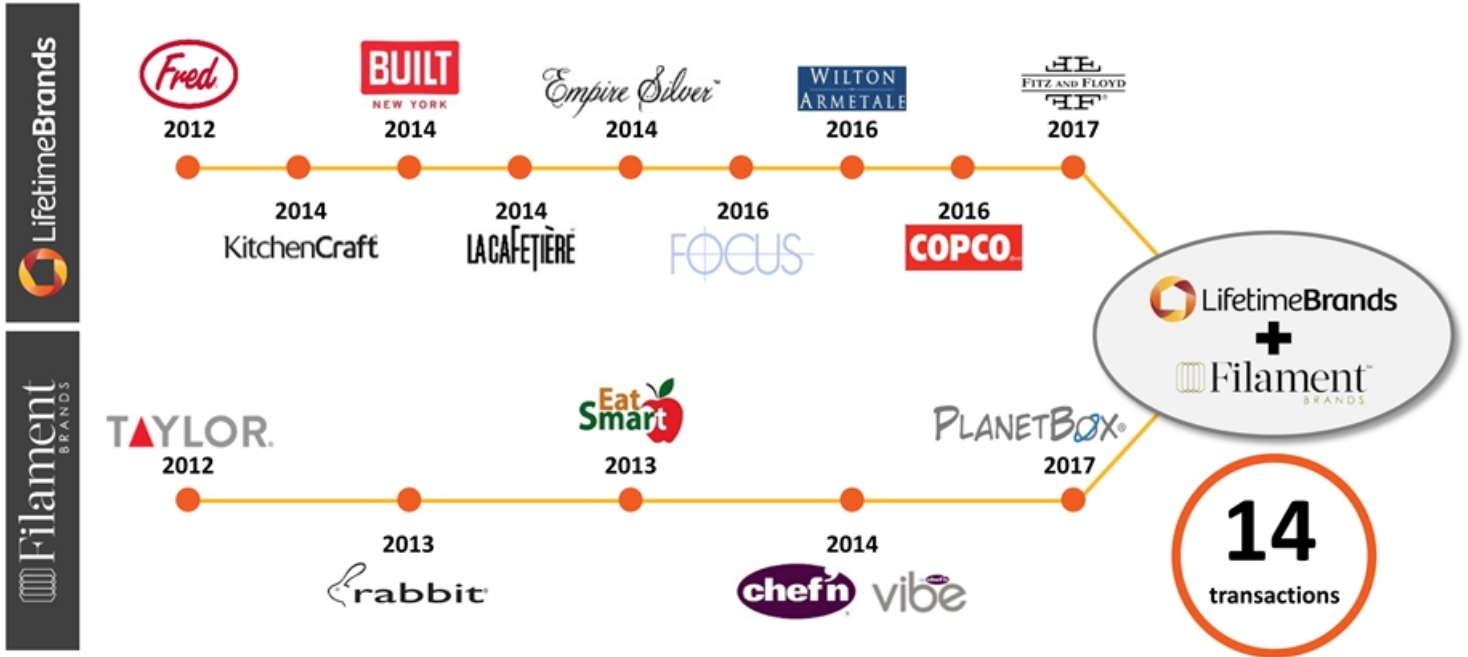
Walmart 	1.2x	meijer	1.2x
 TARGET	1.6x	Publix	1.9x
amazon 	1.4x	WILLIAMS SONOMA	2.0x
Direct-to- Consumer	1.7x		11.1x

Key New Relationships





LEADING HOUSEWARES CONSOLIDATION PLATFORM



Proven Integration Capabilities and Repeatable M&A Strategy



EXPANDED MANAGEMENT CAPABILITIES

Robert B. Kay



Norwest Mezzanine Partners



Highly Experienced Filament Brands Team





PROFITABILITY: ENHANCED MARGINS AND CASH FLOW

Net Sales



+30%

EBITDA



+2x

EBITDA Margin



+400 bps

EPS



**Meaningfully
Accretive**

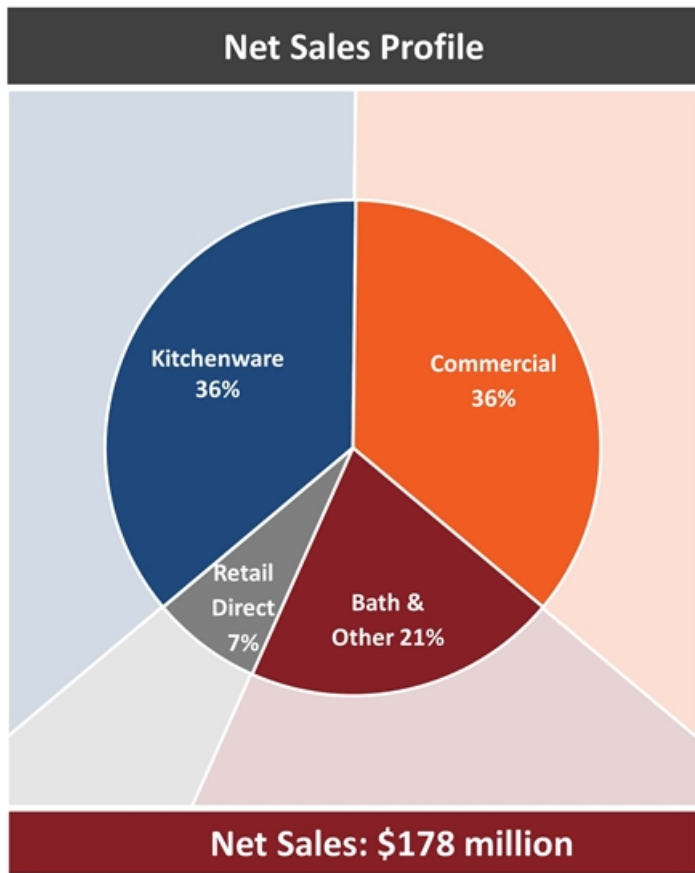
Milestone on the Road to Surpassing \$100 million in EBITDA

A digital scale display showing the number 126.4 in white on a blue background. The scale is dark blue and sits on a wooden surface.

FILAMENT BRANDS





















FILAMENT BRANDS OVERVIEW



Key Brands

Category	Brands	#1 Segment Position
Kitchen Measurement	TAYLOR. SALTER	✓
Kitchen Tools & Gadgets	chef'n dstif vibe	
Wine & Bar	rabbit MAKO RBT HOUDINI	✓
Commercial	TAYLOR. lab Starbucks	✓
Bath Measurement	TAYLOR. SALTER Eat Smart HOMEICS	✓
Weather Measurement/Travel	SPRINGFIELD. TAYLOR.	
Retail Direct	PLANETBOX. Eat Smart	

ICONIC BRANDS AND ROBUST PRODUCT PORTFOLIO

TAYLOR		chef'n		rabbit	
					
					
					

AWARD WINNING INNOVATION ENGINE

TAYLOR



Taylor Digital Scale



2017

chef'n



Chef'n Freshforce Citrus Press

amazon



2,000+ Reviews

RBT
BLEND • WINE • BAR



RBT by Rabbit Wine Decanter



2016

Red Dot Design Award Winner



Starbucks Hydration

*Strategic Partner
and Exclusive
Hydration Supplier*



TRANSACTION OVERVIEW

KEY TRANSACTION HIGHLIGHTS

Consideration⁽¹⁾

- Aggregate purchase consideration of approximately \$313 million
- Inclusive of synergies and the effect of the net present value of inherited tax attributes, represents a Pro Forma Adjusted EBITDA multiple of approximately 6.3x
- At close, Lifetime will issue additional shares to Filament's equity holder representing 27% of Lifetime Brands common stock on a fully diluted basis
- At close, Lifetime will pay an agreed amount of cash, which is expected to be used to (x) repay preferred equity holders, (y) fund other transaction-related obligations and (z) repay certain outstanding debt

Value Creation

- Meaningfully accretive to Lifetime Brands normalized earnings per share in the first fiscal year after closing the transaction
- Expect to achieve run-rate synergies of \$8 million within the first year and additional revenue synergy opportunity by leveraging complementary strengths not quantified

Capital Structure

- Committed financing in place for cash portion and debt refinancing for the transaction
- Expected pro forma leverage ratio below 4.0x after synergies
- Achieve target leverage of 3.0x or below within two years from the close of the transaction

Closing Conditions

- Subject to Hart-Scott-Rodino and Lifetime Brands shareholders approval

Dividend

- Lifetime Brands expects to maintain its current dividend per share

Timing

- Transaction expected to close in the first half of 2018



Note: Represents figures for PF LTM Q3 2017

(1) Enterprise value calculated based on Lifetime Brands share price of \$17.10 as of December 21, 2017; Estimated debt balance at closing. Net present value of tax benefits of \$34 million

KEY GOVERNANCE HIGHLIGHTS

Management

- Jeffrey Siegel, currently Chairman and CEO of Lifetime Brands, will serve as Executive Chairman of Lifetime Brands
- Robert B. Kay, currently CEO of Filament Brands, shall become CEO of Lifetime Brands

Board of Directors

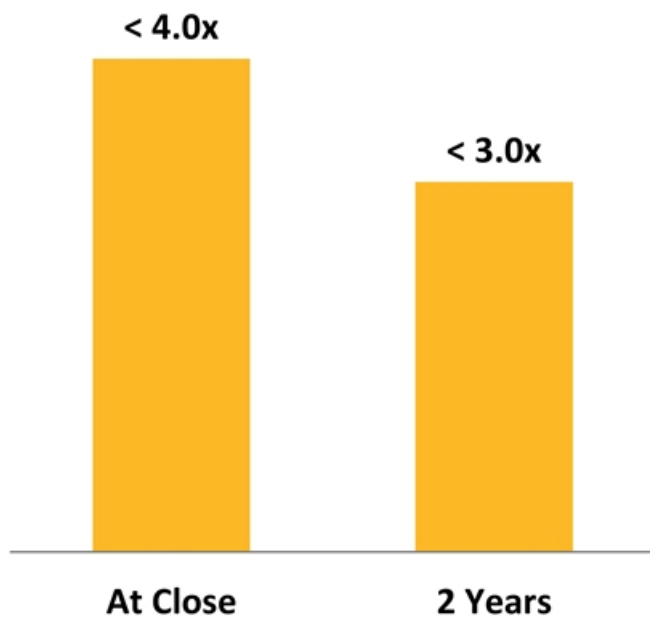
- Lifetime Brands will increase the number of directors on the board from 10 to 13
 - One of whom shall be Robert B. Kay
 - Two of whom shall be designated by Filament Brands equity holder
- Jeffrey Siegel to remain Chairman of Lifetime Brands Board of Directors
- Ronald Shiftan to remain Vice Chairman of Lifetime Brands Board of Directors

Shareholder Considerations

- Certain insider shareholders are in support of the transaction
- Filament's equity holder will enter into a customary lock-up of their shares through 2019

COMMITMENT TO RAPID DELEVERAGING

Estimated Net Debt / PF EBITDA



Commentary

- Committed financing in place to execute transaction
- High levels of cash flow generation from the combined companies that exceed industry averages
- High Free Cash Flow conversion drives rapid deleveraging
- Expect to maintain Lifetime's current dividend per share

Expect to Reduce Net Leverage to 3.0x or Below Within Two Years

\$8 MILLION OF IDENTIFIED SYNERGY OPPORTUNITIES

Supply Chain

- Consolidate warehouses and eliminate overlapping functions related to warehousing
- Rationalize footprint and workforce in China

Sales & Marketing

- Utilize Lifetime's in-house sales force to reduce costs
- Eliminate overlapping marketing positions

Overlapping G&A

- Elimination of redundant back office operations

One-Time Costs

- Expect one-time costs of \$4.5 million to achieve identified synergies

Expect to Fully Realize Synergies Within One Year

A PREMIER HOUSEWARES PLATFORM



TRANSACTION CREATES CRITICAL MASS



Net Sales:	\$590 million		\$770 million
EBITDA:	\$46 million		\$85+ million⁽¹⁾
Leading Brands:	5		8
Product Segments Served:	22		27
#1 Positions	5		9
Operational Efficiencies:	Improving		Enhanced
Free Cash Flow:	Strong		Stronger

Transaction Creates a Larger and More Diversified Business



Note: Represents pro forma estimated figures at close
 (1) Includes \$8 million of estimated cost synergies

CLOSING THOUGHTS



Creates company of meaningful scale in the Housewares industry with critical mass across all channels including eCommerce



Product portfolio and corporate scale opportunities to grow both top and bottom line



Allows Lifetime to capitalize on its significant investments in Sales, Distribution, eCommerce, Sourcing, and IT infrastructure



Unlocks new opportunities in the commercial channel and creates expanded International sales opportunities



Financially compelling transaction which is accretive to EBITDA margins and to EPS



Adds new, long-term institutional shareholder to the ownership structure



Creates premier platform to continue to drive consolidation in the Housewares sector



Milestone significantly accelerates Lifetime's strategic objective to surpass \$100 million in EBITDA