

HELEN OF TROY LTD  
Form 8-K  
March 20, 2014

**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): **March 14, 2014**

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**HELEN OF TROY LIMITED**

(Exact name of registrant as specified in its charter)

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Commission File Number: **001-14669**

**Bermuda**  
(State or other jurisdiction of  
incorporation or organization)

**74-2692550**  
(I.R.S. Employer  
Identification No.)

**CLARENDON HOUSE**

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**2 CHURCH STREET**

**HAMILTON, BERMUDA**

(Address of principal executive offices)

**ONE HELEN OF TROY PLAZA**

**EL PASO, TEXAS 79912**

(United States mailing address of registrant and zip code)

**915-225-8000**

(Registrant's telephone number, including area code)

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:

- 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))
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**Item 2.03  
a Registrant.**

**Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of**

As previously disclosed, Helen of Troy Limited, a Bermuda company (the Company), and Helen of Troy, L.P., a Texas limited partnership, entered into the Credit Agreement, dated December 30, 2010, by and among the Company, the Borrower, Bank of America, N.A., and the other lenders party thereto (as amended, the Credit Agreement). The Credit Agreement was amended on February 7, 2014 to, among other things, increase the unsecured revolving commitment of the Credit Agreement from \$250 million to \$375 million, subject to the terms and limitations described in the Credit Agreement. On March 14, 2014, a principal amount of \$200 million was borrowed under the Credit Agreement. The proceeds of the borrowing and cash on hand were used to pay for all common shares properly tendered and not properly withdrawn for an aggregate purchase price of approximately \$245.6 million (excluding fees and expenses relating to the tender offer) in connection with the Company's modified Dutch auction tender offer, which expired at 12:00 midnight, New York City time, on Monday, March 10, 2014. The commitment under the Credit Agreement terminates on December 30, 2015.

**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.

**HELEN OF TROY LIMITED**

Date: March 20, 2014

/s/ Thomas J. Benson  
Thomas J. Benson  
Chief Financial Officer