

LIFETIME BRANDS, INC
Form 8-K
June 10, 2016

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 10, 2016 (June 9, 2016)

Lifetime Brands, Inc.

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction

of Incorporation)

0-19254
(Commission

File Number)

1000 Stewart Avenue, Garden City, New York 11530

11-2682486
(IRS Employer

Identification No.)

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(Address of Principal Executive Offices) (Zip Code)

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

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

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))

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On June 9, 2016, Lifetime Brands, Inc. (the Company) held its 2016 Annual Meeting of Stockholders (the Annual Meeting), at which the Company's stockholders approved an amendment to Article Fourth of the Second Restated Certificate of Incorporation of the Company to increase the Company's authorized common stock, par value \$0.01 per share (the Common Stock), from 25,000,000 shares to 50,000,000 shares (the Charter Amendment). Prior to the Charter Amendment, the Company's Second Restated Certificate of Incorporation authorized the Board to issue a maximum of 27,000,100 shares of the Company's capital stock, consisting of 25,000,000 shares of the Common Stock, 100 shares of Series A preferred stock, par value \$1.00 per share, and 2,000,000 shares of Series B Preferred Stock, par value \$1.00 per share.

The Charter Amendment is described in the Company's definitive proxy statement filed with the U.S. Securities and Exchange Commission on April 21, 2016 (the 2016 Annual Meeting Proxy Statement), and that description of the Charter Amendment included in the 2016 Annual Meeting Proxy Statement is incorporated herein by reference. The description of the Charter Amendment is qualified in its entirety by reference to the full text of the Certificate of Amendment to the Company's Second Restated Certificate of Incorporation (the Certificate of Amendment), which is filed as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated herein by reference.

On June 10, 2016, the Company filed the Certificate of Amendment with the Secretary of State of the State of Delaware implementing the Charter Amendment.

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

At the 2016 Annual Meeting, stockholders voted on the following matters, which are described in detail in the 2016 Annual Meeting Proxy Statement: (i) to elect ten (10) directors to serve on the Company's Board of Directors (the Board) until the 2017 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, 2016 (Proposal 2); and (iii) to approve the Charter Amendment (Proposal 3). At the 2016 Annual Meeting, the holders of 13,250,446 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 2016 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 nominees unanimously recommended by the Board, each of whom were named in the 2016 Proxy Statement, were elected to serve on the Board to hold office until the 2017 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 | 12,076,849 | 310,232 | 863,365 |
| Ronald Shiftan | 11,958,736 | 428,345 | 863,365 |
| Craig Phillips | 11,958,736 | 428,345 | 863,365 |
| Michael J. Jeary | 11,887,922 | 499,159 | 863,365 |
| John Koegel | 12,080,365 | 306,716 | 863,365 |

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| | | | |
|------------------------|------------|---------|---------|
| Cherrie Nanninga | 12,027,395 | 359,686 | 863,365 |
| Dennis E. Reaves | 12,128,351 | 258,730 | 863,365 |
| Michael J. Regan | 12,128,351 | 258,730 | 863,365 |
| Sara Genster Robling | 12,218,119 | 168,962 | 863,365 |
| William U. Westerfield | 12,075,949 | 311,132 | 863,365 |

Proposal 2: Ratification of Appointment of Independent Registered Public Accountants

The appointment of Ernst & Young LLP to serve as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2016 was ratified based on the following votes:

| | | | BROKER |
|------------|---------|---------|-----------|
| FOR | AGAINST | ABSTAIN | NON-VOTES |
| 13,042,935 | 207,311 | 200 | |

Proposal 3: Approval of Amendment to Article Fourth of the Second Restated Certificate of Incorporation of the Company to increase the Company's authorized common stock from 25,000,000 shares to 50,000,000 shares

The Amendment to Article Fourth of the Second Restated Certificate of Incorporation was approved, based on the following votes:

| | | | BROKER |
|------------|-----------|---------|-----------|
| FOR | AGAINST | ABSTAIN | NON-VOTES |
| 10,413,249 | 2,834,943 | 2,254 | |

Item 7.01 Regulation FD Disclosure.

On June 10, 2016, the Company issued a press release announcing the results of the votes cast at the 2016 Annual Meeting and the declaration of a quarterly cash dividend of \$0.0425 per share payable on August 15, 2016 to stockholders of record as of the close of business on August 1, 2016 (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.

3.1 Certificate of Amendment to Second Restated Certificate of Incorporation of Lifetime Brands, Inc.

99.1 Press release issued by Lifetime Brands, Inc. on June 10, 2016 announcing the results of the 2016 Annual Meeting and the declaration of a quarterly cash dividend

Signature

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 thereunto duly authorized.

Lifetime Brands, Inc.

By: /s/ Laurence Winoker
Laurence Winoker
Senior Vice President Finance, Treasurer
and Chief Financial Officer

Date: June 10, 2016

Exhibit Index

| Exhibit No. | Description |
|-------------|---|
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