LIFETIME BRANDS, INC

Form 4

February 23, 2016

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL

Number: 3235-0287

Expires: January 31, 2005 Estimated average

burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or

SECURITIES

Form 5 obligations may continue. See Instruction See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).
(Print or Type Responses)

1. Name and Address of Reporting Person * Mill Road Capital II, L.P.

2. Issuer Name **and** Ticker or Trading Symbol

LIFETIME BRANDS, INC [LCUT]

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)

__ Director ___ X__ 10% Owner __ Officer (give title _____ Other (specify

(Check all applicable)

382 GREENWICH AVENUE, SUITE ONE

(Street) 4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

02/19/2016

Applicable Line)
____ Form filed by One Reporting Person
X Form filed by More than One Reporting

Person

below)

GREENWICH, CT 06830

(City)	(State)	Zip) Table	e I - Non-D	erivative	Securi	ities Acc	quired, Disposed o	of, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securion(A) or D (D) (Instr. 3,	4 and (A) or	d of	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)
Common Stock, \$0.01 par value	02/19/2016				` ,		1,439,429	D (1)	
Common Stock, \$0.01 par value	02/23/2016		P	500	A	\$ 11.5	1,439,929	D (1)	

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

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SEC 1474

(9-02)

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displays a currently valid OMB control number.

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. Transactio Code (Instr. 8)	5. 6. Date Exercis onNumber Expiration Date of (Month/Day/Ye Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,		ate	7. Titl Amou Under Secur (Instr.	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
reporting o where there is a recommendation	Director	10% Owner	Officer	Other			
Mill Road Capital II, L.P. 382 GREENWICH AVENUE SUITE ONE GREENWICH, CT 06830		X					
Mill Road Capital II GP LLC 382 GREENWICH AVENUE SUITE ONE GREENWICH, CT 06830		X					
LYNCH THOMAS E 382 GREENWICH AVENUE SUITE ONE GREENWICH, CT 06830		X					
Scharfman Scott 382 GREENWICH AVENUE SUITE ONE GREENWICH, CT 06830		X					

Signatures

/s/ Charles M. B. Goldman, Management Committee Director of sole general partner on behalf of Mill Road Capital, L.P.					
**Signature of Reporting Person	Date				
/s/ Charles M. B. Goldman, Management Committee Director on behalf of Mill Road Capital	02/23/2016				

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II GP LLC

**Signature of Reporting Person Date /s/ Charles M. B. Goldman on behalf of Thomas E. Lynch by power of attorney 02/23/2016 **Signature of Reporting Person Date /s/ Charles M. B. Goldman on behalf of Scott P. Scharfman by power of attorney 02/23/2016 Date

**Signature of Reporting Person

Explanation of Responses:

- 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).
 - 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
- (1) 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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