LIFETIME BRANDS, INC
Form 10-K
March 16, 2018

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K

ANNUAL REPORT PURSUANT TO SECTION 13 or 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended: December 31, 2017

or

TRANSITION REPORT PURSUANT TO SECTION 13 or 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from __________ to __________

Commission file number: 0-19254

LIFETIME BRANDS, INC.

(Exact name of registrant as specified in its charter)

Delaware	**11-2682486**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**

1000 Stewart Avenue, Garden City, New York 11530

(Address of principal executive offices, including Zip Code)

(516) 683-6000

(Registrant s telephone number, including area code)

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

Common Stock, $.01 par value	**The NASDAQ Global Select Market**
(Title of each class)	**(Name of each exchange on which registered)**

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.

Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant s knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company or an emerging growth company. See the definitions of large accelerated filer , accelerated filer , smaller reporting company and emerging growth company in Rule 12b-2 of the Exchange Act:

Large accelerated filer	Accelerated filer
Non-accelerated filer (do not check if a smaller reporting company)	Smaller reporting company
	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.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes No

The aggregate market value of 12,313,851 shares of the voting common equity held by non-affiliates of the registrant as of June 30, 2017 was approximately $223,496,396. Directors, executive officers, and trusts controlled by said individuals are considered affiliates for the purpose of this calculation and may not necessarily be considered affiliates for any other purpose.

The number of shares of common stock, par value $.01 per share, outstanding as of March 2, 2018 was 20,540,268.

DOCUMENTS INCORPORATED BY REFERENCE

Parts of the registrant s definitive proxy statement for the 2018 Annual Meeting of Stockholders to be filed pursuant to Regulation 14A under the Securities Exchange Act of 1934 are incorporated by reference in Part III of this Annual Report.

Table of Contents

LIFETIME BRANDS, INC.

FORM 10-K

TABLE OF CONTENTS

Table of Contents

DISCLOSURE REGARDING FORWARD-LOOKING STATEMENTS

This Annual Report on Form 10-K of Lifetime Brands, Inc. (the Company and, unless the context otherwise requires, references to the Company shall include its consolidated subsidiaries) contains forward-looking statements as defined by the Private Securities Litigation Reform Act of 1995. These forward-looking statements include information concerning the Company s and its subsidiaries plans, objectives, goals, strategies, future events, future revenues, performance, capital expenditures, financing needs and other information that is not historical information. Many of these statements appear, in particular, under the headings *Business* and *Management s Discussion and Analysis of Financial Condition and Results of Operations* included in Item 1 of Part I and Item 7 of Part II, respectively. When used in this Annual Report on Form 10-K, the words estimates, expects, anticipates, projects, plans, intends, may, should, seeks, potential and variations of such words or similar expressions are intended to identify forward-looking statements. All forward-looking statements, including, without limitation, the Company s examination of historical operating trends, are based upon the Company s current expectations and various assumptions. The Company believes there is a reasonable basis for its expectations and assumptions, but there can be no assurance that the Company will realize its expectations or that the Company s assumptions will prove correct.

There are a number of risks and uncertainties that could cause the Company s actual results to differ materially from the forward-looking statements contained in this Annual Report. Important factors that could cause the Company s actual results to differ materially from those expressed as forward-looking statements are set forth in this Annual Report, including the risk factors discussed in Part I, Item 1A under the heading *Risk Factors*.

Except as may be required by law, the Company undertakes no obligation to publicly update or revise forward-looking statements which may be made to reflect events or circumstances after the date made or to reflect the occurrence of unanticipated events.

WHERE YOU CAN FIND OTHER INFORMATION

The Company is required to file its annual reports on Forms 10-K and quarterly reports on Forms 10-Q, and other reports and documents as required from time to time with the United States Securities and Exchange Commission (the SEC). The Company also maintains a website at *http://www.lifetimebrands.com.* Information contained on this website is not a part of or incorporated by reference into this Annual Report. The Company makes available on its website the Company s Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, current reports on Form 8-K and amendments to these reports as soon as reasonably practicable after these reports are filed with or furnished to the SEC. Users can access these reports free of charge on the Company s website. The public may read and copy any materials that the Company files with the SEC at the SEC s Public Reference Room at 100 F Street, NE, Washington, DC 20549. Information may be obtained with respect to the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. The SEC also maintains an Internet site that contains reports, proxy and information statements, and other information regarding the Company s electronic filings with the SEC at *http://www.sec.gov.*

Table of Contents

PART I

Item 1. Business

OVERVIEW

The Company designs, sources and sells branded kitchenware, tableware and other products used in the home and markets its products under a number of widely-recognized brand names and trademarks, which are either owned or licensed by the Company, or through retailers private labels and their licensed brands. The Company s products, which are targeted primarily towards consumer purchases of moderately priced kitchenware, tableware and housewares, are sold through virtually every major level of trade. The Company generally markets several lines within each of its product categories under more than one brand. The Company sells its products directly to retailers (including through their Internet websites) and, to a lesser extent, to distributors. The Company also sells a limited selection of its products directly to consumers through its own Internet websites. At the heart of the Company is a culture of innovation. The Company expects to introduce approximately 4,000 new or redesigned products globally in 2018. Newly introduced products generally reach their peak sales in 12 to 18 months.

The Company s product categories include two categories of products used to prepare, serve and consume foods, Kitchenware (kitchen tools and gadgets, cutlery, cutting boards, shears, cookware, pantryware, spice racks and bakeware) and Tableware (dinnerware, stemware, flatware and giftware); and one category, Home Solutions, which comprises other products used in the home (thermal beverageware, food storage, neoprene travel products and home décor).

The Company has a presence in international markets through subsidiaries and affiliate companies that are based outside of the United States. Lifetime Brands Europe is comprised of the Kitchen Craft business, acquired in 2014, and Creative Tops, acquired in 2011. Kitchen Craft is a leading supplier of kitchenware products and accessories in the U.K. and in over 80 countries. Creative Tops is a supplier of private label and branded tableware products (including La Cafetière and Randwyck brands, acquired in 2014) in the U.K. and other countries in Europe. The Company also has a subsidiary in China to supply kitchenware and tableware products to the market and a subsidiary based in Hong Kong to facilitate the sale of its products to other parts of Asia and smaller markets elsewhere in the world. The Company has a presence in Mexico and other parts of Latin America (excluding Brazil) through its 30% equity interest in Grupo Vasconia, S.A.B. (Vasconia), a housewares company and aluminum manufacturer based in Mexico; and a strategic alliance with a Canadian company to distribute many of the Company s products in Canada.

The Company continually evaluates opportunities to expand the reach of its brands and to invest in other companies that operate principally outside the United States and that own or license complementary brands. These opportunities involve risks as the industry and foreign markets may not evolve as anticipated and the Company s objectives may not be achieved.

In addition to seeking opportunities to expand the Company s international footprint, the Company regularly evaluates potential acquisitions of businesses or product lines to grow its product offerings and distribution in the United States market. In December 2012, the Company acquired Fred® & Friends, a business which designs and markets novelty housewares and other products under the Fred® brand. The acquisition resulted in an expansion of the Company s Kitchenware product category to include novelty kitchen tools, tableware accessories, party goods, personal accessories and other products. In 2014, the Company acquired certain assets of Built NY, a designer and distributor of brightly colored, uniquely patterned neoprene travel products, including bags, totes, cases and sleeves, and acquired the business and assets of Empire Silver Company, a manufacturer of sterling silver and pewter giftware products.

In 2016, the Company further expanded its brand portfolio through the acquisition of certain brands and certain other assets of Wilton Armetale, the acquisition of certain assets of the Kitchen division of Focus Products Group, LLC, and the acquisition of the Copco® product line. The Focus Products Group acquisition included kitchenware and bakeware products marketed under the Amco Houseworks®, Chicago Metallic and Swing-A-Way® brands. The Copco® product line specializes in thermal and hydration beverageware, tea kettles and kitchen organization products. In 2017, the Company acquired the Fitz and Floyd business. Fitz and Floyd designs, sources, markets and distributes Fitz and Floyd® and other branded tabletop products and decorative ceramic collections.

Table of Contents

On December 22, 2017, the Company entered into a merger agreement (the Merger Agreement) by and among the Company, certain of the Company s wholly-owned subsidiaries created for the purpose of entering into the Merger Agreement and performing the transactions contemplated thereby, Taylor Parent, LLC, a Delaware limited liability company (Taylor Parent) and Taylor Holdco, LLC, a Delaware limited liability company (Taylor), providing for the acquisition of Taylor by the Company. At a special meeting of stockholders held on February 28, 2018, stockholders approved the issuance of shares of common stock of the Company pursuant to the Merger Agreement and the acquisition was completed on March 2, 2018. Taylor and its subsidiaries (dba Filament Brands) primarily design, market and distribute consumer and food service precision measurement products, including kitchen scales, thermometers and timers, bath scales, wine accessories, kitchen tools, hydration products and select outdoor products to major retailers in the United States, Canada and select distributors throughout Europe and Asia. Taylor distributes products under the Taylor, Salter, Springfield, HoMedics, Rabbit, Houdini, Metrokane, Mako, EatSmart, TravelWise, Chef n, Vibe, d.stil, RBT and private label brand names. The aggregate consideration for Taylor was approximately $297.3 million, including 5.6 million newly issued shares of the Company s common stock, with a value equal to $76.9 million.

The Company is a Delaware corporation, incorporated on December 22, 1983.

The Company s top brands and their respective product categories as of December 31, 2017 are:

Brand	Licensed/Owned	Product Category
Farberware®	Licensed (1)	Kitchenware
Mikasa®	Owned	Tableware and Home Solutions
KitchenAid®	Licensed	Kitchenware
Pfaltzgraff®	Owned	Kitchenware, Tableware and Home Solutions
KitchenCraft®	Owned	Kitchenware
Fitz and Floyd®	Owned	Tableware
Sabatier®	Licensed	Kitchenware
Kamenstein®	Owned	Kitchenware
BUILT NY®	Owned	Home Solutions
MasterClass®	Owned	Kitchenware
Fred®	Owned	Kitchenware
LaCafetière®	Owned	Tableware

(1) The Company has a royalty free license to utilize the Farberware® brand for kitchenware and tableware products for a term that expires in 2195, subject to earlier termination under certain circumstances.

With the exception of the Company s sterling silver products, the Company sources almost all of its products from suppliers located outside the United States, primarily in the People s Republic of China. The Company manufactures its sterling silver products at a leased facility in San Germán, Puerto Rico and fills canisters with spices and assembles spice racks at its owned Winchendon, Massachusetts distribution facility.

BUSINESS SEGMENTS

The Company s segments include three categories, U.S. Wholesale, International and Retail Direct. The U.S. Wholesale segment includes the domestic operations of the Company s primary business that designs, markets and distributes its products to retailers and distributors. Certain business operations conducted outside the U.S., including

Kitchen Craft and Creative Tops, are included in the International segment. The Retail Direct segment is that in which the Company markets and sells a limited selection of its products through its Pfaltzgraff, Mikasa, Fred and Friends, Built NY, Fitz and Floyd, Housewares Deals and Lifetime Sterling internet websites. The Company has segmented its operations to reflect the manner in which management reviews and evaluates the results of its operations.

Table of Contents

Additional information regarding the Company s reportable segments is included in Note K of the Notes to the Consolidated Financial Statements included in Item 15.

CUSTOMERS

The Company s wholesale customers include mass merchants, specialty stores, national chains, department stores, warehouse clubs, supermarkets, off-price retailers, home and garden centers, pharmacies and Internet retailers.

The Company s products are sold globally to a diverse customer base including mass merchants (such as Walmart and Target), specialty stores (such as Bed Bath & Beyond and Dunelm), national chains (such as Kohl s and JCPenney), department stores (such as Macy s, Belk and John Lewis), warehouse clubs (such as Costco, Sam s Club and BJs), supermarkets (such as Stop & Shop, Meijer, Winn-Dixie, Kroger, Tesco, Waitrose and Sainsbury s), off-price retailers (such as TJX Companies, Ross Stores and Big Lots), home and garden centers (such as TrueValue, ACE Hardware Stores and Wyevale), pharmacies (such as Walgreens) and Internet retailers (such as Amazon). The Company also does business with independent retailers, including through business-to-business Internet sites aimed at independent retailers.

The Company also operates its own consumer Internet sites that provide information about the Company s products and offer consumers the opportunity to purchase a limited selection of the Company s products directly from the Company.

During the years ended December 31, 2017, 2016 and 2015, Wal-Mart Stores, Inc., including Sam s Club and Asda Superstore, (Walmart), accounted for 15%, 16% and 16% of consolidated net sales, respectively. During the year ended December 31, 2016, Costco Wholesale Corporation, (Costco), accounted for 10% of consolidated net sales. No other customer accounted for 10% or more of the Company s net sales during these periods.

DISTRIBUTION

The Company sells its products directly to retailers and, to a lesser extent, to distributors. The Company also sells a limited quantity of the Company s products to individual consumers and smaller retailers through its own Internet sites. The Company operates distribution centers at the following locations:

Location	**Size** (square feet)
Fontana, California [1]	753,000
Rialto, California [1]	703,000
Robbinsville, New Jersey	700,000
Birmingham, England	183,000
Winchendon, Massachusetts	175,000
Corby, England	143,000
Medford, Massachusetts	5,590

(1) In February 2017 the Company entered into a lease agreement for warehouse and distribution space in Rialto, California. The Company took possession of this facility in December 2017. The facility will serve as the Company s West Coast distribution facility primarily for its U.S. Wholesale segment and will replace the

Company s existing Fontana, California facility, the lease for which expires in March 2018.

SALES AND MARKETING

The Company s sales and marketing staff coordinates directly with its wholesale customers to devise marketing strategies and merchandising concepts and to furnish advice on advertising and product promotion. The Company has developed many promotional programs for use in the ordinary course of business to promote sales throughout the year.

The Company s sales and marketing efforts are supported from its principal offices and showroom in Garden City, New York; as well as showrooms in New York, New York; Medford, Massachusetts; Atlanta, Georgia; Bentonville, Arkansas; Issaquah, Washington; Pawtucket, Rhode Island; Menomonee Falls, Wisconsin; Birmingham, England; Corby, England and Hong Kong.

Table of Contents

The Company generally collaborates with its largest wholesale customers and in many instances produces specific versions of the Company s product lines with exclusive designs and/or packaging for their stores.

DESIGN AND INNOVATION

At the heart of the Company is a culture of innovation and new product development. The Company s global in-house design and development teams currently consist of approximately 120 professional designers, artists and engineers. Utilizing the latest available design tools, technology and materials, these teams create new products, redesign existing products and create packaging and merchandising concepts.

SOURCES OF SUPPLY

The Company sources its products from hundreds of suppliers. Most of the Company s suppliers are located in the People s Republic of China. The Company also sources products from suppliers in Hong Kong, Vietnam, the United States, Taiwan, Slovakia, the United Kingdom, Malaysia, India, Indonesia, Netherlands, Thailand, Czech Republic, American Samoa, Mexico, Portugal, Italy, Japan, South Korea, Poland, Slovenia, France, Canada, Turkey, Germany, Israel and New Zealand. The Company orders products substantially in advance of the anticipated time of their sale by the Company. The Company does not have any formal long-term arrangements with any of its suppliers and its arrangements with most manufacturers allow for flexibility in modifying the quantity, composition and delivery dates of orders.

MANUFACTURING

The Company manufactures its sterling silver products at its leased manufacturing facility in San Germán, Puerto Rico and fills jars and other canisters with spices and assembles spice racks at the Company s owned Winchendon, Massachusetts distribution facility. The Company does not manufacture any of its other products.

COMPETITION

The markets for kitchenware, tableware and other products used in the home including home décor products are highly competitive and include numerous domestic and foreign competitors, some of which are larger than the Company. The primary competitive factors in selling such products to retailers are innovative products, brand, quality, aesthetic appeal to consumers, packaging, breadth of product line, distribution capability and selling price.

PATENTS

The Company owns approximately 350 design and utility patents. The Company believes that the expiration of any of its patents would not have a material adverse effect on the Company s business.

BACKLOG

Backlog is not material to the Company s business, because actual confirmed orders from the Company s customers are typically received within close proximity to the required shipment dates.

EMPLOYEES

At December 31, 2017, the Company had a total of 1,372 full-time employees, of whom 215 were located in Asia and 313 in Europe and 844 were located in the United States. In addition, the Company employed 31 people on a part-time basis, predominately in Corporate Marketing/Sales Support. The Company also hires seasonal workers at its distribution centers through temporary staffing agencies. None of the Company s employees are represented by a labor union or subject to collective bargaining agreements, except as required by local law. The Company believes that its relations with its employees are good.

REGULATORY MATTERS

The Company and its affiliates are subject to significant regulation by various governmental, regulatory and other administrative authorities.

As a manufacturer and distributor of consumer products, the Company is subject to the Consumer Products Safety Act in the United States and the Consumer Protection Act in the United Kingdom. Additionally, laws regulating certain consumer products exist in some cities and states, as well as in other countries in which the Company or its subsidiaries and affiliates sell products.

The Company s spice filling operation is regulated by the Food and Drug Administration.

The Company s operations also are subject to national, state and local environmental and health and safety laws and regulations, including those that impose workplace standards and regulate the discharge of pollutants into the environment and establish standards for the handling, generation, emission, release, discharge, treatment, storage and disposal of materials and substances including solid and hazardous wastes.

The Company is subject to risks and uncertainties associated with economic and political conditions in foreign countries, including but not limited to, foreign government regulations, taxes including value-added taxes, import and export duties and quotas, anti-dumping regulations and related tariffs associated with certain types of products, incidents and fears involving security, terrorism and wars, political unrest and other restrictions on trade and travel.

SEASONALITY

The Company s business and working capital needs are highly seasonal, with a majority of sales occurring in the third and fourth quarters. In 2017, net sales in the third and fourth quarters accounted for 60% of total annual net sales. In anticipation of the pre-holiday shipping season, inventory levels increase primarily in the June through October time period.

GEOGRAPHIC INFORMATION

Geographic information concerning the Company s revenues and long-lived assets is contained in Note K of the Notes to the Consolidated Financial Statements included in Item 15 of this Annual Report.

RESTRUCTURING

In 2016, to reduce costs and achieve synergies, the Company began the process of integrating its legal entities operating in Europe. During the year ended December 31, 2017, the Company recorded $1.0 million of restructuring expense related to the execution of this plan, primarily related to severance. The Company does not expect to incur additional restructuring charges in 2018 related to this integration.

In 2015 the Company commenced an in-depth review of its U.S. Wholesale business segment, which included the evaluation of the segment s efficiency and effectiveness, with the objective of developing a plan to restructure its operations as appropriate. During 2016 the Company expanded this restructuring plan to focus on specific actions required to achieve the plan s objectives. The restructuring plan included the realignment of product categories to best achieve the Company s strategic plan and the implementation of cost reduction initiatives. During the years ended December 31, 2016 and 2015, the Company recorded $2.4 million and $437,000, respectively, of restructuring expense. The Company does not expect to incur additional charges related to the U.S. Wholesale restructuring.

Item 1A. Risk Factors

The Company s businesses, operations, liquidity and financial condition are subject to various risks. The Company s business, financial condition or results of operation could be significantly affected by the risks below or additional risks not presently known to the Company or by risks that the Company presently deems immaterial such as changes in the economy, disruptions due to terrorist activity or manmade or natural disasters, or changes in law or accounting standards. The risks and uncertainties described below are those that the Company considers material.

Economic and political risks

The Company may be adversely affected by changes in U.S. and non-U.S. tax laws in the countries in which it operates.

On December 22, 2017, the Tax Cuts and Jobs Act (the Tax Act) was enacted. The Tax Act is one of the most comprehensive changes in U.S. corporate tax law and policy since 1986 and certain provisions are extremely complex in their application. The Tax Act revises the U.S. corporate income tax by, among other things, lowering the corporate income tax rate from 35% to 21%, adopting a quasi-territorial income tax system and imposing a one-time transition tax on foreign unremitted earnings, and setting limitations on deductibility of certain costs (e.g., interest expense).

The lower U.S. corporate income tax rate is effective January 1, 2018; however the Company s U.S. deferred tax assets and liabilities were adjusted in 2017 when the new tax law was enacted. Additionally, in 2017, as part of the transition to the new quasi-territorial tax system, the Tax Act imposes a one-time tax on deemed repatriation of foreign subsidiaries earnings.

Due to the complexities involved in the accounting for the Tax Act, on December, 22, 2017, the Securities and Exchange Commission s Staff Accounting Bulletin (SAB) 118 was issued to provide guidance to companies that have not yet completed their accounting for the Tax Act in the period of enactment. SAB 118 requires the Company to include in its financial statements a reasonable estimate of the impact of the Tax Act on earnings to the extent such estimate has been determined. Accordingly, the U.S. provision for income tax for 2017 is based on the reasonable estimate guidance provided by SAB 118. The Company is continuing to assess the impact from the Tax Act and will record adjustments in 2018. The final impact on the Company from the Tax Act s transition tax legislation may differ from the reasonable estimate due to the complexity of calculating and supporting with primary evidence such U.S. tax attributes as accumulated foreign earnings and profits, foreign tax paid, and other tax components involved in foreign tax credit calculations for prior years back to 1986. Such differences could be material, due to, among other things, changes in interpretations of the Tax Act, future legislative action to address questions that arise because of the Tax Act, changes in accounting standards for income taxes or related interpretations in response to the Tax Act, or any updates or changes to estimates the Company has utilized to calculate the transition tax s reasonable estimate. Such differences could have a material adverse effect upon the Company s results of operations.

The Company s business may be materially adversely affected by market conditions and by global and economic conditions and other factors beyond its control.

The Company s performance is affected by general economic factors, the strength of retail economies and political conditions that are beyond its control. Retail economies are impacted by factors such as consumer demand and the condition of the retail industry, which in turn, are affected by general economic factors. These general economic factors include, among other factors:

- recession, inflation, deflation, unemployment and other factors adversely affecting consumer spending patterns generally;
- conditions affecting the retail environment for the home and other matters that influence consumer spending in the home retail industry specifically;

conditions affecting the housing markets;

consumer credit availability and consumer debt levels;

material input costs, including fuel and energy costs and labor cost inflation;

foreign currency translation;

interest rates and the ability to hedge interest rate risks;

government policies including tax policies relating to value-added taxes, import and export duties and quotas, antidumping regulations and related tariffs, import and export controls and social compliance standards;

the impact of natural disasters, conflicts and terrorist activities;

unfavorable economic conditions in the United States, the United Kingdom, Continental Europe, Asia and elsewhere; and

unstable economic and political conditions, lack of legal regulation enforcement, civil unrest and political activism, particularly in Asia.

The referendum held in the United Kingdom (U.K.) on June 23, 2016 resulted in a determination that the U.K. should exit the European Union. Such an exit from the European Union would be unprecedented and it is unclear what impact this would have on the U.K. s access to the EU Single Market and on the legal and regulatory environment in which the Company operates, as well as its effect on the global macroeconomic environment. Net sales attributable to U.K. domiciled businesses were $95.9 million for the year ended December 31, 2017, and represent approximately 17% of the Company s consolidated net sales for the period. The uncertainty surrounding the terms of the U.K. s exit and its consequences could adversely impact the U.K economy, customers and investor confidence. It may contribute to additional market volatility, including volatility in the value of the British pound and European euro, and adversely affect the Company s businesses, results of operations, and financial condition.

Liquidity and financial risks

The Company has substantial indebtedness and the Company s business is highly seasonal.

The Company has a substantial amount of indebtedness and is dependent on the availability of its bank loan facilities to finance its liquidity needs. As of December 31, 2017, the Company had approximately $94.8 million of consolidated debt, including $94.7 million under its Second Amended and Restated Credit Agreement with JPMorgan Chase Bank, N.A, as Administrative Agent and Co-Collateral Agent, and HSBC Bank USA, National Association, as Syndication Agent and Co-Collateral Agent, and the other Lenders and Loan Parties party thereto, as amended, (the Former Credit Agreement). Until it was replaced, as described below, the Former Credit Agreement provided for, among other things, a Revolving Credit Facility commitment totaling $175.0 million (the Revolving Credit Facility) and a term loan that had been repaid in full in April 2017 (Term Loan). At December 31, 2017, borrowings under the Former Credit Agreement represented approximately 24% of total capital (indebtedness plus stockholders equity). The Company was permitted to borrow under its Revolving Credit Facility, subject to the limitations of a borrowing base. Because the borrowing capacity under the Revolving Credit Facility depended on levels of eligible inventory, accounts receivable and the appraised value of certain intellectual property that fluctuated from time to time, the full commitment amount might not have represented actual borrowing capacity at any given time. The financial covenants in the Former Credit Agreement limited the Company s ability to incur indebtedness.

In connection with the Company s acquisition of Taylor, on March 2, 2018 (1) the Company entered into a new credit agreement (with all exhibits, schedules and attachments thereto, the ABL Credit Agreement) with the Company, as a borrower and a guarantor, the other borrowers (the ABL Borrowers) party thereto, the other guarantors party thereto, JPMorgan Chase Bank, N.A. (JPMorgan), as administrative agent, and the lenders and issuing banks party thereto, evidencing a senior secured asset-based revolving credit facility provided to the Company and the ABL Borrowers in the maximum aggregate principal amount of $150.0 million, which facility will mature on March 2, 2023, and (2) the Company entered into a new loan agreement (with all exhibits, schedules and attachments thereto, the TLB Credit Agreement and, collectively with the ABL Credit Agreement, the Debt Agreements) with the Company, as the borrower and a guarantor, the other guarantors, JPMorgan, as administrative agent, Golub Capital LLC, as syndication agent, and the lenders party thereto, providing for a senior secured term loan credit facility to the Company in the principal amount of $275.0 million, which will mature on February 28, 2025. The term loan facility will be repaid, commencing June 30, 2018, in quarterly payments of principal equal to 0.25% of the original aggregate principal amount of the term loan facility. The maximum borrowing under the ABL Credit Agreement may be increased to up to $200.0 million if certain conditions are met. One or more tranches of additional term loans (the Incremental Facilities) may be added under the TLB Credit Agreement if certain conditions are met. The Incremental Facilities may not exceed the sum of (i) $50.0 million plus (ii) an unlimited amount so long as, in the case of (ii) only, the Company s secured net leverage ratio, as defined in and computed pursuant to the TLB Credit Agreement, is no greater than 3.75 to 1.00 subject to certain limitations and for the period defined pursuant to the TLB Credit Agreement.

The Company utilized the proceeds of borrowings under the revolving credit facility and the proceeds of the term loan (i) to repay in full all existing indebtedness for borrowed money under the Former Credit Agreement and (ii) to finance the acquisition of Taylor, the refinancing of certain indebtedness of Taylor and its subsidiaries, and the payment of fees and expenses in connection with the foregoing. The Company may be unable to generate cash sufficient to pay when due the principal of, interest on, or other amounts due with respect to, its indebtedness. In addition, the Company s business is seasonal with a significant amount of its revenue being realized during the latter portion of the year. Therefore, the Company s borrowing needs fluctuate widely based upon its working capital requirements.

Table of Contents

The debt financing obtained in connection with the Company s acquisition of Taylor increased the Company s debt and caused the Company to become more highly leveraged, resulting in increased risk of default on its obligations and an increase in debt service requirements which will adversely affect the Company s financial condition. The Company s leverage and the effects of seasonal fluctuations in its cash flow, borrowing requirements and ability to borrow could have significant negative consequences on the Company s financial condition and results of operations, including:

- impairing the Company s ability to meet the financial covenants, if and when applicable, contained in the ABL Credit Agreement or to generate cash sufficient to pay interest or principal due under its Debt Agreements, which could result in an acceleration of some or all of the Company s outstanding debt;
- limiting the Company s ability to borrow money, dispose of assets or sell equity to fund the Company s working capital, capital expenditures, dividend payments, debt service, strategic initiatives or other obligations or purposes;
- limiting the Company s flexibility in planning for, or reacting to, changes in the economy, the markets, regulatory requirements, its operations or business;
- making the Company more highly leveraged than some of its competitors, which may place the Company at a competitive disadvantage;
- making the Company more vulnerable to downturns in the economy or its business;
- requiring a substantial portion of the Company s cash flow from operations to make interest payments;
- making it more difficult for the Company to satisfy other obligations;
- increasing the risk of a future credit ratings downgrade of the Company, which could increase future debt costs and limit the future availability of debt financing; and
- preventing the Company from borrowing additional funds as needed or taking advantage of business opportunities as they arise, pay cash dividends or repurchase common stock.

To the extent the Company incurs additional indebtedness, the risks described above could increase. In addition, the Company s actual cash requirements in the future may be greater than expected. The Company s cash flow from operations may not be sufficient to service its outstanding debt or to repay the outstanding debt as it becomes due, and the Company may not be able to borrow money, sell assets or otherwise raise funds on acceptable terms, or at all, to service or refinance its debt.

The Company s failure to meet certain covenants or comply with other requirements of its Credit Agreement may materially and adversely affect the Company s assets, financial position and cash flows.

The ABL Credit Agreement, under certain circumstances, requires the Company to maintain a certain fixed charge coverage ratio. As a result of this and other covenants within the Debt Agreements, the Company is limited in its ability to incur additional debt, make investments or undertake certain other business activities. These requirements could limit the Company s ability to obtain future financing and may prevent the Company from taking advantage of attractive business opportunities. The Company s ability to meet the covenants or requirements in its Debt Agreements may be affected by events beyond the Company s control, and the Company cannot assure you that it will satisfy such covenants and requirements. A breach of these covenants or the Company s inability to comply with the restrictions could result in an event of default under the Debt Agreements, which in turn could result in an event of default under the terms of the Company s other indebtedness. Upon the occurrence of an event of default under the Company s Debt Agreements, after the expiration of any grace periods, the Company s lenders could elect to declare all amounts outstanding under the Company s debt arrangements, together with accrued interest, to be immediately due and payable. If this happens, the Company cannot assure that its assets would be sufficient to repay in full the amounts due under the Debt Agreements or the Company s other indebtedness.

Table of Contents

The Company s sale of certain accounts receivable subjects the Company to additional liquidity risks.

In order to improve its liquidity during seasonally high working capital periods, in 2016 the Company entered into an uncommitted Receivables Purchase Agreement with HSBC Bank USA, National Association (HSBC), as Purchaser (the Receivables Purchase Agreement). If HSBC terminates the Company s Receivables Purchase Agreement, the Company may experience a material and adverse loss of its liquidity, which could have a material adverse effect on its financial condition, results of operations and cash flows.

The Company s borrowings, and discount rate applied to sale of receivables, are subject to interest rate fluctuations and an increase in interest rates could adversely affect the Company s financial results.

The Company s borrowings bear interest at floating rates. An increase in interest rates would adversely affect the Company s profitability. To the extent that the Company s access to credit may be restricted because of its own performance, its bank lenders performances or conditions in the capital markets generally, the Company would not be able to operate normally.

The Company s Receivables Purchase Agreement also depends upon LIBOR, as it is a component of the discount rate applicable to the agreement. If LIBOR increases, the Company may not be able to rely on the Receivables Purchase Agreement, which could have a material and adverse effect upon the Company s financial condition, results of operations and cash flows.

The Company s ability to complete future acquisitions or strategic alliances and/or integrate acquired businesses could have a material adverse effect on the Company s business and results of operations.

The Company has historically achieved growth through acquisitions, investments and joint ventures. In addition to the acquisition of Taylor, the Company seeks acquisition opportunities that complement and expand its operations, some of which are based outside the United States. There can be no assurance that the Company will be able to identify and successfully negotiate suitable acquisitions, obtain financing for future acquisitions on satisfactory terms, obtain regulatory approval or otherwise complete acquisitions in the future.

Additionally, the Company may not be able to successfully integrate the business of Taylor or future acquired businesses into its existing business without substantial costs, delays or other operational or financial difficulties. Potential difficulties the Company may encounter as part of the integration process include the following:

- the potential inability to successfully combine businesses in a manner that permits the Company to achieve the cost synergies expected to be achieved as a result of the consummation of the acquisition and other benefits anticipated to result from the acquisition;

- the potential inability to integrate acquired companies products and services;

- challenges leveraging the customer information and technology of the two companies;

challenges effectuating the diversification strategy, including challenges achieving revenue growth from sales of each company s products and services to the clients and customers of the other company;

complexities associated with managing the combined businesses, including difficulty addressing possible differences in corporate cultures and management philosophies and the challenge of integrating complex systems, technology, networks, and other assets of each of the companies in a seamless manner that minimizes any adverse impact on customers, clients, employees, lenders, and other constituencies; and

potential unknown liabilities and unforeseen increased expenses or delays associated with the acquisition.

It is possible that the integration process could result in diversion of the attention of each company s management which could adversely affect each company s ability to maintain relationships with customers, clients, employees, and other constituencies or the Company s ability to achieve the anticipated benefits of the acquisition, or could reduce each company s operating results or otherwise adversely affect the Company s business and financial results following the acquisition.

The Company s future results and reputation will suffer if it does not effectively manage its expanded operations following the acquisition.

Following the acquisition of Taylor, the size of the Company s business will increase substantially. The Company s future success depends, in part, upon its ability to manage this expanded business, which will pose substantial challenges for management, including challenges related to the management and monitoring of new operations, significantly increased foreign operations, and associated increased costs and complexity. There can be no assurances that the Company will be successful following the acquisition.

The Company expects to incur substantial expenses related to the acquisition and integration of Taylor.

The Company expects to incur significant transaction costs and significant synergy planning and integration costs in connection with the acquisition of Taylor. The Company may have substantial expenses related to the acquisition and the related debt financing. While the Company has assumed that this level of expense will be incurred, there are many factors beyond its control that could affect the total amount or the timing of the acquisition expenses, integration expenses and the debt financing expenses. Moreover, many of the expenses that will be incurred are, by their nature, difficult to estimate accurately. To the extent these acquisition expenses, integration expenses and debt financing expenses are higher than anticipated, the Company s future operating results and financial condition may be materially adversely affected and the Company s ability to meet the covenants mandated by its credit obligations may be impaired.

The Company s future results following the acquisition of Taylor may differ materially from the unaudited pro forma financial information included in the definitive proxy statement related to the acquisition.

The unaudited pro forma combined financial information contained in the Company s definitive proxy statement for the special meeting of stockholders to approve the issuance of shares of common stock in connection with the acquisition of Taylor was presented for purposes of presenting the Company s historical consolidated financial statements with Taylor s historical consolidated financial statements as adjusted to give effect to the acquisition and is not necessarily indicative of the financial condition or results of operations of the Company following the acquisition. The unaudited pro forma combined financial information reflected adjustments, which was based upon preliminary estimates, to allocate the purchase price to Taylor s acquired assets and liabilities. The purchase price allocation reflected in the proxy statement is still preliminary, and final allocation of the purchase price will be based upon the actual purchase price and the fair value of the assets and liabilities of Taylor as of March 2, 2018, the date of the consummation of the acquisition, which valuation is not yet complete. In addition, the assumptions used in preparing the pro forma financial information may not prove to be accurate, and other factors may affect the Company s financial condition and results of operations following the acquisition. Any change in the Company s financial condition or results of operations may cause significant variations in the price of the Company s common stock.

The market price of the Company s common stock may decline as a result of the acquisition of Taylor or the issuance of shares to Taylor Parent.

The Company anticipates that the acquisition of Taylor will be accretive to earnings per share, after factoring in synergies and excluding costs to achieve synergies and other one-time costs related to the acquisition. This expectation is based on preliminary estimates that are subject to change. The Company could also encounter additional transaction and integration-related costs, may fail to realize all of the benefits anticipated in the acquisition, or be subject to other factors that affect preliminary estimates. Any of these factors could cause a decrease in the Company s earnings per share or adjusted earnings per share or decrease the expected accretive effect of the acquisition and contribute to a decrease in the price of the Company s common stock.

In addition, the Company is unable to predict the potential effects of the issuance of the shares to Taylor parent on the trading activity and market price of the Company s common stock. The Company granted certain registration rights to Taylor Parent for the resale of the shares of common stock issued in connection with the acquisition. These registration rights would facilitate the resale of such securities into the public market, and any such resale would increase the number of shares of the Company s common stock available for public trading. Sales of a substantial number of shares of the Company s common stock in the public market, or the perception that such sales might occur, could have a material adverse effect on the price of the Company s common stock.

Table of Contents

Foreign exchange variability could materially adversely affect the Company s operating results.

The Company s functional currency is the U.S. Dollar. Changes in the relation of foreign currencies to the U.S. Dollar will affect the Company s sales and profitability and can result in exchange losses because the Company has operations and assets located outside the United States. The Company transacts a portion of its business in currencies other than the U.S. Dollar, primarily British Pounds, and to a lesser degree, Chinese Renminbi, Euros and Canadian Dollars. Such transactions include sales, certain inventory purchases and operating expenses. As a result, portions of the Company s cash, trade accounts receivable and trade accounts payable, as well as other assets and liabilities, are denominated in foreign currencies. Accordingly, foreign operations expose the Company to foreign currency fluctuations, both for purposes of actual conversion and financial reporting purposes. In the consolidated financial statements, local currency financial results are translated into U.S. dollars based on the exchange rates prevailing during the reporting periods. During times of a strengthening U.S. dollar, the reported revenues and earnings of the international operations will be reduced because the local currencies will translate into fewer U.S. dollars.

The Company s strategic alliances in Mexico and Canada also subject the Company to increases and decreases in its investments resulting from the impact of fluctuations in foreign currency exchange rates.

The vast majority of products are purchased from China in U.S. Dollars, including products purchased by the Company s international operations. As a result, the gross margin from international operations is subject to volatility from movements in exchange rates, which could have an adverse effect on the financial condition and results of operations and profitability from the growth desired from international operations. The Company has entered into foreign exchange derivative financial instruments to hedge the volatility of exchange rates related to a portion of its international inventory purchases. The Company cannot ensure, however, that these hedges will fully offset the impact of foreign currency rate movements. If the Chinese Renminbi should appreciate against the U.S. Dollar, the costs of the Company s products will likely rise over time because of the impact the fluctuations will have on the Company s suppliers, and the Company may not be able to pass on these price increases to its customers. The Company is also subject to the risks of currency controls and devaluations. Currency controls may limit the Company s ability to convert currencies into U.S. Dollars or other currencies, as needed, or to pay dividends or make other payments from funds held by subsidiaries in the countries imposing such controls, which could adversely affect the Company s liquidity.

As the Company continues to expand its international operations, it will be subject to increased foreign exchange variability which could have a material adverse effect on the Company s results of operations. The impact of future exchange rate fluctuations on the Company s results of operations cannot be accurately predicted.

The Company s business requires it to maintain large fixed-costs that can affect its profitability. Cost reduction efforts and restructurings benefits may not be realized.

The Company s business requires it to maintain large distribution facilities in its key markets, which represent high fixed rental costs relating to its leased facilities. In addition, significant portions of the Company s selling, general and administrative expenses, including leased showrooms, are fixed, they neither increase nor decrease proportionally with sales. Furthermore, the Company s gross margins depend, in part, on its ability to spread certain other costs, of which a significant portion are fixed, over its products sold. Decreased demand or the need to reduce inventories can lower the Company s ability to absorb fixed costs and adversely affect its results of operations. This is exacerbated by the high degree of seasonality impacting the Company, which results in lower demand during the first two quarters of the year, while many of the operating costs remain fixed, which further affects profitability.

In order to operate more efficiently and control costs, the Company may announce from time to time restructuring plans, including workforce reductions, global facility consolidations and other cost reduction initiatives that are intended to generate operating expense savings. The implementation of restructuring plans could be disruptive to the Company s operations, result in higher than anticipated charges and otherwise adversely affect the Company s results of operations and financial condition. In addition, the Company s ability to complete the restructuring plan and achieve the anticipated benefits from the plan is subject to estimates and assumptions and may vary materially from the Company s expectations, including as a result of factors that are beyond the Company s control. Furthermore, following completion of a restructuring plan, the business may not be more efficient or effective than prior to implementation of the plan.

If the Company s goodwill or other long-term assets become impaired, the Company will be required to record impairment charges, which may be significant.

A portion of the Company s long-term assets consists of goodwill recorded as a result of the Company s acquisitions; other identifiable intangible assets, including trade names; and fixed assets. At December 31, 2017, goodwill totaled $15.8 million. The Company does not amortize goodwill but rather reviews it for impairment on an annual basis or more frequently whenever events or changes in circumstances indicate that its carrying value may not be recoverable. If the carrying value of a reporting unit exceeds its current fair value as determined based on the discounted future cash flows of the reporting unit or comparable market sales and earnings multiples, the goodwill or intangible asset is considered impaired and is reduced to fair value. Events and conditions that could result in impairment include a prolonged period of global economic weakness, a decline in economic conditions or a slow, weak economic recovery, as well as sustained declines in the price of the Company s common stock, adverse changes in the regulatory environment, adverse changes in the market share of the Company s products, adverse changes in interest rates, further corporate income tax reforms or other factors leading to reductions in the long-term sales or profitability that the Company expects. Determination of the fair value of a reporting unit includes developing estimates which are highly subjective and incorporate calculations that are sensitive to minor changes in underlying assumptions. Management s assumptions change as more information becomes available. Changes in these assumptions could result in an impairment charge in the future, which could have a significant adverse impact on the Company s reported earnings. If future operating performance of one or more of the Company s operating segments does not meet expectations, the Company may be required to record a significant charge during the period in which any impairment of the Company s goodwill or other long-term assets is determined.

As of October 1, 2016, the fair value of the Creative Tops reporting unit, which carried goodwill of $2.1 million, was approximately 3% below its carrying value. In 2016 the Company performed the second step of the impairment test by estimating the fair value of the assets and liabilities to determine the implied fair value of goodwill. The implied fair value of goodwill was determined to be greater than the carrying value and no impairment charge was recorded. As of October 1, 2016, the excess of fair value of the Kitchen Craft reporting unit, which carried goodwill of $9.7 million, was approximately 3% over its carrying value.

As of October 1, 2017, the fair values of the Creative Tops and Kitchen Craft reporting units, both exceeded their respective carrying values. Such excess fair value was driven by realized cost savings and, to a larger extent, future cost savings from the combination of the operations expected to be completed in the near term. Changes in any of the significant assumptions used in calculating their respective fair values could materially affect the expected cash flows, and a material non-cash impairment charge could result.

The Company s acquisition of Taylor will be accounted for as a business combination using the acquisition method of accounting in accordance with FASB ASC Topic 805, which will establish a new basis of accounting for all identifiable assets acquired and liabilities assumed at fair value as of the date control is obtained. The allocation of purchase price is preliminary at this time; however, the Company believes long-term assets will consist of goodwill and other identifiable intangible assets, including trade names. If the future operating performance of the acquired business does not meet expectations, the Company may be required to record a significant charge during the period in which any impairment of the Company s goodwill or other long-term assets is determined.

The recognition of an impairment of the Company s goodwill or any of the Company s assets would negatively affect the results of operations and total capitalization, the effect of which could be material.

The Company s projections of product demand, sales and net income are highly subjective in nature and the Company s future sales and net income could vary in a material amount from the Company s projections.

From time to time, the Company may provide projections to its stockholders, lenders, the investment community, and other stakeholders of the Company s future sales and net income. Since the Company does not have long-term purchase commitments from customers and the customer order and shipment process is very short, it is difficult for the Company to accurately predict the demand for many of its products, or the amount and timing of the Company s future sales and related net income. The Company s projections are based on management s best estimate of sales using historical sales data and other information deemed relevant. These projections are highly subjective since sales can fluctuate substantially based on the demands of retail customers and due to other risks described in this Annual Report. Additionally, changes in retailer inventory management strategies could make the Company s inventory management more difficult. Because the Company s ability to forecast product demand and the timing of related sales includes significant subjective input, future sales and net income could vary materially from the Company s projections.

Table of Contents

Increases in the cost of employee benefits could materially adversely impact the Company s financial results and cash flows.

The Company self-insures a substantial portion of the costs of employee healthcare and workers compensation. This could result in higher volatility in the Company s earnings and exposes the Company to higher financial risks. The Company s medical costs in recent years have generally increased and an aging workforce and other employee demographics could result in an increase in medical costs beyond what the Company has experienced or expects. The Company has stop-loss coverage in place for catastrophic events, but the aggregate impact of a high number of claims up to the Company s stop-loss limit may have an effect on the Company s profitability.

There are inherent limitations on the effectiveness of the Company s controls.

The Company does not expect that its disclosure controls or the Company s internal controls over financial reporting will prevent or detect all errors and all fraud. A control system, no matter how well-designed and operated, can provide only reasonable, not absolute, assurance that the control system s objectives will be met. The design of a control system must reflect the fact that resource constraints exist, and the benefits of controls must be considered relative to their costs. Further, because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that misstatements due to error or fraud will not occur or that all control issues and instances of fraud, if any, have been detected. The design of any system of controls is based in part on certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Projections of any evaluation of the effectiveness of controls to future periods are subject to risks. Over time, controls may become inadequate due to changes in conditions or deterioration in the degree of compliance with policies or procedures. If the Company s controls become inadequate, it could fail to meet its financial reporting obligations, its reputation may be adversely affected, its business and operating results could be harmed, and the market price of its stock could decline.

Customer risks

The Company faces intense competition from other companies worldwide.

The markets for the Company s products are intensely competitive with the principal competitive factors being product innovation, brand name, product quality, aesthetic appeal to customers, packaging, breadth of product offerings, distribution capability, delivery time and price. Advantages or disadvantages in any of these competitive factors may be sufficient to cause the customer to consider changing providers of the kinds of products that the Company sells. The Company competes with many other suppliers, some of which are larger than the Company, have greater financial and other resources or employ brands that are more established, have greater consumer recognition or are more favorably perceived by consumers or retailers than the Company s brands. Some competitors may be willing to reduce prices and accept lower profit margins to compete with the Company. As a result of this competition, the Company could lose market share and sales, or be forced to reduce its prices to meet competition. If the Company s product offerings are unable to compete successfully, the Company s business, results of operations and financial condition could be materially and adversely affected.

Changes in the Company s customer purchasing practices could materially adversely affect the Company s operating results.

The Company s wholesale customers include mass merchants, specialty stores, national chains, department stores, warehouse clubs, supermarkets, off-price retailers and Internet retailers. Unanticipated changes in purchasing and other practices by the Company s customers, including a customer s pricing and payment terms, inventory destocking, limitations on shelf space, more extensive packaging requirements, changes in order quantities, use of private label brands and other practices, could materially and adversely affect the Company s business, results of operations and financial condition. In addition, as a result of the desire of retailers to more closely manage inventory levels, there is a growing trend among retailers to make purchases on a just-in-time basis. This requires the Company to shorten its lead time for production in certain cases and more closely anticipate demand, which could in the future require the Company to carry additional inventories. The Company s annual earnings and cash flows also depend to a great extent on the results of operations in the latter half of the year due to the seasonality of its sales. The Company s success and sales growth is also dependent on its evaluation of consumer preferences and changing trends.

Table of Contents

As certain online retailers grow they may continue to demand lower pricing, special packaging, shorter lead times for the delivery of products, smaller more frequent shipments, or impose other requirements on product suppliers. The cost of compliance with customers demands could have a material adverse effect on the Company s business, results of operations and financial condition.

Many of the Company s wholesale customers are significantly larger than the Company, have greater financial and other resources and also purchase goods directly from vendors in Asia and elsewhere. Decisions by large customers to increase their purchases directly from overseas vendors could have a material adverse effect on the Company s business, results of operations and financial condition. Significant changes or financial difficulties, including consolidations of ownership, restructurings, bankruptcies, liquidations or other events that affect retailers, could result in fewer retailers selling the Company s products, reliance on a smaller group of customers, an increase in the risk of extending credit to these customers or limitations on the Company s ability to collect amounts due from these customers. Although the Company has long-established relationships with many of its customers, the Company does not have any long-term supply or binding contracts or guarantees of minimum purchases. Purchases by the Company s customers are generally made using individual purchase orders. Customers may cancel their orders, change purchase quantities from forecast volumes, delay purchases for a number of reasons beyond the Company s control or change other terms of their business relationship with the Company. Significant or numerous cancellations, reductions, delays in purchases or changes in business practices by customers could have a material adverse effect on the Company s business, results of operations and financial condition.

Retailers place great emphasis on timely delivery of products for specific selling seasons, especially during the third fiscal quarter, and on the fulfillment of consumer demand throughout the year. The Company cannot control all of the various factors that might affect product delivery to retailers. Failure to deliver products to the Company s retailers in a timely and effective manner, often under special vendor requirements to use specific carriers and delivery schedules, could damage the Company s reputation and brands and result in a loss of customers or reduced orders.

Changes at the Company s large customers, or actions taken by them, and consolidation in the retail industry could materially adversely affect the Company s operating results.

In 2017, Wal-Mart Stores, Inc., including Sam s Club and, in the United Kingdom, Asda Superstore (Walmart), accounted for approximately 15% of the Company s consolidated net sales. The Company s top ten customers accounted for approximately 56% of the Company s consolidated net sales in 2017. A material reduction in sales to Walmart or other top customers in aggregate, could have a significant adverse effect on the Company s business and operating results. In addition, pressures by such customers that would cause the Company to materially reduce the price of its products which could result in reduced operating margin. Any significant changes or financial difficulties that affect these customers, such as reduced sales by such customers (whether for reasons that affect a particular customer or the retail industry in general) may also result in reduced demand for the Company s products. The Company would also be subject to increased credit risk with respect to such customers. In particular, the concentration of the Company s business with Walmart extends to its international business, including in China, as well as through Vasconia in Mexico and the Company s strategic alliance in Canada, due to the market presence of Walmart in these foreign countries. Any changes in purchasing practices or decline in the financial condition, of Walmart or other large customers may have a material adverse impact on the business, results of operations and financial condition of the Company.

The Company s large customers also have significant purchasing leverage. Customers may demand lower pricing, special packaging, shorter lead times for the delivery of products or impose other requirements on product suppliers like the Company. These business demands may relate to inventory practices, logistics or other aspects of the customer-supplier relationship. If the Company does not effectively respond to the demands of its customers, they could decrease or eliminate their purchases from the Company. These risks could be exacerbated if such large customers consolidate, or if the Company s smaller customers consolidate to become larger customers, which would increase their purchasing leverage. A reduction in the purchases of the Company s products by its wholesale customers or the costs of complying with customer business demands could have a material adverse effect on the Company s business, financial condition and results of operations.

The Company s customers could carry products that directly compete with the Company s products for retail space and consumer purchases. There is a risk that these customers could give higher priority to products of, or form alliances with, the Company s competitors. Failure of customers to provide the Company s products with similar levels of promotional support and retail space could have a material adverse effect on the Company s business, results of operations and financial condition.

Table of Contents

The rapidly changing retail environment could result in the loss of, or material reduction in, sales to certain of the Company s customers, which could materially adversely affect Company s business, results of operations, financial condition and cash flows.

The retail environment is highly competitive. Consumers are increasingly embracing shopping online and through mobile commerce applications. As a result, a greater portion of total consumer expenditures with retailers is occurring online and through mobile commerce applications. If the Company s brick-and-mortar retail customers fail to maintain or grow their overall market position through the integration of physical retail presence and digital retail, these customers may experience financial difficulties including store closures, bankruptcies or liquidations. This could, in turn, substantially reduce the Company s revenues, increase credit risk and have a material adverse effect on the Company s results of operations, financial condition and cash flows.

If the Company is unable to effectively manage Taylor s and the Company s existing Internet business, its reputation and operating results may be harmed.

The success of Taylor s and the Company s Internet business depends, in part, on factors over which the Company may have limited control. The Company must successfully respond to changing consumer preferences and buying trends relating to Internet usage. The Company is also vulnerable to certain additional risks and uncertainties associated with the Internet, including: changes in required technology interfaces; website downtime and other technical failures; costs and technical issues as the Company upgrades its website software; computer viruses; changes in applicable federal and state regulations; security breaches; and consumer privacy concerns. In addition, the Company must keep up to date with competitive technology trends, including the use of improved technology, creative user interfaces and other Internet marketing tools such as paid search, which may increase its costs and which may not succeed in increasing sales or attracting customers. The Company s failure to successfully respond to these risks and uncertainties might adversely affect the sales in its Internet business, as well as damage the Company s reputation and brands.

Demand for new products and the inability to develop and introduce new competitive products at favorable profit margins could adversely affect the Company s performance and prospects for future growth.

New product introductions and product innovation are significant contributors to the Company s growth strategy and the Company s long-term success in the competitive retail environment depends in part on the Company s ability to develop and market a continuing stream of innovative new products that meet changing consumer preferences. The uncertainties associated with developing and introducing new products, such as the market demands and the costs of development and production may impede the successful development and introduction of new products. Acceptance of the new products may not meet sales expectations due to several factors, such as the Company s failure to accurately predict market demand or its inability to resolve technical issues in a timely and cost-effective manner. Additionally, the inability to develop new products on a timely basis could result in the loss of business to competitors.

The acquisition of Taylor may result in a loss of customers, clients and strategic alliances.

As a result of the acquisition of Taylor, some of the customers, clients, potential customers or clients or strategic partners of the Company or Taylor may terminate their business relationship with the Company following the acquisition. Potential clients or strategic partners may delay entering into, or decide not to enter into, a business relationship with the Company because of the acquisition. If customer or client relationships or strategic alliances are adversely affected by the acquisition, the Company s business and financial performance following the acquisition would suffer.

Supply chain risks

International suppliers subject the Company to regional regulatory, political, economic and foreign currency exchange risk that could materially and adversely affect the Company s operating results.

The Company sources its products from suppliers located principally in Asia, Europe and the United States. The Company s vendors in Asia, from whom a substantial majority of the Company s products are sourced, are located primarily in the People s Republic of China, which subjects the Company to various risks within the region including regulatory, political, economic and foreign currency changes. The Company s ability to select and retain reliable vendors and suppliers who provide timely deliveries of quality parts and products efficiently will impact its success in meeting customer demand for timely delivery of quality products. The Company s sourcing operations and its vendors are impacted by labor costs in

Table of Contents

China, where labor historically has been readily available at low cost relative to labor costs in North America. However, as China is experiencing rapid social, political and economic changes, labor costs have risen in some regions and labor in China may not continue to be available to the Company at costs consistent with historical levels. Changes in labor or other laws may be enacted which would have a material adverse effect on the Company s operations in China, or those of the Company s suppliers. Although China currently enjoys most favored nation trading status with the U.S., the U.S. government has in the past proposed to revoke such status and to impose higher tariffs on products imported from China. Changes in currency exchange rates might negatively affect the Company and its overseas vendors profitability and business prospects. The Company does not have access to its vendors financial information and the Company is unable to assess its vendors financial condition, including their liquidity. Interruption of supplies from any of the Company s vendors, or the loss of one or more key vendors, could have a negative effect on the Company s business and operating results.

The Company s international trade subjects it to transportation risks.

The Company imports its products for delivery to its distribution centers, as well as arranges for its customers to import goods to which title has passed overseas or at port of entry. For purchases that are to be delivered to its distribution centers, the Company arranges for transportation, primarily by sea, from ports in Asia and Europe to ports in the United States, principally New York/Newark/Elizabeth and Los Angeles/Long Beach, and in the United Kingdom, principally Felixstowe. Accordingly, the Company is subject to risks incidental to such transportation. These risks include, but are not limited to, increases in fuel costs, fuel shortages, the availability of ships, increased security restrictions, work stoppages, weather disruptions and carriers ability to provide delivery services to meet the Company s shipping needs. Transportation disruptions and increased transportation costs could materially adversely affect the Company s business, results of operations and financial condition.

The Company depends on third-party manufactures to produce the majority of its products which presents quality control risks to the Company.

With the exception of the Company s sterling silver products, the Company sources almost all of its products from suppliers located outside the United States, primarily in the People s Republic of China, which restricts the Company s ability to monitor and control their manufacture of the Company s goods.

Although the Company has agreements with its third party manufacturers regarding quality standards and regularly audits the facilities of its manufacturers, through its quality control program, there can be no assurance that the third party manufacturers will continue to meet the Company s quality standards, social standards regarding its workforce that are expected in the United States or legislation and regulations that apply to the products the Company contracts to manufacture. Failure by the Company s manufacturers to meet these standards could, in turn, increase order cancellations, returns and price concessions and decrease customer demand for the Company s products. Non-compliance with the Company s product standards, regulatory requirements or product recall (or other regulatory actions) could have a material adverse effect on the Company s financial condition, results of operations or cash flows.

The Company s product costs are subject to price fluctuation.

Various commodities comprise the raw materials used to manufacture the Company s products. The prices of these commodities have historically fluctuated on a cyclical basis and have often depended on a variety of factors over which the Company has no control. Additionally, labor costs represent a significant component of the Company s supplier s manufacturing costs and the Company s suppliers may increase the prices they charge the Company if they experience rising labor costs. The cost of producing and distributing the Company s products is also sensitive to energy costs, duties and tariffs. The selling prices of the Company s products have not always increased in response to raw material, labor or other cost increases, and the Company is unable to determine to what extent, if any, it will be able to pass future cost increases through to its customers. The Company s inability to come to favorable agreements with its suppliers or to pass increased costs through to the Company s customers could materially and adversely affect its financial condition or results of operations.

Intellectual property risks

The loss of certain licenses or material changes in royalty rates could materially adversely affect the Company s operating margin and cash flow.

Significant portions of the Company s business are dependent on trade names, trademarks and patents, some of which are licensed from third parties. In 2017, sales of licensed brands accounted for approximately 37% of the Company s gross sales. The Company s licenses for many of these brands require it to pay royalties based on sales. Many of these license agreements are subject to termination by the licensor, if, for example, the Company fails to satisfy certain minimum sales obligations or breaches the terms of the license. The loss of significant licenses or a material increase in the royalty rates the Company pays or other new terms negotiated upon renewal of such licenses could result in a reduction of the Company s operating margins and cash flow from operations or otherwise adversely affect its business.

The Company holds certain rights to use the Farberware brand for kitchen tools and gadgets, cutlery, cutting boards, shears and certain other products which together represent a material portion of its sales, through a fully-paid, royalty-free license for a term that expires in 2195, subject to earlier termination under certain circumstances. The licensor is a joint venture of which the Company is a 50% owner. The other 50% owner of the joint venture has the right to terminate the Company s license if the Company materially breaches any of the material terms of the license and fails to cure the material breach within 180 days of notice of the breach, if it is determined in an arbitration proceeding that money damages alone would not be sufficient compensation to the licensor and that the breach is so egregious as to warrant termination of the license and forfeiture of the Company s rights to use the brand under that license agreement. If the Company were to lose the Farberware license for kitchen tools and gadgets, cutlery, cutting boards, shears and other products through termination as a result of an uncured breach, its business, results of operations and financial condition would be materially adversely affected.

The Company s license to use the KitchenAid brand, to a lesser extent, also represents a material portion of its sales and is subject to a license agreement that has a three-year term that will expire in December 2018. The Company originally entered into a licensing arrangement for use of the KitchenAid brand in 2000, and has renewed the license, typically for three-year periods, since that time. Although it expects to be able to renew its current KitchenAid license prior to its expiration, there is no assurance that the Company will be able to do so on reasonable terms, or at all, and any failure to do so could have a material adverse effect on the Company s business, results of operations and financial condition.

The Company may not be able to adequately establish or protect its intellectual property rights, and the infringement or loss of the Company s intellectual property rights could harm its business.

To establish and protect the Company s intellectual property rights, the Company relies upon a combination of U.S., foreign and multi-national patent, trademark, copyright and trade secret laws, together with licenses, confidentiality agreements and other contractual arrangements. The measures that the Company takes to protect its intellectual property rights may prove inadequate to prevent third parties from infringing or misappropriating the Company s intellectual property, or from breaching their contractual obligations to the Company.

The Company has obtained and applied for numerous U.S. and foreign trademark, service mark and patent registrations, and will continue to evaluate the registration of additional marks, patents or other intellectual property, as appropriate. The Company cannot guarantee that any of its pending applications will be approved by the applicable governmental authorities. Moreover, even if such applications are approved, third parties may seek to oppose, declare invalid or otherwise challenge these registrations. Failure to obtain registrations for the Company s intellectual property in the United States and other countries could limit the Company s ability to protect its intellectual property rights and impede the Company s marketing efforts and operations in those jurisdictions.

The Company may need to resort to litigation to enforce or defend its intellectual property rights. If a competitor or collaborator files a patent application claiming technology also claimed by the Company, or a trademark application claiming a trademark, service mark or trade dress also used by the Company, in order to protect the Company s rights, the Company may have to participate in opposition or interference proceedings before the U.S. Patent and Trademark Office or a similar foreign agency. The Company cannot guarantee that the operation of its business does not infringe or otherwise violate the intellectual property rights of third parties, and the Company s intellectual property rights may be challenged by third parties or invalidated through administrative process or litigation. The costs associated with protecting intellectual property rights, including costs associated with litigation or administrative proceedings, may be material and there can be no assurance that any such litigation or administrative proceedings will be successful. Any such matters or proceedings could be burdensome, divert the time and resources of the Company s personnel and the Company may not prevail. Furthermore, even if the Company s intellectual property rights are not directly challenged, disputes among third parties could lead to the weakening or invalidation of the Company s intellectual property rights, or other parties such as the Company s competitors may independently develop technologies that are substantially equivalent or superior to the Company s technology.

The laws of certain foreign countries in which the Company operates or may operate in the future do not protect, and the governments of certain foreign countries do not enforce, intellectual property rights to the same extent as do the laws and government of the U.S., which may negate the Company s competitive or technological advantages in such markets. Moreover, any repeal or weakening of intellectual property laws or enforcement of those laws in the United States or foreign jurisdictions could make it more difficult for the Company to adequately protect its intellectual property rights, negatively impacting their value and increasing the cost of enforcing the Company s rights. If the Company is unable to establish or adequately protect its intellectual property rights, the Company s business, financial condition and results of operations could be materially and adversely affected.

If the Company is unable to protect the confidentiality of its proprietary information and know-how, the value of the Company s technology, products and services could be harmed significantly.

In addition to registered intellectual property, the Company relies on know-how and other proprietary information in operating its business. If this information is not adequately protected, then it may be disclosed or used in an unauthorized manner. To the extent that consultants, vendors, key employees or other third parties apply technology independently developed by them or by others to the Company s proposed products in the absence of a valid license or suitable non-disclosure or assignment of inventions provisions, disputes may arise as to the ownership of or rights to use such technology, which may not be resolved in the Company s favor. The risk that other parties may breach confidentiality or other agreements could harm the Company by enabling the Company s competitors and other entities, who may have greater experience and financial resources, to copy or use the Company s proprietary information in the advancement of their products, methods or technologies.

The Company s brands are subject to reputational risks.

The Company s brands and its reputation are among its most important assets. The Company s ability to attract and retain customers depends, in part, upon the external perceptions of the Company, the quality of its products and its corporate and management integrity. The consumer goods industry is by its nature more prone to reputational risks than other industries. This has been compounded in recent years by the free flow of unverified information on the Internet and, in particular, on social media. Damage to the Company s brands or reputation or negative publicity or perceptions about the Company could adversely affect its business.

Operational and regulatory risks

Interruptions in the Company s operations caused by outside forces could cause material losses.

The Company s worldwide operations could be subject to natural and man-made disasters, telecommunications failures, water shortages, tsunamis, floods, hurricanes, typhoons, fires, extreme weather conditions, conflicts, acts of terrorism, health epidemics and other business interruptions. The occurrence of any of these business disruptions could seriously harm the Company s business, revenue and financial condition and increase the Company s costs and expenses. If the Company s or its manufacturers warehousing facilities or transportation facilities are damaged or destroyed, the Company would be unable to distribute products on a timely basis, which could harm the Company s business. The Company s back-up operations may be inadequate, and the Company s business interruption insurance may not be sufficient to compensate for any losses that may occur.

In September 2017, manufacturing of sterling silver products at the Company s leased manufacturing facility in San Germán, Puerto Rico was temporarily halted due to Hurricane Maria. The hurricane did not cause significant asset damage at the facility, however the interruption in manufacturing resulted in an increase in certain fixed overhead costs during the year ended December 31, 2017. Manufacturing at the facility resumed during the fourth quarter. The interruption and the recovery efforts did not materially impact the results of operations for the year ended December 31, 2017.

Table of Contents

The Company s international operations present special challenges that the Company may not be able to meet, and this could materially and adversely affect the Company s financial results.

The Company conducts business outside of the United States through subsidiaries, affiliates and joint ventures. These entities have operations and assets in the United Kingdom, Mexico, Canada, China and Hong Kong. Therefore, the Company is subject to increases and decreases in its investments in these entities resulting from the impact of fluctuations in foreign currency exchange rates. These entities also bear risks similar to those risks faced by the Company. However, there are specific additional risks related to these organizations, such as the failure of the Company s partners or other investors to meet their obligations and higher credit and liquidity risks related to thinly capitalized entities. Failure of these entities or the Company s vendors to adhere to required regulatory or other standards, including social compliance standards, could materially and adversely impact the Company s reputation and business.

In addition, the Company sells its products in foreign countries and seeks to increase its level of international business activity. Accordingly, the Company is subject to various risks, including:

- U.S.-imposed embargoes of sales to specific countries;
- foreign import controls (which may be arbitrarily imposed or enforced);
- import regulations and duties;
- export regulations (which require the Company to comply with stringent licensing regimes);
- anti-dumping regulations;
- price and currency controls;
- exchange rate fluctuations;
- dividend remittance restrictions;
- expropriation of assets;
- war, civil uprisings and riots;

- government instability;
- the necessity of obtaining governmental approval for new and continuing products and operations;
- legal systems or decrees, laws, taxes, regulations, interpretations and court decisions that are not always fully developed and that may be retroactively or arbitrarily applied;
- unanticipated income taxes, excise duties, import taxes, export taxes or other governmental assessments; and
- difficulties in managing a global enterprise.

Any significant violations of these regulations could result in civil or criminal sanctions or the loss of export or other licenses, which could have a material adverse effect on the Company s business, results of operations and financial condition. In addition, the Company s organizational structure may limit its ability to transfer funds between countries, particularly into and out of the United States, without incurring adverse tax consequences. Any of these events could result in a loss of business or other unexpected costs that could reduce sales or profits and have a material adverse effect on the Company s financial condition, results of operations and cash flows.

Table of Contents

The Company operates in a regulated environment that imposes significant compliance requirements. Non-compliance with these requirements could subject the Company to sanctions and materially adversely affect the Company s business.

The Company is subject in the ordinary course of its business, in the United States and elsewhere, to many statutes, ordinances, rules and regulations that, if violated by the Company or its affiliates, partners or vendors, could have a material adverse effect on the Company s business. The Company is required to comply with the United States Foreign Corrupt Practices Act (FCPA), the U.K. Bribery Act and similar anti-bribery, anti-corruption and anti-kickback laws adopted in many of the countries in which the Company does business which prohibit the Company from engaging in bribery or making other prohibited payments to foreign officials for the purpose of obtaining or retaining business and also require maintenance of adequate record-keeping and internal accounting practices to accurately reflect transactions. Under the FCPA, companies operating in the United States may be held liable for actions taken by their strategic or local partners or representatives. The U.K. Bribery Act is broader in scope than the FCPA in that it directly addresses commercial bribery in addition to bribery of government officials and it does not recognize certain exceptions, notably facilitation payments that are permitted by the FCPA. Civil and criminal penalties may be imposed for violations of these laws. In many of the countries in which the Company operates, particularly those with developing economies, it is or has been common for government officials and businesses to engage in business practices that are prohibited by these laws. If the Company does not properly implement and maintain practices and controls with respect to compliance with applicable anti-corruption, anti-bribery and anti-kickback laws, or if the Company fails to enforce those practices and controls properly, the Company may be subject to regulatory sanctions, including administrative costs related to governmental and internal investigations, civil and criminal penalties, injunctions and restrictions on the Company s business and capital raising activities, any of which could materially and adversely affect the Company s business, results of operations and financial condition. The Company s employees, distributors, dealers and other agents could engage in conduct that is not in compliance with such laws for which the Company might be held responsible. If the Company s employees, distributors, dealers or other agents are found to have engaged in illegal practices, the Company could suffer substantial penalties and the reputation, business, results of operations and financial condition of the Company could be materially adversely affected.

The Company is additionally subject to general business laws and regulations, as well as regulations and laws specifically governing the Internet and e-commerce. Such existing and future laws and regulations may impede the growth of Internet or other online services and thereby adversely impact the Company s sales. These laws and regulations may cover taxation, user privacy, data security, pricing, content, proprietary rights, advertising, distribution, electronic contracts and other communications, consumer protection, the provision of online payment services, broadband residential Internet access and the characteristics and quality of products and services. It is not clear in certain cases how existing laws and regulations governing issues such as property ownership, sales and other taxes and personal privacy apply to the Internet and e-commerce. Unfavorable resolutions of these issues would harm the Company s business, diminish the demand for the Company s products on the Internet and increase the Company s cost of doing business.

A failure in the Company s operating systems or infrastructure or those of third parties could disrupt the Company s business and cause losses.

The Company relies on many information technology systems for the operation of its principal business functions, including, but not limited to, the Company s enterprise resource planning, warehouse management, inventory forecast and ordering and call center systems. In the case of the Company s inventory forecast and ordering system, most of the Company s orders are received directly through electronic connections with the Company s largest customers. Additionally, the success of certain product categories in a competitive marketplace is dependent upon the creation and launch of new, innovative products. Accordingly, to keep pace within a competitive retail environment, the

Company uses and will continue to evaluate new technologies to improve the efficiency of designing new innovative products. The failure of any of these systems or technologies could have a material adverse effect on the Company s business and results of operations.

The Company is subject to cyber security risks and may incur increasing costs in efforts to minimize those risks and to comply with regulatory standards.

The Company employs information technology systems and Internet systems, including websites, which allow for the secure storage and transmission of proprietary or confidential information regarding the Company s customers, employees and others, including credit card information and personal identification information. The Company has made significant efforts to secure its computer network to mitigate the risk of possible cyber-attacks and is continuously working to upgrade its existing information technology systems and provide employee awareness training around phishing, malware, and other cyber risks to ensure that the Company is protected, to the greatest extent possible, against cyber risks and security breaches. Despite these efforts security of the Company s computer networks could be compromised which could impact operations and confidential information could be misappropriated, which could lead to negative publicity, loss of sales and profits or cause the Company to incur significant costs to reimburse third-parties for damages which could adversely impact profits.

Additionally, the Company must comply with increasingly complex and rigorous regulatory standards enacted to protect businesses and personal data, including the General Data Protection Regulation (GDPR), a comprehensive European Union privacy and data protection reform effective in 2018. GDPR, which applies to companies that are organized in the European Union (or otherwise provide services to consumers who reside in the European Union), imposes strict standards regarding the sharing, storage, use, disclosure and protection of end user data and significant penalties (monetary and otherwise) for non-compliance. Any failure to comply with GDPR, or other regulatory standards, could subject the Company to legal and reputational risks. Misuse of or failure to secure personal information could also result in violation of data privacy laws and regulations, proceedings against the Company by governmental entities or others, damage to the Company s reputation and credibility, and could have a material adverse effect on the Company s business and results of operations.

The Company will be subject to additional laws and regulations governing the Internet and e-commerce due to Taylor s strong online presence and may be subject to future laws and regulations governing the Internet and e-commerce, which could have a material adverse effect on the Company s operations.

The Company will be subject to additional laws and regulations governing the Internet and e-commerce due to Taylor s substantial online presence. These existing and future laws and regulations may impede the growth of the Internet or other online services. These regulations and laws may cover taxation, user privacy, data protection, pricing, content, copyrights, distribution, electronic contracts and other communications, consumer protection, the provision of online payment services, broadband residential Internet access and the characteristics and quality of products and services. It is not clear how existing laws governing issues such as property ownership, sales and other taxes, and personal privacy apply to the Internet and e-commerce. Unfavorable resolutions of these issues would harm the Company s business. This could, in turn, diminish the demand for the Company s products on the Internet and increase the cost of doing business.

The Company sells consumer products which involve an inherent risk of product liability claims.

The marketing of certain of the Company s consumer products involve an inherent risk of product liability claims or recalls or other regulatory or enforcement actions initiated by the U.S. Consumer Product Safety Commission, by the Office of Fair Trading in the U.K., by other regulatory authorities or through private causes of action and the Company has had in the past, and may have in the future, recalls (both voluntary and involuntary) of its products. Any defects in products the Company markets could harm the Company s reputation, adversely affect its relationship with its customers and decrease market acceptance of the Company s products and the strength of the brand names under which the Company markets such products. Potential product liability claims may exceed the amount of the Company s insurance coverage (which is subject to self-insured retention amounts) and could materially damage the Company s business and its financial condition. Additionally, the Company s product standards could be impacted by new or revised environmental rules and regulations or other social initiatives.

The Company may incur material costs due to environmental liabilities.

The Company is subject to a broad range of federal, state, local, foreign and multi-national laws and regulations relating to the environment. These include laws and regulations that govern:

- discharges to the air, water and land;

the handling and disposal of solid and hazardous substances and wastes; and

remediation of contamination associated with release of hazardous substances at the Company s facilities and at off-site disposal locations.

The Company may incur material costs to comply with increasingly stringent environmental laws and enforcement policies. Moreover, there are proposed international accords and treaties, as well as federal, state and local laws and regulations, which would attempt to control or limit the causes of climate change, including the effect of greenhouse gas emissions on the environment. In the event that the U.S. government or foreign governments enact new climate change laws or regulations or make changes to existing laws or regulations, compliance with applicable laws or regulations may result in increased manufacturing costs for the Company s products, such as by requiring investment in new pollution control equipment or changing the ways in which certain of the Company s products are made. The Company may incur some of these costs directly and others may be passed on to the Company from its third-party suppliers. Although the

Company believes that it is substantially in compliance with applicable environmental laws and regulations at its facilities, the Company may not always be in compliance with such laws and regulations or any new laws and regulations in the future, which could have a material adverse effect on the Company s business, financial condition and results of operations.

Wallace Silversmiths de Puerto Rico, Ltd. (WSPR), a wholly-owned subsidiary of the Company, operates a manufacturing facility in San Germán, Puerto Rico that is leased from the Puerto Rico Industrial Development Company (PRIDCO). In March 2008, the United States Environmental Protection Agency (the EPA) announced that the San Germán Ground Water Contamination site in Puerto Rico (the Site) had been added to the Superfund National Priorities List due to contamination present in the local drinking water supply.

In May 2008, WSPR received from the EPA a Notice of Potential Liability and Request for Information Pursuant to 42 U.S.C. Sections 9607(a) and 9604(e) of the Comprehensive Environmental Response, Compensation, and Liability Act (CERCLA). WSPR has cooperated with the EPA in their investigation. In August 2015, the EPA released its remedial investigation and feasibility study (RI/FS) for the Site. In December 2015, the EPA issued its Record of Decision (ROD) for OU-1, selecting a dual phase removal remedy to deal with soil contamination. The EPA s selected remedy consists of soil vapor extraction and dual-phase extraction/in-situ treatment. The EPA also designated a second operable unit under which the EPA will conduct further investigations to determine the nature and extent of groundwater contamination, as well as a determination by the EPA on the necessity of any further response actions to address groundwater contamination. It is not possible at this time for the Company to estimate its share of liability, if any, related to this matter. However, in the event of one or more adverse determinations related to this matter, it is possible that the ultimate liability resulting from this matter and the impact on the Company s results of operations could be material.

If previously unknown contamination of property underlying or in the vicinity of the Company s manufacturing facility or other properties that are currently or have formerly been owned, operated or used by the Company is discovered, the Company could be required to incur material unforeseen expenses. If this occurs, it may have a material adverse effect on the Company s business, financial condition and results of operations.

The Company may not be able to adequately address the additional review and disclosure required in respect of Conflict Minerals.

The Dodd-Frank Wall Street Reform and Consumer Protection Act contains regulations concerning the supply of conflict minerals originating from the Democratic Republic of Congo and adjoining countries. As a result, the SEC adopted annual disclosure and reporting requirements for those companies that use such conflict minerals in the products they manufacture or contract to manufacture. These requirements require ongoing due diligence efforts and there are costs associated with complying with these disclosure requirements, including the costs of investigations to determine the sources of raw materials used in the Company s products and the costs of any changes to products, processes or sources of supply as a consequence of the results of such investigations. These rules could adversely affect the sourcing, supply and pricing of materials used in the Company s products. As there may be only a limited number of suppliers offering these conflict minerals from conflict free sources, the Company cannot ensure that it will be able to obtain necessary materials from such suppliers in sufficient quantities or at competitive prices. Also, the Company may face reputational challenges if it determines that certain of its products contain conflict minerals not determined to be conflict free or if it is unable to sufficiently verify the origins for all conflict minerals used in its products through the procedures the Company has implemented and may implement in the future.

The Company s executives and other key employees are critical to the Company s success. The loss of and failure to attract and maintain its highly skilled employees could adversely affect the Company s business.

The Company s success depends, in part, on the efforts and skills of its executives and other key employees. The Company s key employees are experienced and highly qualified in the housewares industry. The loss of any of the Company s executive officers or other key employees could harm the business and the Company s ability to timely achieve its strategic initiatives. The Company s success also depends, in part, on its ability to identify, hire and retain other skilled personnel. The Company s industry is characterized by a high level of employee mobility and aggressive recruiting among competitors for personnel with successful track records. The Company may not be able to attract and retain skilled personnel or may incur significant costs in order to do so.

Table of Contents

Uncertainties associated with the acquisition of Taylor may cause a loss of management personnel and other key employees of Taylor or the Company which could adversely affect the Company s future business and operations following the acquisition.

The Company s success after the acquisition will depend in part upon its ability to retain key management personnel and other key employees of Taylor or the Company. Current and prospective employees of Taylor and the Company may experience uncertainty about their roles within the Company following the acquisition or other concerns regarding the Company s operations following the acquisition, any of which may have an adverse effect on the Company s ability to attract or retain key management and other key personnel. Accordingly, no assurance can be given that the Company will be able to attract or retain key management personnel and other key employees following the acquisition to the same extent that the Company has previously been able to attract or retain such employees.

Governance risks related to the acquisition of Taylor

Pre-existing stockholders will have reduced ownership and voting interests after the acquisition.

The Company issued approximately 27% of its outstanding shares of common stock to Taylor Parent in the acquisition.

Upon the consummation of the acquisition, Taylor Parent became a stockholder of the Company. As a result, the percentage ownership of the Company held by each of the pre-existing stockholders is smaller than such stockholder s percentage ownership of the Company prior to the acquisition. The Company s pre-existing stockholders therefore, have proportionately less ownership and voting interests in the Company following the acquisition than they had before the acquisition.

Following the acquisition Taylor Parent has significant influence over the Company and its interests may conflict with the Company s or its stockholders in the future.

As a result of the issuance of common stock to Taylor Parent, Taylor Parent will have significant influence over the Company. Going forward, Taylor Parent s degree of control will depend on, among other things, its level of ownership of the Company s common stock and its ability to exercise certain rights under the terms of the stockholders agreement that the Company entered into with Taylor Parent in connection with the acquisition and merger agreement.

Under the stockholders agreement, for so long as Taylor Parent continues to beneficially own at least 50% of the shares it received at the consummation of the acquisition, neither the Company nor any of its subsidiaries may take any of the following actions without the approval of the directors designated by Taylor Parent, such approval not to be unreasonably withheld: (i) enter into any agreement for a transaction that would result in a change of control of the Company; (ii) consummate any transaction for the sale of all or substantially all of the Company s assets; (iii) file for reorganization pursuant to Chapter 11, or for liquidation pursuant to Chapter 7, of the U.S. Bankruptcy Code; (iv) liquidate or dissolve the business and affairs of the Company; (v) take any Board of Directors action to seek an amendment to the Company s Certificate of Incorporation or approve, or recommend that the Company s stockholders approve, an amendment to the Company s Amended and Restated Bylaws, except as required by Delaware Law (as defined in the merger agreement) or other applicable law and other than amendments that would not materially and disproportionately affect Taylor Parent; (vi) incur additional debt in excess of $100 million in the aggregate, subject to certain exceptions; (vii) acquire or dispose of assets or a business, in each case with an individual value in excess of $100 million; (viii) terminate the employment of the Chief Executive Officer, other than for cause (in which case the Company shall consult in good faith with Taylor Parent on a replacement Chief Executive Officer); or (ix) adopt a stockholder rights plan that does not exempt as grandfathered persons the stockholders party to the stockholders agreement and their affiliates from being deemed acquiring persons due to their beneficial ownership of the common stock of the Company upon the public announcement of adoption of such stockholder rights plan (it being understood that no such plan shall restrict any stockholder party to the Stockholders Agreement or its affiliates from acquiring, in the aggregate, common stock up to the level of their aggregate percentage beneficial ownership as of the public announcement of the adoption of such stockholder rights plan).

Accordingly, Taylor Parent s influence over the Company and the consequences of such control could have a material adverse effect on the Company s business and business prospects and negatively impact the trading price of its common stock.

Table of Contents

Changes in the Company s management team may adversely affect the Company s operations.

Upon the consummation of the acquisition, Robert B. Kay became the Company s new Chief Executive Officer. The Company s prior Chief Executive Officer, Jeffrey Siegel, remains with the Company in a new role as the Executive Chairman of the Board. Other members of Taylor s senior management became officers of the Company, as well. The Company may encounter challenges with the integration of new members of its management team. Although many of the new members of the Company s management team have substantial experience managing companies in its industry, they lack experience managing public companies or companies of the size and scope of the Company. The Company cannot assure you that they will not require significant time to learn the Company s business and become familiar with various aspects of its operations. The devotion of a significant portion of their time to the integration of the Company s businesses and their lack of experience may adversely affect the Company s operations.

The acquisition resulted in changes to the Company s Board of Directors that may affect the strategy and operations of the Company as compared to that of the Company and Taylor on a stand-alone basis.

Upon consummation of the acquisition, the composition of the Company s Board of Directors changed. Following the consummation of the acquisition, the Company s Board of Directors increased from 10 to 13 directors and Robert B. Kay and two new directors designated for appointment to the Board of Directors by Taylor Parent, Bruce Pollack and Michael Schnabel, became members of the Board of Directors. This new composition of the Board of Directors may affect the Company s business strategy and operating decisions following consummation of the acquisition. In addition, there can be no assurances that the new Board of Directors will function effectively as a team and that there will not be any adverse effects on the business as a result.

Table of Contents

Item 1B. Unresolved Staff Comments

None

Item 2. Properties

The following table lists the principal properties at which the Company operated its business at December 31, 2017:

Location	Description	Size (square feet)	Owned/ Leased
Fontana, California [1] [4]	West Coast warehouse and distribution facility	753,000	Leased
Rialto, California [1] [4]	West Coast warehouse and distribution facility	703,000	Leased
Robbinsville, New Jersey[1]	Principal East Coast warehouse and distribution facility	700,000	Leased
Birmingham, England [2]	Offices, showroom, warehouse and distribution facilities	204,000	Leased
Winchendon, Massachusetts[1]	Warehouse and distribution facility, and spice packing line	175,000	Owned
Corby, England [2]	Offices, showroom, warehouse and distribution facility	168,000	Leased
Garden City, New York[3]	Corporate headquarters/main showroom	159,000	Leased
Medford, Massachusetts[1]	Offices, showroom, warehouse and distribution facility	69,000	Leased
San Germán, Puerto Rico[1]	Sterling silver manufacturing facility	55,000	Leased
Shanghai, China[3]	Offices	22,000	Leased
Guangzhou, China[3]	Offices	18,000	Leased
New York, New York [1]	Showrooms	17,000	Leased
York, Pennsylvania[1]	Offices	14,000	Leased
Atlanta, Georgia[1]	Showrooms	11,000	Leased
Kowloon, Hong Kong[3]	Offices and showroom	7,300	Leased
Bentonville, Arkansas[1]	Offices and showroom	7,000	Leased
Newton, Pennsylvania [1]	Offices	5,900	Leased
Pawtucket, Rhode Island [1]	Offices and showroom	4,900	Leased
Menomonee Falls, Wisconsin[1]	Showroom	4,000	Leased

(1) Location primarily used by the U.S. Wholesale segment.
(2) Location used by the International segment.
(3) Location used by all segments.
(4) In February 2017 the Company entered into a lease agreement for warehouse and distribution space in Rialto, California. The Company took possession of this facility in December 2017. The facility will serve as the Company s West Coast distribution facility primarily for its U.S. Wholesale segment and will replace the Company s existing Fontana, California facility, the lease for which expires in March 2018.

27

Table of Contents

Item 3. Legal Proceedings

Wallace Silversmiths de Puerto Rico, Ltd. (WSPR), a wholly-owned subsidiary of the Company, operates a manufacturing facility in San Germán, Puerto Rico that is leased from the Puerto Rico Industrial Development Company (PRIDCO). In March 2008, the United States Environmental Protection Agency (the EPA) announced that the San Germán Ground Water Contamination site in Puerto Rico (the Site) had been added to the Superfund National Priorities List due to contamination present in the local drinking water supply.

In May 2008, WSPR received from the EPA a Notice of Potential Liability and Request for Information Pursuant to 42 U.S.C. Sections 9607(a) and 9604(e) of the Comprehensive Environmental Response, Compensation, and Liability Act (CERCLA). In July 2011, WSPR received a letter from the EPA requesting access to the property that it leases from PRIDCO to conduct an environmental investigation, and the Company granted such access. In February 2013, the EPA requested access to conduct a further environmental investigation at the property. PRIDCO agreed to such access and the Company consented. EPA conducted a further investigation during 2013 and, in April 2015, notified the Company and PRIDCO that the results from vapor intrusion sampling may warrant implementation of measures to mitigate potential exposure to sub-slab soil gas. The Company reviewed the information provided by the EPA and requested that PRIDCO, as the property owner, find and implement a solution acceptable to the EPA. While WSPR did not cause the sub-surface condition that resulted in the potential for vapor intrusion, in order to protect the health of its employees and continue its business operations, it has nevertheless implemented corrective action measures to prevent vapor intrusion such as sealing floors of the building and conducting periodic air monitoring to address potential exposure. On August 13, 2015, the EPA released its remedial investigation and feasibility study (RI/FS) for the Site. On December 11, 2015, the EPA issued the Record of Decision (ROD) for OU-1, electing to implement its preferred remedy which consists of soil vapor extraction and dual-phase extraction/*in-situ* treatment. This selected remedy includes soil vapor extraction (SVE) to address soil (vadose zone) source areas at the Site, impermeable cover as necessary for the implementation of SVE, dual phase extraction in the shallow saprolite zone, and *in-situ* treatment as needed to address residual sources. The EPA s estimated capital cost for its selected remedy is $7.3 million. The EPA also designated a second operable unit under which the EPA will conduct further investigations to determine the nature and extent of groundwater contamination, as well as a determination by the EPA on the necessity of any further response actions to address groundwater contamination. In February 2017, the EPA indicated that it plans to expand its field investigation for the RI/FS for the second operable unit to further determine the nature and extent of the groundwater contamination at and from the Site and to determine the nature of the remedial action needed to address the contamination. The EPA has requested access to the property occupied by WSPR to install monitoring wells and to undertake groundwater sampling as part of this expanded investigation. WSPR has consented to EPA s access request, provided that the EPA receives PRIDCO s consent, as the property owner. WSPR never used the primary contaminant of concern and did not take up its tenancy at the Site until after the EPA had discovered the contamination in the local water supply. The EPA has also issued notices of potential liability to a number of other entities affiliated with the Site, which used the contaminants of concern.

Accordingly, based on the above uncertainties and variables, it is not possible at this time for the Company to estimate its share of liability, if any, related to this matter. However, in the event of one or more adverse determinations related to this matter, it is possible that the ultimate liability resulting from this matter and the impact on the Company s results of operations could be material.

The Company is, from time to time, involved in other legal proceedings. The Company believes that other current litigation is routine in nature and incidental to the conduct of the Company s business and that none such litigation, individually or collectively, would have a material adverse effect on the Company s consolidated financial position, results of operations or cash flows.

Item 4. Mine Safety Disclosure

Not applicable.

Table of Contents

PART II

Item 5. Market For Registrant s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

The Company s common stock is traded under the symbol LCUT on the NASDAQ Global Select Market (NASDAQ).

The following table sets forth the quarterly high and low sales prices for the common stock of the Company for the fiscal periods indicated as reported by NASDAQ.

	2017		2016	
	High	Low	High	Low
First quarter	$ 21.20	$ 13.80	$ 15.45	$ 11.29
Second quarter	20.85	17.60	17.80	12.70
Third quarter	20.20	15.85	16.03	12.03
Fourth quarter	19.70	15.85	19.35	12.55

At December 31, 2017, the Company estimates that there were approximately 1,700 record holders of the Company s common stock.

The Company is authorized to issue 100 shares of Series A Preferred stock and 2,000,000 shares of Series B Preferred stock, none of which were issued or outstanding at December 31, 2017.

In the last two fiscal years, the Board of Directors declared a dividend of $0.0425 per share payable on each of May 16, 2016, August 15, 2016, November 15, 2016, February 15, 2017, May 15, 2017, August 15, 2017, November 15, 2017 and February 15, 2018. The Board of Directors currently intends to continue paying cash dividends for the foreseeable future, although the Board of Directors may in its discretion determine to modify or eliminate such dividends at any time. On March 8, 2018, the Board of Directors declared a quarterly dividend of $0.0425 per share payable on May 15, 2018 to shareholders of record on May 1, 2018. The Company s Credit Agreement, however, may restrict its ability to declare and pay dividends, establishing conditions that are to be met prior to making any dividend payment as well as restrictions on the amount of any dividend payment.

The following table summarizes the Company s equity compensation plan as of December 31, 2017:

Plan category	Number of shares of common stock to be issued upon exercise of outstanding options, warrants or rights (1)	Weighted-average exercise price of outstanding options (2)	Number of shares of common stock remaining available for future issuance

Equity compensation plan approved by security holders	1,799,538	$	13.64	619,369
Equity compensation plan not approved by security holders				
Total	1,799,538	$	13.64	619,369

(1) Securities reported in this column include outstanding options to purchase 1,456,200 shares of common stock as well as 343,338 deferred stock awards, the maximum number of performance-based deferred stock awards where the underlying shares have not been issued.

(2) The weighted-average exercise price takes into account option awards but not the shares subject to performance-based deferred stock awards.

Table of Contents

PERFORMANCE GRAPH

The following chart compares the cumulative total return on the Company s common stock with the NASDAQ Market Index and the Hemscott Group Index for Housewares & Accessories. The comparisons in this chart are required by the SEC and are not intended to forecast or be indicative of the possible future performance of the Company s common stock.

Date	Lifetime Brands, Inc.	Hemscott Group Index	NASDAQ Market Index
12/31/2012	$ 100.00	$ 100.00	$ 100.00
12/31/2013	$ 149.59	$ 146.57	$ 140.12
12/31/2014	$ 165.11	$ 177.44	$ 160.78
12/31/2015	$ 128.63	$ 202.37	$ 171.97
12/31/2016	$ 174.17	$ 208.68	$ 187.22
12/31/2017	$ 163.34	$ 146.73	$ 242.71

(1) The graph assumes $100 was invested as of the open of trading on January 1, 2013 and dividends were reinvested. Measurement points are at the last trading day of each of the fiscal years ended December 31, 2013, 2014, 2015, 2016 and 2017. The material in this chart is not soliciting material, is not deemed filed with the SEC and is not incorporated by reference in any filing of the Company under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, whether or not the chart is prepared before or after the date of this Annual Report on Form 10-K and irrespective of any general incorporation language in such filing. A list of the companies included in the Hemscott Group Index will be furnished by the Company to any stockholder upon written request to the Chief Financial Officer of the Company.

Item 6. Selected Financial Data

The selected consolidated statement of operations data for the years ended December 31, 2017, 2016 and 2015 and the selected consolidated balance sheet data as of December 31, 2017 and 2016 have been derived from the Company s audited consolidated financial statements included elsewhere in this Annual Report on Form 10-K. The selected consolidated statement of operations data for the years ended December 31, 2014 and 2013 and the selected consolidated balance sheet data at December 31, 2015, 2014 and 2013 have been derived from the Company s audited consolidated financial statements included in the Company s Annual Reports on Form 10-K for those respective years, which are not included in this Annual Report on Form 10-K.

Table of Contents

This information should be read together with the discussion in *Management s Discussion and Analysis of Financial Condition and Results of Operations* and the Company s consolidated financial statements and notes to those statements included elsewhere in this Annual Report on Form 10-K.

	Year ended December 31,				
	2017	**2016**	**2015**	**2014**	**2013**
STATEMENT OF OPERATIONS DATA[1]	(in thousands, except per share data)				
Net sales	$ 579,476	$ 592,619	$ 587,670	$ 586,010	$ 502,721
Cost of sales	364,319	375,719	373,284	373,129	315,459
Distribution expenses [2]	58,050	57,006	54,815	54,202	44,364
Selling, general and administrative expenses [3]	140,903	130,397	134,903	133,786	114,345
Intangible asset impairment				3,384	
Restructuring expenses	1,024	2,420	437	125	367
Income from operations	15,180	27,077	24,231	21,384	28,186
Interest expense	(4,291)	(4,803)	(5,746)	(6,418)	(4,847)
Financing expense			(154)	(758)	
Loss on early retirement of debt	(110)	(272)		(346)	(102)
Income before income taxes, equity in earnings and extraordinary item	10,779	22,002	18,331	13,862	23,237
Income tax provision	(9,032)	(7,030)	(6,627)	(5,825)	(9,175)
Equity in earnings (losses), net of taxes [4]	407	748	574	(6,493)	(4,781)
Net income	$ 2,154	$ 15,720	$ 12,278	$ 1,544	$ 9,281
Basic income per common share	$ 0.15	$ 1.11	$ 0.89	$ 0.11	$ 0.73
Weighted-average shares outstanding basic	14,505	14,174	13,850	13,519	12,757
Diluted income per common share	$ 0.14	$ 1.08	$ 0.86	$ 0.11	$ 0.71
Weighted-average shares outstanding diluted	14,955	14,549	14,266	13,974	13,043
Cash dividends declared per common share	$ 0.17	$ 0.17	$ 0.16	$ 0.15	$ 0.13125

	December 31,				
	2017	**2016**	**2015**	**2014**	**2013**
BALANCE SHEET DATA[1]	(in thousands)				
Current assets	$ 258,423	$ 256,447	$ 243,380	$ 258,117	$ 214,676
Current liabilities	71,515	91,286	91,361	83,869	69,494
Working capital	186,908	165,161	152,019	174,248	145,182
Total assets	401,521	399,854	398,331	421,402	336,739
Short-term borrowings	69	9,456	19,898	10,765	3,937
Long-term debt	94,744	86,201	80,350	127,655	65,919

Stockholders equity	210,279	197,728	199,468	188,233	180,905

Notes:

(1) The acquisition of Kitchen Craft in January 2014 affects the comparability of the periods.
(2) The 2016 period includes a $1.3 million charge to correct prior years depreciation of certain assets within the U.S. Wholesale segment.
(3) In 2015 and 2014, the Company recorded a net charge of $0.7 million and a credit of $4.2 million, respectively, related to adjustments to the fair value of certain contingent consideration. The 2017, 2016 and 2015 periods include the impact of unrealized gains (losses) on foreign currency contracts of ($2.8) million, $0.7 million and $0.3 million, respectively.
(4) In 2013, the Company recorded a charge of $5.0 million, net of tax for a reduction of the fair value of the Company s investment in Vasconia. In 2014, the Company recorded a charge of $6.0 million, net of tax, for a reduction of the fair value of the Company s investment in GSI.

Item 7. Management s Discussion and Analysis of Financial Condition and Results of Operations

The following discussion should be read in conjunction with the consolidated financial statements for the Company and notes thereto set forth in Item 15. This discussion contains forward-looking statements relating to future events and the future performance of the Company based on the Company s current expectations, assumptions, estimates and projections about it and the Company s industry. These forward-looking statements involve risks and uncertainties. The Company s actual results and timing of various events could differ materially from those anticipated in such forward-looking statements as a result of a variety of factors, as more fully described in this section and elsewhere in this Annual Report including those discussed under Disclosures regarding Forward-Looking Statements and under Item 1A Risk Factors and Item 7A Quantitative and Qualitative Disclosures Regarding Market Risk. The Company undertakes no obligation to update publicly any forward-looking statements for any reason, even if new information becomes available or other events occur in the future.

ABOUT THE COMPANY

The Company designs, sources and sells branded kitchenware, tableware and other products used in the home. The Company s product categories include two categories of products that people use to prepare, serve and consume foods: Kitchenware (kitchen tools and gadgets, cutlery, cutting boards, cookware, pantryware, spice racks and bakeware) and Tableware (dinnerware, stemware, flatware and giftware); and one category, Home Solutions, which comprises other products used in the home (thermal beverageware, food storage and home décor). In 2017, Kitchenware products and Tableware products accounted for approximately 89% of the Company s U.S. Wholesale net sales and 88% of the Company s consolidated net sales. In 2016, Kitchenware products and Tableware products accounted for approximately 90% of the Company s U.S. Wholesale net sales and 88% of the Company s consolidated net sales.

The Company markets several product lines within each of its product categories and under most of the Company s brands, primarily targeting moderate price points through virtually every major level of trade. The Company believes it possesses certain competitive advantages based on its brands, its emphasis on innovation and new product development and its sourcing capabilities. The Company owns or licenses a number of leading brands in its industry including Farberware®, Mikasa®, KitchenAid®, Pfaltzgraff®, KitchenCraft®, Fitz and Floyd®, Sabatier®, Kamenstein®, Built NY®, MasterClass®, Fred® and LaCafetière®. Historically, the Company s sales growth has come from expanding product offerings within its product categories, by developing existing brands, acquiring new brands, including complementary brands in markets outside the United States, and establishing new product categories. Key factors in the Company s growth strategy have been the selective use and management of the Company s brands and the Company s ability to provide a stream of new products and designs. A significant element of this strategy is the Company s in-house design and development teams that create new products, packaging and merchandising concepts.

On December 22, 2017, the Company entered into a Merger Agreement for the acquisition of Taylor by the Company. At a special meeting of stockholders held on February 28, 2018, stockholders approved the issuance of shares of the Company s common stock pursuant to the Merger Agreement. The acquisition was completed on March 2, 2018, for approximately $297.3 million, including approximately 5.6 million newly issued shares of the Company s common stock. Taylor and its subsidiaries (dba Filament Brands) primarily design, market and distribute consumer and food service precision measurement products, including kitchen scales, thermometers and timers, bath scales, wine accessories, kitchen tools, hydration products and select outdoor products to major retailers in the United States, Canada and select distributors throughout Europe and Asia. Taylor distributes products under the Taylor, Salter, Springfield, HoMedics, Rabbit, Houdini, Metrokane, Mako, EatSmart, TravelWise, Chef n, Vibe, d.stil, RBT and private label brand names.

BUSINESS SEGMENTS

The Company has three reportable segments: U.S. Wholesale, International and Retail Direct. The U.S. Wholesale segment is the Company s primary domestic business that designs, markets and distributes its products to retailers and distributors. The International segment consists of certain business operations conducted outside the U.S. The Retail Direct segment is that in which the Company markets and sells a limited selection of its products directly to consumers through its Pfaltzgraff, Mikasa, Fred and Friends, Built NY, Fitz and Floyd, Housewares Deals and Lifetime Sterling internet websites. The Company has segmented its operations to reflect the manner in which management reviews and evaluates its results of operations.

EQUITY INVESTMENTS

The Company owns approximately 30% of the outstanding capital stock of Grupo Vasconia, S.A.B. (Vasconia), an integrated manufacturer of aluminum products and one of Mexico s largest housewares companies.

The Company accounts for its investment in Vasconia using the equity method of accounting and has recorded its proportionate share of Vasconia s net income, net of taxes, as equity in earnings in the Company s consolidated statements of operations. Pursuant to a Shares Subscription Agreement (the Agreement), the Company may designate four persons to be nominated as members of Vasconia s Board of Directors. Shares of Vasconia s capital stock are traded on the Bolsa Mexicana de Valores, the Mexican Stock Exchange. The Quotation Key is VASCONI.

The Company recorded equity in earnings of Vasconia, net of taxes, of $415,000, $570,000 and $594,000 for the years ended December 31, 2017, 2016 and 2015, respectively.

In 2016 the Company sold its 40% equity interest in GS Internacional S/A (GSI), a wholesale distributor of branded housewares products in Brazil. The Company initially acquired GSI in December 2011 and accounted for this investment using the equity method of accounting; however, impairment losses recognized in 2014 reduced the value of the investment to zero. Upon the sale of its equity interest in GSI the Company recognized a net gain of $189,000 which is included within equity in earnings (losses), net of tax for the year ended December 31, 2016.

In February 2012, the Company acquired a 50% stake in Grand Venture Holdings Limited (Grand Venture), a joint venture with Manweal Development Limited (Manweal), a Chinese corporation, to distribute Mikasa® products in China, which included an initial investment by the Company of $500,000. The Company and Manweal each own 50% of Grand Venture and have rights and obligations proportionate to their ownership percentages. The Company accounts for its investment in Grand Venture using the equity method of accounting and has recorded its proportionate share of Grand Venture s net loss in equity in earnings in the Company s consolidated statements of operations.

In January 2011, the Company, together with Vasconia and unaffiliated partners, formed a joint venture based in Hong Kong that supplies imported kitchenware products to retailers in North, Central and South America. The Company sold its investment in this joint venture to an unaffiliated partner in October 2014.

SEASONALITY

The Company s business and working capital needs are highly seasonal, with a majority of sales occurring in the third and fourth quarters. In 2017, 2016 and 2015, net sales for the third and fourth quarters accounted for 60%, 61% and 59% of total annual net sales, respectively. In anticipation of the pre-holiday shipping season, inventory levels increase primarily in the June through October time period.

IMPACT OF INFLATION

Inflation rates in the United States and in major foreign countries where the Company operates have not had a significant impact on its results of operations or financial position during 2017, 2016 or 2015. The Company will continue its practice of monitoring costs and adjusting prices, accordingly.

EFFECT OF ADOPTION OF ACCOUNTING PRINCIPLES

Adopted Accounting Pronouncements

Effective January 1, 2017, the Company adopted Accounting Standard Update (ASU) 2016-09, *Improvements to Employee Share-Based Payment Accounting.* This standard requires, on a prospective basis, all income tax effects of awards to be recognized in the income statement when the awards vest or are settled. The standard also allows an employer to repurchase more of an employee s shares than is currently allowed for tax withholding purposes without triggering liability accounting, and allows companies to make a policy election to account for forfeitures as they occur. In

33

connection with the adoption of this standard, the Company adopted a policy to account for forfeitures as they occur on a modified retrospective basis. The change in policy of accounting for forfeitures resulted in a $46,000 decrease to retained earnings, net of tax, which the Company recorded as of January 1, 2017. Upon adoption of ASU 2016-09, on a prospective basis, excess tax benefits from share-based award activity are presented as an operating activity in the Company s statement of cash flow.

Effective January 1, 2017, the Company adopted ASU 2015-11, *Inventory: Simplifying the Measurement of Inventory*, which affects reporting entities that measure inventory using either the first-in, first-out or average cost method. Specifically, the guidance requires that inventory be measured at the lower of cost and net realizable value. Net realizable value is the estimated selling price in the ordinary course of business, less reasonably predictable cost of completion, disposal, and transportation. This adoption did not have a material impact on the Company s condensed consolidated financial statements.

Accounting Pronouncements to be Adopted in Future Periods

In January 2017, the Financial Accounting Standards Board (FASB) issued ASU 2017-04, *Simplifying the Test for Goodwill Impairment*, to simplify the subsequent measurement of goodwill by eliminating the second step of the goodwill impairment test. Under this standard, an entity should perform its annual or interim goodwill impairment test by comparing the fair value of a reporting unit with its carrying amount. An entity should recognize an impairment charge for the amount by which the carrying amount exceeds the reporting unit s fair value. The loss recognized should not exceed the total amount of goodwill allocated to that reporting unit. This guidance is effective for interim and annual goodwill impairment tests in fiscal years beginning after December 15, 2019. Early adoption, which the Company did not elect, is permitted for interim or annual goodwill impairment tests performed on testing dates after January 1, 2017.

In January 2017, the FASB issued ASU 2017-01, *Clarifying the Definition of a Business*, to assist with evaluating whether transactions should be accounted for as acquisitions (or disposals) of assets or businesses. This guidance is effective for fiscal years beginning after December 15, 2017, and interim periods within those years. Early adoption is permitted for transactions not reported in financial statements that have been issued or made available for issuance.

In August 2016, the FASB issued ASU 2016-15, *Statement of Cash Flows: Classification of Certain Cash Receipts and Cash Payments*, which reduces the diversity in practice on how certain transactions are classified in the statement of cash flows. The guidance is effective for fiscal years beginning after December 15, 2018, and interim periods within fiscal years beginning after December 15, 2019. Early adoption is permitted. The Company is evaluating the effect of adopting this pronouncement.

In February 2016, the FASB issued ASU 2016-02, *Leases,* which requires a lessee, in most leases, to initially recognize a lease liability for the obligation to make lease payments and a right-of-use asset for the right to use the underlying asset for the lease term. The guidance is effective for fiscal years beginning after December 15, 2018, and interim periods within with those years. Early adoption is permitted. The Company is evaluating the effect of adopting this pronouncement.

In May 2014, the FASB issued ASU 2014-09, *Revenue from Contracts with Customers*, to clarify the principles of recognizing revenue and create common revenue recognition guidance under U.S. GAAP and International Financial Reporting Standards. Following the FASB s finalization of a one year deferral of this standard, the ASU is now effective for fiscal years and interim periods within those fiscal years beginning after December 15, 2017, with early adoption permitted for fiscal years, and interim periods within those fiscal years, beginning on or after December 15, 2016. This ASU can be adopted either retrospectively to each reporting period presented or as a cumulative effect adjustment as of the date of the adoption. The standard supersedes existing revenue recognition guidance and replaces it with a five step revenue model with a core principle that an entity recognizes revenue to reflect the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled to in exchange for those goods or services. In March 2016, the FASB issued Accounting Standards Update No. 2016-08, *Revenue from Contracts with Customers (Topic 606): Principal versus Agent Considerations (Reporting Revenue Gross versus Net)* which clarifies the implementation guidance on principal versus agent considerations.

The Company adopted the new guidance on January 1, 2018, using the modified retrospective transition method and will apply this approach to those contracts that were not completed as of that date. The Company completed its evaluation of customer agreements and changes to its controls to support recognition and disclosures under the new guidance. The Company does not expect the adoption of the standard to have a material impact on its consolidated financial statements.

Table of Contents

RESULTS OF OPERATIONS

The following table sets forth statement of operations data of the Company as a percentage of net sales for the periods indicated below.

	Year Ended December 31,		
	2017	2016	2015
Net sales	100.0%	100.0%	100.0%
Cost of sales	62.9	63.4	63.5
Gross margin	37.1	36.6	36.5
Distribution expenses	10.0	9.6	9.3
Selling, general and administrative expenses	24.3	22.0	23.0
Restructuring	0.2	0.4	0.1
Income from operations	2.6	4.6	4.1
Interest expense	(0.7)	(0.8)	(1.0)
Loss on early retirement of debt			
Income before income taxes and equity in earnings	1.9	3.8	3.1
Income tax provision	(1.6)	(1.2)	(1.1)
Equity in earnings, net of taxes	0.1	0.1	0.1
Net income	0.4%	2.7%	2.1%

MANAGEMENT S DISCUSSION AND ANALYSIS

2017 COMPARED TO 2016

Net Sales

Net sales for the year 2017 were $579.5 million, a decrease of $13.1 million, or 2.2%, compared to net sales of $592.6 million in 2016.

Net sales for the U.S. Wholesale segment in 2017 were $462.6 million, a decrease of $8.4 million, or 1.8%, compared to net sales of $471.0 million in 2016.

Net sales for the U.S. Wholesale s Kitchenware product category in 2017 were $276.6 million, a decrease of $10.2 million, or 3.6%, compared to net sales of $286.8 million in 2016. The decrease in the U.S. Wholesale s Kitchenware product category was attributable to declines in pantryware and cutlery warehouse club sales and a decline in tools and gadget sales due to certain retailer programs not repeating. These declines were partially offset by an increase in bakeware sales and an increase in sales to on-line retailers across all Kitchenware product categories.

Net sales for the U.S. Wholesale s Tableware product category in 2017 were $134.0 million, a decrease of $1.9 million, or 1.4%, compared to net sales of $135.9 million for 2016. The Tableware product category sales decrease was primarily attributable to a decline in housewares and metals warehouse club programs. These decreases were partially offset by an increase in sales from Fitz and Floyd of approximately $7.0 million.

Net sales for the U.S. Wholesale s Home Solutions products category in 2017 were $52.0 million, an increase of $3.7 million, or 7.7%, compared to net sales of $48.3 million in 2016. The increase reflects an increase in hydration programs and a new lunch bag program at a warehouse club. This increase was partially offset by a decline in home décor sales attributable to the SKU simplification initiative.

Net sales for the International segment in 2017 were $97.8 million, a decrease of $3.3 million, compared to net sales of $101.1 million for 2016. In constant currency, which excludes the impact of foreign exchange fluctuations, net sales increased approximately 0.3%. The increase, in constant currency, is due to an increase in kitchenware sales to on-line retailers and export sales, partially offset by a decline in tableware sales with certain customers.

Net sales for the Retail Direct segment in 2017 were $19.1 million, a decrease of $1.5 million, or 7.3%, compared to $20.6 million for 2016. The decrease was attributable a reduction in new products introduced during the 2017 period as compared to the 2016 period.

Gross margin

Gross margin for 2017 was $215.2 million, or 37.1%, compared to $216.9 million, or 36.6%, for the corresponding period in 2016.

Gross margin for the U.S. Wholesale segment was $170.9 million, or 36.9%, for 2017 compared to $169.4 million, or 36.0%, for 2016. Gross margin fluctuates from period to period based on a number of factors, including product and customer mix. The increase in margin is attributable to changes in customer and product mix in the Kitchenware and Tableware product categories and a reduction in customer allowances. These increases were partially offset by a decrease in gross margin in the Home Solutions product category due a change in customer mix and an increase in customer allowances.

Gross margin for the International segment was $31.8 million, or 32.5%, for 2017 compared to $33.7 million, or 33.4%, for 2016. The decrease in gross margin in the International segment is a result of a change in customer mix, tableware product lines de-emphasized and higher customer allowances. The decrease in gross margin in the International segment is also the result of the strengthened U.S. Dollar against the Pound Sterling.

Gross margin for the Retail Direct segment was $12.5 million, or 65.5%, for 2017 compared to $13.8 million, or 67.0%, for 2016. The decrease in gross margin percentage in Retail Direct reflects an increase in clearance sales activity in the 2017 period.

Distribution expenses

Distribution expenses were $58.1 million for the 2017 period as compared to $57.0 million for the 2016 period. In 2016, the Company identified and corrected an error in the accumulated depreciation balance relating to certain leasehold improvements at one of its U.S. warehouses. Accordingly, distribution expense for the year ended December 31, 2016 includes $1.2 million of additional depreciation expense to properly reflect the accumulated depreciation balance of these assets as of December 31, 2016. Excluding this additional depreciation expense, distribution expenses as a percentage of net sales were 10.0% and 9.4% in 2017 and 2016, respectively.

Distribution expenses as a percentage of net sales for the U.S. Wholesale segment were approximately 8.9% in 2017 and 8.5% in 2016. Excluding the additional depreciation expense described above, distribution expenses as a percentage of net sales for the U.S. Wholesale segment were approximately 8.2% in 2016. Excluding the depreciation expense described above, distribution expenses as a percentage of sales shipped from the Company s warehouses located in the United States for the U.S. Wholesale segment were 9.7% and 9.0% for 2017 and 2016, respectively. The increase reflects expenses associated with the Company s west coast distribution facility relocation, including inefficiencies in preparation for the relocation, as well an increase in employee costs and facility expenses on lower sales. The increase is also partially attributable to an increase in freight expense on higher sales to prepaid freight customers.

Distribution expenses as a percentage of net sales for the International segment were approximately 10.8% and 10.9% for 2017 and 2016, respectively. Distribution expenses as a percentage of sales shipped from the Company s warehouses for the International segment were 12.3% and 12.6% for 2017 and 2016, respectively. The decrease reflects improved labor management and a decrease in freight rates.

Distribution expenses as a percentage of net sales for the Retail Direct segment were 33.0% for 2017 compared to 30.6% for 2016. The increase reflects lower sales and an increase in freight rates.

Selling, general and administrative expenses

Selling, general and administrative expenses (SG&A) for 2017 were $140.9 million, an increase of $10.5 million, or 8.1%, as compared to $130.4 million for 2016.

SG&A expenses for 2017 for the U.S. Wholesale segment were $90.0 million, an increase of $2.5 million, or 2.9%, compared to $87.5 million for 2016. The 2017 period reflects employee severance, intangible amortization related to the Company s 2016 acquisitions, the inclusion of Fitz and Floyd and expenses associated with retailer credit concerns. The increase was partially offset by a decrease in short term incentive compensation expense. As a percentage of net sales, SG&A expenses were 19.5% for 2017 compared to 18.6% for 2016.

SG&A expenses for 2017 for the International segment were $27.1 million, compared to $19.7 million for 2016. The increase was due in part to unrealized losses on foreign currency contracts of $2.8 million in the current period, resulting from the Company s hedging activity, as compared to unrealized gains of approximately $0.7 million in 2016. The 2016 period includes realized gains on the settlement of foreign currency contracts of approximately $1.4 million and translation gains of approximately $1.7 million. These gains were not repeated in 2017. The 2017 period also includes expenses of approximately $0.7 million attributable to the implementation of SAP. As a percentage of net sales, SG&A expenses increased to 27.7% for 2017 compared to 19.5% for 2016.

SG&A expenses for 2017 for the Retail Direct segment were $6.6 million compared to $6.7 million for 2016. The decrease was primarily due to a decrease in selling expenses.

Unallocated corporate expenses for 2017 were $17.2 million compared to $16.5 million for 2016. The increase in the 2017 period was primarily attributable to an increase in professional and acquisition related fees, partially offset by a decrease in short term incentive compensation expense.

Restructuring expenses

During 2017, the Company recorded $1.0 million of restructuring expense, primarily for severance, related to the integration of operations in Europe.

Restructuring expenses related to the U.S. Wholesale restructuring plan were $2.4 million for 2016. The expense for the 2016 period includes severance of approximately $0.7 million and consulting expense of approximately $1.6 million.

Table of Contents

Interest expense

Interest expense for 2017 was $4.3 million compared to $4.8 million for 2016. The decrease in expense is attributable to the use of operating cash flow to reduce indebtedness and a decrease in the average borrowing rate due to Term Loan repayments.

Loss on early retirement of debt

In April 2017, the Company repaid the outstanding balance under its Term Loan. In connection therewith, the Company wrote-off debt issuance costs of $0.1 million.

In April 2016, the Company made a prepayment of $15.2 million in accordance with the amended terms of the Company s Term Loan. In connection therewith, the Company wrote-off debt issuance costs of $0.3 million.

Income tax provision

On December 22, 2017, the legislation commonly referred to as the Tax Cuts and Jobs Act (the Tax Act) was enacted. The Tax Act is one of the most comprehensive changes in the U.S. corporate tax law and policy since 1986 and certain provisions are extremely complex in their application. The Tax Act revises the U.S. corporate income tax by, among other things, lowering the corporate income tax rate from 35% to 21%, adopting a quasi-territorial income tax system and imposing a one-time transition tax on foreign unremitted earnings, and setting limitations on deductibility of certain costs (e.g., interest expense).

The lower U.S. corporate income tax rate is effective January 1, 2018, however the U.S. deferred tax assets and liabilities were adjusted in 2017 when the new tax law was enacted. Additionally, in 2017, as part of the transition to the new quasi-territorial tax system, the Tax Act imposes a one-time tax on deemed repatriation of foreign subsidiaries earnings. The estimated impact of the Tax Act summarized below is further described in the Notes to the consolidated financial statements (Note J).

The income tax provision was $9.0 million in 2017 and $7.0 million in 2016. The Company s effective tax rate for 2017 was 83.8%, compared to 32.0% for 2016. The higher effective tax rate in 2017 was driven by the reduced deferred tax assets resulting from the application of a lower corporate tax rate under the Tax Act and the estimated transition tax. The higher rate in 2017 also resulted from foreign pretax losses in jurisdictions where the local statutory rate is lower than the current U.S. corporate income tax rate and a portion for which no benefit has been recognized due to a valuation allowance. The effective tax rate in 2016 reflected a reduction of deferred tax liabilities in the U.K. as a result of a rate change enacted in 2016 as well as a favorable foreign tax rate differential for income earned in the U.K.

	Year Ended December 31, 2017 (in thousands)
Transition tax on non-U.S. subsidiaries earnings	$ 338
Re-measurement of U.S. deferred tax assets and liabilities	2,981
	$ 3,319

Total impact of the Tax Act on the provision for income taxes	

Due to the complexities involved in accounting for the recently enacted Tax Act, the Company is required to include in its financial statement the reasonable estimate of the impact of the Tax Act on earnings to the extent such reasonable estimate has been determined. Accordingly, the U.S. provision for income tax for 2017 is based on the reasonable estimate guidance. The Company is continuing to assess the impact from the Tax Act and may record adjustments in 2018.

Table of Contents

Equity in earnings (losses)

The Company s equity in earnings (losses), net of tax, for 2017 and 2016 are as follows:

	Year Ended December 31, 2017	2016
	(in thousands)	
Equity in earnings of Grupo Vasconia:		
Equity earnings, net of tax	$ 176	$ 1,087
Tax benefit (provision) recorded in equity in earnings [1]	239	(517)
Equity in earnings of Grupo Vasconia	415	570
Equity in earnings of GSI:		
Gain on sale of investment, net of tax		189
Equity in earnings of GSI		189
Equity in losses of other investments	(8)	(11)
	$ 407	$ 748

(1) Income tax provision related to the valuation allowance for deferred taxes associated with the cumulative foreign currency translation adjustment.

Equity in earnings of Vasconia, net of taxes, was $415,000 in 2017, as compared to $570,000 in 2016. Vasconia reported income from operations for 2017 of $10.5 million, as compared to $5.6 million for 2016 and net income of $1.2 million in 2017, compared to $3.5 million in 2016.

As described above, the Company sold its 40% equity interest in GSI during the year ended December 31, 2016. Upon the sale of its equity interest in GSI the Company recognized a net gain of $189,000. This gain represents the net consideration received of R$2.3 million (approximately $567,000) reduced by currency translation losses of $378,000 that were recognized when the equity interest was sold.

Table of Contents

MANAGEMENT S DISCUSSION AND ANALYSIS

2016 COMPARED TO 2015

Net Sales

Net sales for the year 2016 were $592.6 million, an increase of $4.9 million, or 0.8%, compared to net sales of $587.7 million in 2015.

Net sales for the U.S. Wholesale segment in 2016 were $471.0 million, an increase of $12.4 million, or 2.7%, compared to net sales of $458.6 million in 2015. As a result of the Company s realignment of the product categories within the U.S. Wholesale segment, previous periods presented for the U.S. Wholesale segment product categories have been recast to conform to the current period presentation.

Net sales for the U.S. Wholesale s Kitchenware product category in 2016 were $286.8 million, a decrease of $8.8 million, or 3.0%, compared to net sales of $295.6 million in 2015. The decrease in the U.S. Wholesale s Kitchenware product category was primarily attributable to a decline in cutlery sales volume, partially offset by an increase in tools and gadgets due to strategic sales efforts with key customers, including on-line retailers. The decrease is also partially offset by net sales from the Company s acquisition of the Amco Houseworks®, Chicago Metallic, Swing-A-Way® and Copco® brands.

Net sales for the U.S. Wholesale s Tableware product category in 2016 were $135.9 million, an increase of $10.5 million, or 8.4%, compared to net sales of $125.4 million for 2015. The Tableware product category sales increase was primarily attributable to an increase in flatware and houseware sales from warehouse club programs. The increase was also due in part to an increase in sales to on-line retailers.

Net sales for the U.S. Wholesale s Home Solutions products category in 2016 were $48.3 million, an increase of $10.7 million, or 28.5%, compared to net sales of $37.6 million in 2015. The increase in the Home Solutions product category reflects an increase in Built NY sales as a result of growth in hydration programs.

Net sales for the International segment in 2016 were $101.1 million, a decrease of $6.9 million, compared to net sales of $108.0 million for 2015. In constant currency, which excludes the impact of foreign exchange fluctuations, net sales increased approximately 5.6%. The increase, in constant currency, is due to an increase in kitchenware sales to on-line retailers and export sales, partially offset by a small decline in tableware sales with certain customers.

Net sales for the Retail Direct segment in 2016 were $20.6 million, a decrease of $0.5 million, or 2.4%, compared to $21.1 million for 2015. The decrease was primarily attributable to a decrease in sales from the Mikasa® Internet website.

Gross margin

Gross margin for 2016 was $216.9 million, or 36.6%, compared to $214.4 million, or 36.5%, for the corresponding period in 2015.

Gross margin for the U.S. Wholesale segment was $169.4 million, or 36.0%, for 2016 compared to $163.5 million, or 35.7%, for 2015. Gross margin may be expected to fluctuate from period to period based on a number of factors, including product and customer mix. The increase in gross margin for the U.S. Wholesale segment is primarily due to an increase in margin in the Kitchenware product category which reflects a decrease in customer incentives and a change in product mix.

Gross margin for the International segment was $33.7 million, or 33.4%, for 2016 compared to $36.7 million, or 34.0%, for 2015. The decrease in gross margin in the International segment is a result of the strengthened U.S. Dollar against the Pound Sterling as well as the weakened Euro against the Pound Sterling during the period.

Gross margin for the Retail Direct segment was $13.8 million, or 67.0%, for 2016 compared to $14.2 million, or 67.2%, for 2015. The decrease in gross margin in the Retail Direct segment reflects additional costs to reduce shipment breakage and higher royalty expenses.

Distribution expenses

Distribution expenses for 2016 were $57.0 million as compared to $54.8 million for 2015. In 2016, the Company identified and corrected an error in the accumulated depreciation balance relating to certain leasehold improvements at one of its U.S. warehouses. Accordingly, distribution expense for the year ended December 31, 2016 includes $1.2 million of additional depreciation expense to properly reflect the accumulated depreciation balance of these assets as of December 31, 2016. Excluding this additional depreciation expense, distribution expenses as a percentage of net sales were 9.4% and 9.3% in 2016 and 2015, respectively.

Distribution expenses as a percentage of net sales for the U.S. Wholesale segment were approximately 8.5% in 2016 and 8.0% in 2015. Excluding the additional depreciation expense described above, distribution expenses as a percentage of net sales for the U.S. Wholesale segment were approximately 8.2% in 2016. Distribution expenses, excluding the depreciation expense described above, as a percentage of sales shipped from the Company s warehouses located in the United States for the U.S. Wholesale segment were 9.0% for 2016 and 2015. Sales shipped from the Company s warehouses increased in 2016 and offset an increase in expense due to transition service agreements for brands acquired in 2016 and labor related to smaller case pack shipments.

Distribution expenses as a percentage of net sales for the International segment were approximately 10.9% and 10.5% for 2016 and 2015, respectively. Distribution expenses as a percentage of sales shipped from the Company s warehouses for the International segment were 12.6% and 12.4% for the 2016 and 2015, respectively. The change reflects an increase warehouse labor and storage costs.

Distribution expenses as a percentage of net sales for the Retail Direct segment were 30.6% for 2016 compared to 30.8% for 2015. The decrease was from lower freight-out expenses due to fewer product breakage replacements.

Selling, general and administrative expenses

Selling, general and administrative expenses (SG&A) for 2016 were $130.4 million, a decrease of $4.5 million, or 3.3%, as compared to $134.9 million for 2015.

SG&A expenses for 2016 for the U.S. Wholesale segment were $87.5 million, an increase of $2.7 million, or 3.2%, compared to $84.8 million for 2015. The increase was attributable to an increase in incentive compensation, partially offset by a decrease in employee expense due to a reduction in headcount. As a percentage of net sales, SG&A expenses were 18.6% for 2016 compared to 18.5% for 2015.

SG&A expenses for 2016 for the International segment were $19.7 million compared to $27.0 million for 2015. The decrease in the 2016 period was due to foreign currency transaction gains resulting from the Company s hedging activity and the effect of foreign currency translation as a result of the weakened British pound. As a percentage of net sales, SG&A expenses decreased to 19.5% for 2016 compared to 25.0% for 2015.

SG&A expenses for 2016 for the Retail Direct segment were $6.7 million compared to $8.2 million for 2015. The decrease was primarily due to a decrease in employee related expenses and a decrease in marketing expenditures.

Unallocated corporate expenses for 2016 were $16.5 million compared to $14.9 million for 2015. The 2015 period included the reimbursement of expenses incurred for an acquisition not completed and the reimbursement of certain litigation expenses. The increase in the 2016 period was primarily attributable to an increase in professional and acquisition related fees.

Restructuring expenses

Restructuring expenses related to the U.S. Wholesale restructuring plan were $2.4 million and $0.4 million for 2016 and 2015, respectively. The expense for the 2016 period includes severance of approximately $0.7 million and consulting expense of approximately $1.6 million. The expense for the 2015 period includes $0.4 million of consulting expense.

Table of Contents

Interest expense

Interest expense for 2016 was $4.8 million compared to $5.7 million for 2015. The decrease in expense is attributable to the use of operating cash flow to reduce indebtedness and a decrease in the average borrowing rate due to Term Loan repayments.

Financing expenses

In 2015 the Company wrote off $0.2 million of expenses related to a refinancing of indebtedness that was not completed.

Loss on early retirement of debt

In April 2016, the Company made a prepayment of $15.2 million in accordance with the amended terms of the Company s Term Loan. In connection therewith, the Company wrote-off debt issuance costs of $0.3 million.

Income tax provision

The income tax provision was $7.0 million in 2016 and $6.6 million in 2015. The Company s effective tax rate for 2016 was 32.0%, compared to 36.2% for 2015. The lower effective tax rate in 2016 primarily reflects a reduction of deferred tax liabilities in the U.K. as a result of a rate change enacted in 2016 as well as a favorable foreign tax rate differential for income earned in the U.K.

Equity in earnings (losses)

The Company s equity in earnings (losses), net of tax, for 2016 and 2015 are as follows:

	Year Ended December 31, 2016	2015
	(in thousands)	
Equity in earnings of Grupo Vasconia:		
Equity earnings, net of tax	$ 1,087	$ 1,897
Tax provision recorded in equity in earnings [1]	(517)	(1,303)
Equity in earnings of Grupo Vasconia	570	594
Equity in earnings of GSI:		
Gain on sale of investment, net of tax	189	
Equity in earnings of GSI	189	
Equity in losses of other investments	(11)	(20)
	$ 748	$ 574

(2)

Income tax provision related to the valuation allowance for deferred taxes associated with the cumulative foreign currency translation adjustment.

Equity in earnings of Vasconia, net of taxes, was $570,000 in 2016, as compared to $594,000 in 2015. Vasconia reported income from operations for 2016 of $5.6 million, as compared to $10.6 million for 2015 and net income of $3.5 million in 2016, compared to $7.4 million in 2015.

As described above, the Company sold its 40% equity interest in GSI during the year ended December 31, 2016. Upon the sale of its equity interest in GSI the Company recognized a net gain of $189,000. This gain represents the net consideration received of R$2.3 million (approximately $567,000) reduced by currency translation losses of $378,000 that were recognized when the equity interest was sold.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

Management s Discussion and Analysis of Financial Condition and Results of Operations discusses the Company s consolidated financial statements which have been prepared in accordance with GAAP and with the instructions to Form 10-K and Article 10 of Regulation S-X. The preparation of these financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. On an on-going basis, management evaluates its estimates and judgments based on historical experience and on various other factors that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. The Company evaluates these estimates including those related to revenue recognition, allowances for doubtful accounts, reserves for sales returns and allowances and customer chargebacks, inventory mark-down provisions, health insurance reserves, impairment of goodwill, tangible and intangible assets, stock compensation expense, accruals related to the Company s tax positions and tax valuation allowances. Actual results may differ from these estimates using different assumptions and under different conditions. The Company s significant accounting policies are more fully described in Note A of the Notes to the Consolidated Financial Statements included in Item 15. The Company believes that the following discussion addresses its most critical accounting policies, which are those that are most important to the portrayal of the Company s consolidated financial condition and results of operations and require management s most difficult, subjective and complex judgments.

Inventory

Inventory consists principally of finished goods sourced from third-party suppliers. Inventory also includes finished goods, work in process and raw materials related to the Company s manufacture of sterling silver products. Inventory is priced using the lower of cost (first-in, first-out basis) or net realizable value. The Company estimates the selling price of its inventory on a product by product basis based on the current selling environment. If the estimated selling price is lower than the inventory s cost, the Company reduces the value of the inventory to its net realizable value. Net realizable value is the estimated selling price in the ordinary course of business, less reasonably predictable cost of completion, disposal and transportation.

Accounts Receivable

The Company periodically reviews the collectability of its accounts receivable and establishes allowances for estimated losses that could result from the inability of its customers to make required payments. A considerable amount of judgment is required to assess the ultimate realization of these receivables including assessing the initial and on-going creditworthiness of the Company s customers. The Company also maintains an allowance for anticipated customer deductions. The allowances for deductions are primarily based on contracts with customers. However, in certain cases the Company does not have a formal contract and, therefore, customer deductions are non-contractual. To evaluate the reasonableness of non-contractual customer deductions, the Company analyzes currently available information and historical trends of deductions. If the financial conditions of the Company s customers or general economic conditions were to deteriorate, resulting in an impairment of their ability to make payments or sell the Company s products at reasonable sales prices, or the Company s estimate of non-contractual deductions varied from actual deductions, revisions to allowances would be required, which could adversely affect the Company s financial condition. Historically, the Company s allowances have been appropriate and have not resulted in material unexpected charges.

Goodwill, intangible assets and long-lived assets

Goodwill and intangible assets deemed to have indefinite lives are not amortized but, instead, are subject to an annual impairment assessment. Additionally, if events or conditions were to indicate the carrying value of a reporting unit may not be recoverable, the Company would evaluate goodwill and other intangible assets for impairment at that time. As it relates to the goodwill assessment, the Company first assesses qualitative factors to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount as a basis for determining whether it is necessary to perform the two-step goodwill impairment testing described in ASU Topic No. 350, *Intangibles Goodwill and Other*. If, after assessing qualitative factors, the Company determines that it is not more likely than not that the fair value of a reporting unit is less than its carrying amount, then performing the two-step impairment test is unnecessary and the Company s goodwill is considered to be unimpaired. However, if based on the Company s qualitative assessment it concludes that it is more likely than not that the fair value of the reporting unit is less than its carrying amount, or if the Company elects to bypass the qualitative assessment, the Company will proceed with performing the two-step process. The first step in the two-step process compares the carrying value of each reporting unit that has goodwill with the estimated fair value of the respective reporting unit. Should the carrying value of a reporting unit be in excess of the estimated fair value of that reporting unit, the second step must be performed. The second step represents a hypothetical purchase price allocation as if the Company had acquired the reporting unit on that date. The Company also evaluates qualitative factors to determine whether or not its indefinite lived intangibles have been impaired and then performs quantitative tests if required. These tests can include the royalty savings model or other valuation models.

Long-lived assets, including intangible assets deemed to have finite lives, are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Impairment indicators include, among other conditions, cash flow deficits, historic or anticipated declines in revenue or operating profit or material adverse changes in the business climate that indicate that the carrying amount of an asset may be impaired. When impairment indicators are present, the recoverability of the asset is measured by comparing the carrying value of the asset to the estimated undiscounted future cash flows expected to be generated by the asset. If the asset is considered to be impaired, the impairment to be recognized is measured by the amount by which the carrying amount of the asset exceeds the fair value of the asset.

The Company bypassed the optional qualitative impairment analysis for its three reporting units with goodwill for its October 1, 2017 impairment test. Accordingly, the first step of the two step goodwill impairment test, as described above, was performed. Under the first step, the estimated fair value of each of the reporting units was determined using both the income approach and the market approach. The significant assumptions used under the income approach, or discounted cash flow method, are projected net sales, projected earnings before interest, tax, depreciation and amortization (EBITDA), terminal growth rates, and the cost of capital. Projected net sales, projected EBITDA and terminal growth rates were determined to be significant assumptions because they are three primary drivers of the projected cash flows in the discounted cash flow fair value model. Cost of capital was also determined to be a significant assumption as it is the discount rate used to calculate the current fair value of those projected cash flows. Under the income and market approach, the resultant estimated fair value of the three reporting units exceeded their carrying value as of October 1, 2017.

Management s projections used to estimate the cash flows included increasing net sales and operational improvements designed to reduce costs at the Company s international reporting units. The planned cost savings are in line with that of a market participant and are estimated based on the integration of the Company s legal entities operating in Europe. The attainment of the savings from the operational improvements in Europe are a critical factor in the determination of the fair value of the Kitchen Craft and Creative Tops reporting units.

Changes in any of the significant assumptions used in the valuation of the Company s reporting units can materially affect the expected cash flows, and such impacts can result in the requirement to proceed to the second step of the test and potentially a material non-cash impairment charge could result. The Company is not currently aware of any negative changes in its assumptions that could lead to the fair value of the reporting unit being less than the carrying value.

Revenue recognition

The Company sells products:

Wholesale, to retailers and distributors, and

Retail, directly to consumers.

Wholesale sales and retail sales are recognized when title passes to the customer, which is primarily at the shipping point for wholesale sales and upon delivery to the customer for retail sales. Shipping and handling fees that are billed to customers in sales transactions are included in net sales. Net sales exclude taxes that are collected from customers and remitted to the taxing authorities.

The Company offers various sales incentives and promotional programs to its customers from time to time in the normal course of business. These incentives and promotions typically include arrangements such as cooperative advertising, buydowns, volume rebates and discounts. These arrangements and an estimate of sales returns are reflected as reductions in net sales in the Company s consolidated statements of operations.

Share-based compensation

The Company accounts for its share-based compensation arrangements in accordance with ASC Topic 718, Stock Compensation , which requires the measurement of compensation expense for all share-based compensation granted to employees and non-employee directors at fair value on the date of grant and recognition of compensation expense over the related service period for awards. Forfeitures are accounted for as they occur.

The Company uses the Black-Scholes option valuation model to estimate the fair value of its stock options. The Black-Scholes option valuation model requires the input of highly subjective assumptions including the expected stock price volatility of the Company s common stock and the risk-free interest rate. Changes in these subjective input assumptions can materially affect the fair value estimate of the Company s stock options on the date of the option grant.

Performance share awards are initially valued at the Company s closing stock price on the date of grant. Each performance award represents the right to receive up to 150% of the target number of shares of common stock. The number of shares of common stock earned will be determined based on the attainment of specified performance goals by the end of the performance period, as determined by the Compensation Committee. Compensation expense for performance awards is recognized over the vesting period, and will vary based on remeasurement during the performance period. If the performance metrics are not probable of achievement during the performance period, compensation expense would be reversed. The awards are forfeited if the performance metrics are not achieved as of the end of the performance period. The performance share awards vest in full at the end of a three year period.

The Company bases the estimated fair value of restricted stock awards on the fair value of its common stock on the date of grant. The estimated fair value of an award is determined based on the closing price of the Company s common stock on the date of grant multiplied by the number of shares awarded. Compensation expense is recognized on a straight-line basis over the vesting period. Forfeitures are accounted for as they occur.

Restructuring Expenses

Costs associated with restructuring activities are recorded at fair value when a liability has been incurred. A liability has been incurred at the point of closure for any remaining operating lease obligations and at the communication date for severance.

In 2016, to reduce costs and achieve synergies, the Company began the process of integrating its legal entities operating in Europe. During the 2017, the Company recorded $1.0 million of restructuring expense related to the execution of this plan, primarily related to severance. The Company does not expect to incur additional restructuring charges in 2018 related to this integration.

In December 2015, the Company commenced an in-depth review of its U.S. Wholesale business segment, which included the evaluation of the segment s efficiency and effectiveness, with the objective of developing a plan to restructure its operations as appropriate. The Company expanded this restructuring plan in 2016 to focus on specific actions required to achieve the plan s objectives. The Company recorded $2.4 million and $437,000 of restructuring expenses during the years ended December 31, 2016 and 2015, respectively, related to the execution of this plan. The expense for the 2016 period includes severance of approximately $0.7 million and consulting expense of approximately $1.6 million. The Company did not incur additional restructuring charges in 2017 and does not expect to incur additional restructuring charges in 2018, in each case, related to this plan.

Employee healthcare

The Company self-insures certain portions of its health insurance plan. The Company maintains an accrual for unpaid claims and estimated claims incurred but not yet reported (IBNR). Although management believes that it uses the best information available to estimate IBNR claims, actual claims may vary significantly from estimated claims.

Income taxes

The Company applies the required provisions for financial statement recognition, measurement and disclosure of uncertain tax positions recognized in the Company s financial statements. Tax positions must meet a more-likely-than-not recognition threshold and measurement attribute for financial statement recognition and measurement of a tax position taken. The valuation allowance is also calculated, established or maintained when it is more likely than not that all or a portion of deferred tax assets will not be realized.

On December 22, 2017, the Tax Act was enacted. The Tax Act is one of the most comprehensive changes in the U.S. corporate tax law and policy since 1986 and certain provisions are extremely complex in their application. The Tax Act revises the U.S. corporate income tax by, among other things, lowering the corporate income tax rate from 35% to 21%, adopting a quasi-territorial income tax system and imposing a one-time transition tax on foreign unremitted earnings, and setting limitations on deductibility of certain costs (e.g., interest expense).

The lower U.S. corporate income tax rate is effective January 1, 2018, however the Company s U.S. deferred tax assets and liabilities were adjusted in 2017 when the new tax law was enacted. Additionally, in 2017, as part of the transition to the new quasi-territorial tax system, the Tax Act imposes a one-time tax on deemed repatriation of foreign subsidiaries earnings.

On December, 22, 2017, SAB 118 was issued due to the complexities involved in accounting for the recently enacted Tax Act. SAB 118 requires the Company to include in its financial statements a reasonable estimate of the impact of the Tax Act on earnings to the extent such estimate has been determined. Accordingly, the U.S. provision for income tax for 2017 is based on the reasonable estimate guidance provided by SAB 118. The Company is continuing to assess the impact from the Tax Act and will record adjustments in 2018. The final impact on the Company from the Tax Act s transition tax legislation may differ from the reasonable estimate due to the complexity of calculating and supporting with primary evidence such U.S. tax attributes as accumulated foreign earnings and profits, foreign tax paid, and other tax components involved in foreign tax credit calculations for prior years back to 1986. Such differences could be material, due to, among other things, changes in interpretations of the Tax Act, future legislative action to address questions that arise because of the Tax Act, changes in accounting standards for income taxes or related interpretations in response to the Tax Act, or any updates or changes to estimates the Company has utilized to calculate the transition tax s reasonable estimate.

Derivatives

The Company accounts for all derivative instruments on the balance sheet at fair value as either an asset or a liability. Changes in the fair value of derivatives that qualify as hedges and have been designated as part of a hedging relationship for accounting purposes have no net impact on earnings to the extent the derivatives are considered highly effective in achieving offsetting changes in fair value or cash flows attributable to the risk being hedged, until the hedged items are recognized in earnings. If a derivative which is designated as part of a hedging relationship is considered ineffective in achieving offsetting changes in fair value or cash flows attributable to the risk being hedged, the change in fair value is recorded in operations. For derivatives that do not qualify or are not designated as hedging instruments for accounting purposes, changes in fair value are recorded in operations.

Foreign currency

Foreign currency denominated assets and liabilities are translated into U.S. dollars at exchange rates prevailing at the balance sheet dates. Revenues, costs and expenses are translated into U.S. dollars at average exchange rates for the relevant period. Income and losses resulting from translation are recorded as a component of accumulated other comprehensive income (loss). Gains and losses from foreign currency transactions, including the unrealized gain or loss on the fair value of foreign exchange contracts not designated as hedges and the realized gain or loss on all foreign exchange contracts, whether or not designated as hedges, are recognized in selling, general and administrative expenses in the consolidated statements of operations.

LIQUIDITY AND CAPITAL RESOURCES

The Company s principal sources of cash to fund liquidity needs are: (i) cash provided by operating activities and (ii) borrowings available under its revolving credit facility under the ABL Credit Agreement. The Company s primary uses of funds consist of working capital requirements, capital expenditures, acquisitions and investments and payments of principal and interest on its debt.

At December 31, 2017, the Company had cash and cash equivalents of $7.6 million compared to $7.9 million at December 31, 2016, working capital of $186.9 million at December 31, 2017 compared to $165.2 million at December 31, 2016 and the current ratio (current assets to current liabilities) was 3.6 to 1.0 at December 31, 2017 compared to 2.8 to 1.0 at December 31, 2016.

Borrowings under the Company s Revolving Credit Facility increased to $94.7 million at December 31, 2017 compared to $86.2 million at December 31, 2016. The borrowings in 2017 were primarily attributable to the pay down of the Company s Term Loan and the financing of the Fitz and Floyd acquisition.

The Company believes that availability under its revolving credit facility under its ABL Credit Agreement and cash flows from operations are sufficient to fund the Company s operations for the next twelve months. However, if circumstances were to adversely change, the Company may seek alternative sources of liquidity including debt and/or equity financing. However, there can be no assurance that any such alternative sources would be available or sufficient. The Company closely monitors the creditworthiness of its customers. Based upon its evaluation of changes in customers creditworthiness, the Company may modify credit limits and/or terms of sale. However, notwithstanding the Company s efforts to monitor its customers financial condition, the Company could be materially affected by changes in the future.

Credit Facilities

At December 31, 2017, the Company s Credit Agreement, which was to expire in January 2019, provided for, among other things, the Revolving Credit Facility commitment totaling $175.0 million ($40.0 million of which was available for multi-currency borrowings) and a Term Loan. At December 31, 2017, borrowings outstanding under the Revolving Credit Facility were $94.7 million and open letters of credit were $3.2 million. At December 31, 2017, availability under the Revolving Credit Facility was approximately $58.0 million. The Term Loan was repaid in full in April 2017. Interest rates on outstanding borrowings under the Revolving Credit Facility at December 31, 2017 ranged from 2.5% to 5.5%.

In connection with the Company s acquisition of Taylor, on March 2, 2018, (1) the Company entered into a new credit agreement (with all exhibits, schedules and attachments thereto, the ABL Credit Agreement) with the Company, as a borrower and a guarantor, the other borrowers (the ABL Borrowers) party thereto, the other guarantors party thereto, JPMorgan Chase Bank, N.A. (JPMorgan), as administrative agent, and the lenders and issuing banks party thereto, evidencing a senior secured asset-based revolving credit facility provided to the Company and the ABL Borrowers in the maximum aggregate principal amount of $150.0 million, which facility will mature on March 2, 2023, and (2) the Company entered into a new loan agreement (with all exhibits, schedules and attachments thereto, the TLB Credit Agreement) with the Company, as the borrower and a guarantor, the other guarantors, JPMorgan, as administrative agent, Golub Capital LLC, as syndication agent, and the lenders party thereto, providing for a senior secured term loan credit facility to the Company in the principal amount of $275.0 million, which will mature on February 28, 2025. The term loan facility will be repaid, commencing June 30, 2018, in quarterly payments of principal equal to 0.25% of the original aggregate principal amount of the term loan facility. The maximum borrowing under the ABL Credit agreement may be increased to up to $200.0 million if certain conditions are met. One or more tranches of additional term loans (the Incremental Facilities) may be added under the TLB Credit Agreement if certain conditions are met. The Incremental Facilities may not exceed the sum of (i) $50.0 million plus (ii) an unlimited amount so long as, in the case of (ii) only, the Company s secured net leverage ratio, as defined in and computed pursuant to the TLB Credit Agreement, is no greater than 3.75 to 1.00 subject to certain limitations and for the period defined pursuant to the TLB Credit Agreement.

Borrowings under the revolving credit facility bear interest, at the Company s option, at one of the following rates: (i) base rate, defined as the greater of the prime rate, a federal funds based rate plus 0.5% or one-month LIBOR plus 1.0%, plus a margin of 0.25% to 0.75%, or (ii) LIBOR plus a margin of 1.25% to 1.75%. The respective margins are based upon the Company s total leverage ratio, as defined in and computed pursuant to the ABL Credit Agreement. The margin with respect to the revolving credit facility is, until financial statements for the first full fiscal quarter ending after the Closing are delivered, 0.50% per annum in the case of base rate borrowings and 1.50% per annum in the case of LIBOR borrowings.

The term loan facility bears interest, at the Company s option, at one of the following rates: (i) base rate, defined as the greater of the prime rate, a federal funds based rate plus 0.5% or one-month LIBOR plus 1.0%, plus a margin of 2.50% or (ii) LIBOR plus a margin of 3.50%.

The Company utilized the proceeds of borrowings under the revolving credit facility and the proceeds of the term loan (i) to repay in full all existing indebtedness for borrowed money under its former Credit Agreement, and (ii) to finance the acquisition of Taylor, the refinancing of certain indebtedness of Taylor and its subsidiaries, and the payment of fees and expenses in connection with the foregoing.

Availability under the ABL Credit Agreement depends on the valuation of certain current assets and the Company s ability to meet and maintain a financial ratio, if and when applicable. Due to the Company s seasonality, this may mean that the Company will have greater borrowing availability during the third and fourth quarters of each year. The borrowing capacity under the ABL Credit Agreement will depend, in part, on eligible levels of accounts receivable and inventory that fluctuate regularly. Consequently, the $150.0 million commitment thereunder may not represent actual borrowing capacity.

The Company will classify a portion of the revolving credit facility under its ABL Credit Agreement as a current liability if the Company intends to and is able to repay the loan from cash flows from operations which are expected to occur within the year. Repayments and borrowings under the facility can vary significantly from planned levels based on cash flow needs and general economic conditions.

The Company s payment obligations under its debt agreements are unconditionally guaranteed by its existing and future U.S. subsidiaries with certain minor exceptions. Certain payment obligations under the ABL Credit Agreement are also direct obligations of its foreign subsidiary borrowers designated as such under the ABL Credit Agreement and, subject to limitations on such guaranty, are guaranteed by the foreign subsidiary borrowers, as well as by the Company. The obligations of the Company under the debt agreements and any hedging arrangements and cash management services and the guarantees by its domestic subsidiaries in respect of those obligations are secured by substantially all of the assets and stock (but in the case of foreign subsidiaries, limited to 65% of the capital stock in first-tier foreign subsidiaries and not including the stock of subsidiaries of such first-tier foreign subsidiaries) owned by the Company and the U.S. subsidiary guarantors, subject to certain exceptions. Such security interest consists of (1) a first-priority lien, subject to certain permitted liens, with respect to certain assets of the Company and its domestic subsidiaries (the ABL Collateral) pledged as collateral in favor of lenders under the ABL Credit Agreement and a second-priority lien in the ABL Collateral in favor of the lenders under the TLB Credit Agreement and (2) a first-priority lien, subject to certain permitted liens, with respect to certain assets of the Company and its domestic subsidiaries (the TLB Collateral) pledged as collateral in favor of lenders under the TLB Credit Agreement and a second-priority lien in the TLB Collateral in favor of the lenders under the ABL Credit Agreement.

The debt agreements provides for customary restrictions and events of default. Restrictions include limitations on additional indebtedness, acquisitions, investments and payment of dividends, among other things. Further, the ABL Credit Agreement provides that during any period (a) commencing on the last day of the most recently ended four consecutive fiscal quarters on or prior to the date availability under the ABL Credit Agreement is less than the greater of $15.0 million and 10% of the aggregate commitment under the ABL Credit Agreement at any time and (b) ending on the day after such availability has exceeded the greater of $15.0 million and 10% of the aggregate commitment under the ABL Credit Agreement for forty-five (45) consecutive days, the Company is required to maintain a minimum fixed charge coverage ratio of 1.10 to 1.00 as of the last day of any period of four consecutive fiscal quarters.

The Company was in compliance with the financial covenants of the former Credit Agreement at December 31, 2017.

The Company expects that it will continue to borrow and repay funds, subject to availability, under the ABL Credit Agreement based on working capital and other corporate needs.

Table of Contents

Covenant Calculations

Consolidated adjusted EBITDA, as provided below, is used in the calculation of covenants provided for in the Company s Credit Agreement as of December 31, 2017. The following is the Company s Consolidated adjusted EBITDA for the last four fiscal quarters:

Consolidated adjusted EBITDA for the four quarters ended

December 31, 2017 (in thousands)	
Three months ended December 31, 2017	$ 19,162
Three months ended September 30, 2017	15,683
Three months ended June 30, 2017	2,817
Three months ended March 31, 2017	2,546
Total for the four quarters	$ 40,208

Non-GAAP financial measure

Consolidated adjusted EBITDA is a non-GAAP financial measure within the meaning of Regulation G promulgated by the SEC. This measure is provided because management of the Company uses this financial measure in evaluating the Company s on-going financial results and trends. Management also uses this non-GAAP information as an indicator of business performance. Consolidated adjusted EBITDA is also one of the measures used to calculate financial covenants required to be maintained under the Company s Credit Agreement.

Investors should consider these non-GAAP financial measures in addition to, and not as a substitute for, the Company s financial performance measures prepared in accordance with GAAP. Further, the Company s non-GAAP information may be different from the non-GAAP information provided by other companies including other companies within the home retail industry.

The following is a reconciliation of net income as reported to Consolidated adjusted EBITDA for the years ended December 31, 2017 and 2016 and each fiscal quarter of 2017 and 2016:

	Three Months Ended				Year Ended
	March 31, 2017	**June 30, 2017**	**September 30, 2017**	**December 31, 2017**	**December 31, 2017**
			(in thousands)		
Net income as reported	$ (1,331)	$ (2,096)	$ 4,330	$ 1,251	$ 2,154
Subtract out:					
Undistributed equity (earnings) losses, net	(540)	(430)	326	265	(379)
Add back:					
Income tax provision (benefit)	(944)	(1,698)	3,505	8,169	9,032

Interest expense	941	1,001	1,172	1,177	4,291
Loss on early retirement of debt		110			110
Depreciation and amortization, net	3,286	3,348	4,063	3,468	14,165
Stock compensation expense	804	726	952	908	3,390
Restructuring expenses [(1)]		254	272	498	1,024
Severance expense[(1)]		155		166	321
Warehouse relocation[(1)]				667	667
Permitted acquisition related expenses, net of acquisition not completed	35	(9)	166	2,424	2,616
Unrealized loss (gain) on foreign currency contracts	295	1,456	897	169	2,817
Consolidated adjusted EBITDA	$ 2,546	$ 2,817	$ 15,683	$ 19,162	$ 40,208

	Three Months Ended				Year Ended
	March 31, 2016 [(2)]	**June 30, 2016[(2)]**	**September 30, 2016[(2)]**	**December 31, 2016[(2)]**	**December 31, 2016[(2)]**
			(in thousands)		
Net income as reported	$ (4,288)	$ (1,191)	$ 6,452	$ 14,747	$ 15,720
Subtract out:					
Undistributed equity (earnings) losses, net	150	(18)	138	(814)	(544)
Add back:					
Income tax provision (benefit)	(2,270)	(473)	2,961	6,812	7,030
Interest expense	1,193	1,122	1,231	1,257	4,803
Loss on early retirement of debt		272			272
Depreciation and amortization	3,484	3,578	4,682	2,404	14,148
Stock compensation expense	803	487	825	827	2,942
Restructuring expenses [(1)]	641	1,060		719	2,420
Permitted acquisition related expenses, net of acquisition not completed	555	369	363	(852)	435
Unrealized loss (gain) on foreign currency contracts	(199)	(212)	25	(359)	(745)
Consolidated adjusted EBITDA	$ 69	$ 4,994	$ 16,677	$ 24,741	$ 46,481

(1) Restructuring expenses, severance expenses and warehouse relocation expenses represent non-recurring charges incurred during such periods and are permitted exclusions from the Company s Consolidated adjusted EBITDA, pursuant to the Company s Credit Agreement.

(2) Consolidated adjusted EBITDA presented above has been re-cast to exclude the non-cash gains and losses related to the Company s derivative financial instruments not designated as hedging instruments, recognized in earnings. These non-cash gains and losses are permitted to be excluded from the EBITDA covenant in the Company s Credit Agreement.

Other Credit Agreements

A subsidiary of the Company has a credit facility (HSBC Facility or Short term loan) with HSBC Bank (China) Company Limited, Shanghai Branch (HSBC) for up to RMB 18.0 million ($2.8 million). The HSBC Facility is subject to annual renewal and may be used to fund general working capital needs of the Company s subsidiary which is a trading company in the People s Republic of China. Borrowings under the HSBC Facility are guaranteed by the Company and are granted at the sole discretion of HSBC. At December 31, 2017 and 2016, RMB 0.5 million ($69,000) and RMB 0.8 million ($113,000), respectively, was outstanding under the HSBC Facility. Outstanding borrowings at December 31, 2017 carried an interest rate of 5.0%.

Accounts Receivable Purchase Agreement

In order to improve its liquidity during seasonally high working capital periods, in 2016 the Company entered into an uncommitted Receivables Purchase Agreement with HSBC Bank USA, National Association (HSBC), as Purchaser (the Receivables Purchase Agreement). Under the Receivables Purchase Agreement, the Company may offer to sell certain eligible accounts receivable (the Receivables) to HSBC, which may accept such offer, and purchase the offered Receivables. Under the Receivables Purchase Agreement, following each purchase of Receivables, the outstanding aggregate purchased Receivables shall not exceed $25.0 million. HSBC will assume credit risk of the Receivables purchased; provided, however, that the Company will continue to be responsible for all non-credit risk matters. The Company will service the Receivables, and as such servicer, collect and otherwise enforce the Receivables on behalf of HSBC. The term of the agreement is for 364 days and shall automatically be extended for annual successive terms unless terminated. Either party may terminate the agreement at any time upon sixty days prior written notice to the other party. Pursuant to this agreement, the Company sold $90.2 million of Receivables during the year ended December 31, 2017. Charges of $328,000 and $131,000 related to the sale of the Receivables are included in Selling, general and administrative expenses in the consolidated statement of operations for the years ended December 31, 2017 and 2016, respectively.

Inventory

Inventory, a large component of the Company s working capital, is expected to fluctuate from period to period, with inventory levels higher primarily in the June through October time period. The Company also expects inventory turnover to fluctuate from period to period based on product and customer mix. Certain product categories have lower inventory turnover rates as a result of minimum order quantities from the Company s vendors and customer replenishment needs. Certain other product categories experience higher inventory turns due to lower minimum order quantities or trending sale demands. For the three months ended December 31, 2017, inventory turnover was 2.9 times, or 126 days, as compared to 3.1 times, or 119 days, for the three months ended December 31, 2016. The decrease in turnover and increase in turnover days is, in part, the result of a reduction in U.S. Wholesale segment sales volume.

Capital expenditures

Capital expenditures for the year ended December 31, 2017 were $6.3 million.

Derivatives

At December 31, 2017 the Company was a party to interest rate swap agreements with an aggregate notional amount of $5.3 million to manage interest rate exposure in connection with its variable interest rate borrowings. The hedge periods in these agreements commenced in March 2013 and were set to expire in June 2018, and the notional amounts amortized over this period. In March 2018 the Company terminated these swap agreements in connection with entering into the new Debt Agreements described above.

The Company has also entered into certain foreign exchange contracts, primarily to offset the earnings impact related to fluctuations in foreign currency exchange rates associated with inventory purchases denominated in foreign currencies. None of these foreign exchange contracts were designated as hedges as required in order to apply hedge accounting. An aggregate notional amount of $34.9 million foreign exchange contracts are open at December 31, 2017.

Dividends

The Board of Directors declared a dividend of $0.0425 per share, payable on each of May 16, 2016, August 15, 2016, November 15, 2016, February 15, 2017, May 15, 2017, August 15, 2017, November 15, 2017 and February 15, 2018.

Operating activities

Net cash provided by operating activities was $17.0 million in 2017 compared to $29.7 million in 2016 and $46.5 million in 2015. The decrease was primarily attributable to an increase in payments of accounts payable and accrued expenses, partially offset by a reduction in inventory purchases and a change in the timing of collection of receivables.

Investing activities

Net cash used in investing activities was $15.4 million in 2017 compared to $24.4 million in 2016 and $5.0 million in 2015. The 2017 investing activity includes the Company s acquisition of Fitz and Floyd and the 2016 investing activity includes the Company s acquisition of inventory and intangibles of the Kitchen division of Focus Products Group, LLC, and the Copco® product lines. No such investing activities occurred in 2015. The 2017 investing activity also includes software capital expenditure related to SAP and capital expenditures related to the Company s relocation of its west coast warehouse and distribution facility.

Financing activities

Net cash used in financing activities was $2.3 million in 2017 compared to $4.2 million in 2016 and $39.1 million in 2015. In 2017 the Company had net repayments of $1.5 million under its Credit Agreement, which included net borrowings of $8.0 million under its Revolving Credit Facility and $9.5 million repayment under its Term Loan. The Company had net repayments of $4.0 million under its Credit Agreement in 2016, which included net borrowings of $21.4 million under its Revolving Credit Facility and the repayment of $25.5 million under its Term Loan. In 2015 the Company had net repayments of $36.7 million, which included net repayments of $26.7 million under its Revolving Credit Facility and the repayment of $10.0 million under its Term Loan.

Table of Contents

CONTRACTUAL OBLIGATIONS

As of December 31, 2017, the Company s contractual obligations were as follows (in thousands):

		Payment due by period			
	Total	Less than 1 year	1-3 years	3-5 years	More than 5 years
Operating leases	$ 148,778	$ 16,800	$ 28,904	$ 26,536	$ 76,538
Short-term debt	69	69			
Long-term debt (1)	94,744		94,744		
Interest on debt	3,660	3,442	218		
Minimum royalty payments	7,161	6,047	510	448	156
Post retirement benefits	7,250	422	799	828	5,201
Total	$ 261,662	$ 26,780	$ 125,175	$ 27,812	$ 81,895

(1) As described above, as of December 31, 2017, the Company s contractual obligations included its Revolving Credit Facility under the Credit Agreement. In connection with the Company s acquisition of Taylor, on March 2, 2018, the Company entered into the ABL Credit Agreement in the maximum aggregate principal amount of $150.0 million, which facility will mature on March 2, 2023, and the TLB Credit Agreement, providing a senior secured term loan credit facility to the Company in the principal amount of $275.0 million, which will mature on February 28, 2025. The term loan facility will be repaid, commencing June 30, 2018, in quarterly payments of principal equal to 0.25% of the original aggregate principal amount of the term loan facility. On March 2, 2018, the Company used the proceeds of the ABL Credit Agreement and the TLB Credit Agreement to repay in full all existing indebtedness for borrowed money under the Credit Agreement.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk

Market risk represents the risk of loss that may impact the consolidated financial position, results of operations or cash flows of the Company. The Company is exposed to market risk associated with changes in interest rates and foreign currency exchange rates. The Company believes it has moderate exposure to these risks. The Company assesses market risk based on changes in interest rates and foreign currency exchange rates utilizing a sensitivity analysis that measures the potential loss in earnings and cash flows based on a hypothetical 10% or 100 basis point change in these rates.

The Company s functional currency is the U.S. Dollar. The Company has foreign operations through its acquisitions, investments and strategic alliances in the United Kingdom, Mexico, Canada, Hong Kong and China; therefore, the Company is subject to increases and decreases in its investments resulting from the impact of fluctuations in foreign currency exchange rates. Additional transactions exposing the Company to exchange rate risk include sales, certain inventory purchases and operating expenses. Through its subsidiaries, portions of the Company s cash, trade accounts receivable and trade accounts payable are denominated in foreign currencies. For the year ended December 31, 2017, approximately 15% of the Company s net sales revenue was in foreign currencies, compared to 15% for the year ended December 31, 2016. These sales were primarily denominated in British Pounds, Euros and Canadian Dollars. The Company makes most of its inventory purchases from Asia and uses the U.S. Dollar for such purchases. In the Company s consolidated statements of operations, foreign exchange gains and losses are recognized in SG&A expense. A hypothetical 10% change in exchange rates, with the U.S. Dollar as the functional and reporting currency, would result in an approximately $1.5 million increase in SG&A expenses.

The Company is a party to certain foreign exchange contracts, primarily to offset the earnings impact related to fluctuations in foreign currency exchange rates associated with inventory purchases denominated in foreign currencies. Included in SG&A expenses in the consolidated statement of operations is a loss of $2.6 million related to these foreign exchange derivative contracts. The aggregate notional amount of outstanding foreign exchange contracts was $34.9 million at December 31, 2017.

The Company s Revolving Credit Facility and Term Loan, provided for under the Credit Agreement, bear interest at variable rates. The Credit Agreement provides for interest rates linked to one of the Adjusted LIBO, the Prime Rate or the Federal Funds Rate; and, therefore, the Company is subject to increases and decreases in interest expense resulting from fluctuations in interest rates. The Company entered into an interest rate swap agreement in August 2012 to manage interest rate exposure in connection with its variable interest rate borrowings. As of December 31, 2017, approximately $90.7 million of the Company s debt carries a variable rate of interest, as compared to $95.7 million at December 31, 2016. The remainder of the debt at December 31, 2017 (approximately $5.3 million) carries a fixed rate of interest through the use of interest rate swaps. A hypothetical and instantaneous 100 basis point increase in the Company s variable interest rates would increase interest expense by approximately $1.0 million over a twelve month period. The sensitivity analysis above assumes interest rate changes are instantaneous and parallel shifts in the yield curve.

At December 31, 2017, the Company was a party to interest rate swap agreements with an aggregate notional amount of $5.3 million to manage interest rate exposure in connection with its variable interest rate borrowings. The hedge periods in these agreements commenced in March 2013 and were scheduled to expire in June 2018.

Interest rate swaps expose the Company to counterparty credit risk for nonperformance. The Company manages its exposure to counterparty credit risk by dealing with counterparties who are international financial institutions with investment grade credit ratings. Although the Company s credit risk is the replacement cost at the estimated fair value of these instruments, the Company believes that the risk of incurring credit risk losses as a result of counterparty nonperformance is remote.

The Company does not enter into derivative financial instruments for trading purposes.

Item 8. Financial Statements and Supplementary Data

The Company s Consolidated Financial Statements as of and for the year ended December 31, 2017 in Item 15 commencing on page F-1 are incorporated herein by reference.

The following tables set forth certain unaudited consolidated quarterly statement of operations data for the eight quarters ended December 31, 2017. This information is unaudited, but in the opinion of management, it has been prepared substantially on the same basis as the audited consolidated financial statements appearing elsewhere in this Annual Report on Form 10-K and all necessary adjustments, consisting only of normal recurring adjustments, have been included in the amounts stated below to present fairly the unaudited consolidated quarterly results of operations. The consolidated quarterly data should be read in conjunction with the Company s audited consolidated financial statements and the notes to such statements appearing elsewhere in this Annual Report. The results of operations for any quarter are not necessarily indicative of the results of operations for any future period:

	Year ended December 31, 2017			
	First quarter	Second quarter	Third quarter	Fourth quarter
	(in thousands, except per share data)			
Net sales	$ 113,356	$ 117,393	$ 165,957	$ 182,770
Gross margin	43,941	42,797	57,188	71,231
Income (loss) from operations	(1,874)	(3,141)	9,333	10,862
Net income (loss)	(1,331)	(2,096)	4,330	1,251
Basic income (loss) per common share	(0.09)	(0.14)	0.30	0.09
Diluted income (loss) per common share	(0.09)	(0.14)	0.29	0.08

	Year ended December 31, 2016			
	First quarter	Second quarter	Third quarter	Fourth quarter
	(in thousands, except per share data)			
Net sales	$ 110,925	$ 118,050	$ 170,124	$ 193,520
Gross margin	40,551	42,994	58,322	75,033
Income (loss) from operations	(5,215)	(288)	10,782	21,798
Net income (loss)	(4,288)	(1,191)	6,452	14,747
Basic income (loss) per common share	(0.31)	(0.08)	0.45	1.03
Diluted income (loss) per common share	(0.31)	(0.08)	0.44	1.00

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

None

Item 9A. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

The Chief Executive Officer and the Chief Financial Officer of the Company (its principal executive officer and principal financial officer, respectively) have concluded, based on their evaluation as of December 31, 2017, that the Company s controls and procedures are effective to ensure that information required to be disclosed by the Company in the reports filed by it under the Securities Exchange Act of 1934, as amended, is recorded, processed, summarized and reported within the time periods specified in the SEC s rules and forms, and include controls and procedures designed to ensure that information required to be disclosed by the Company in such reports is accumulated and communicated to the Company s management, including the Chief Executive Officer and Chief Financial Officer of the Company, as appropriate to allow timely decisions regarding required disclosure.

Table of Contents

Changes in Internal Controls

On August 31, 2017, the Company acquired the Fitz and Floyd business. The Company has begun to integrate processes and operations of Fitz and Floyd with those of the Company and is evaluating and will continue to evaluate the impact of any changes to internal control over financial reporting. Except for any changes in internal controls related to the integration of Fitz and Floyd into the post-acquisition combined company, during the quarter ended on December 31, 2017, there has been no change in the Company s internal control over financial reporting that has materially affected, or is reasonably likely to materially affect the Company s internal control over financial reporting.

Management s Report on Internal Control over Financial Reporting

Management of the Company is responsible for establishing and maintaining effective internal control over financial reporting and for performing an assessment of the effectiveness of internal control over financial reporting as of December 31, 2017. Internal control over financial reporting is defined in Rule 13a-15(f) or 15d-15(f) promulgated under the Exchange Act as a process designed by, or under the supervision of, the Company s principle executive and principal financial officers and effected by the Company s Board of Directors, management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with U.S. generally accepted accounting principles.

Internal control over financial reporting includes those policies and procedures that:

- Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;

- Provide reasonable assurance that transactions are recorded as necessary to permit the preparation of financial statements in accordance with U.S. generally accepted accounting principles and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and

- Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company s assets that could have a material effect on the financial statements.

All internal control systems, no matter how well designed, have inherent limitations. Because of the inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions or the degree of compliance with the policies or procedures may deteriorate. Accordingly, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation.

Management performed an assessment of the effectiveness of the Company s internal control over financial reporting as of December 31, 2017 using the criteria set forth in the Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework). Based on this assessment, management has determined that the Company s internal control over financial reporting as of December 31, 2017 is effective.

Management s assessment of and conclusion on the effectiveness of disclosure controls and procedures and internal controls over financial reporting did not include the internal controls related to the operations acquired in the 2017 acquisition of Fitz and Floyd which is included in the Company s 2017 consolidated financial statements and constituted total assets of approximately 2% as of December 31, 2017 and approximately 1% of net revenues for the year then ended.

The effectiveness of the Company s internal control over financial reporting as of December 31, 2017 has been audited by Ernst & Young LLP, an independent registered public accounting firm, as stated in their report.

55

Report of Independent Registered Public Accounting Firm

To the Stockholders and the Board of Directors of Lifetime Brands, Inc.

Opinion on Internal Control over Financial Reporting

We have audited Lifetime Brands, Inc.   s internal control over financial reporting as of December 31, 2017, based on criteria established in Internal Control   Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (the COSO criteria). In our opinion, Lifetime Brands, Inc. (the Company) maintained, in all material respects, effective internal control over financial reporting as of December 31, 2017, based on the COSO criteria**.**

As indicated in the accompanying Management   s Report on Internal Control over Financial Reporting, management   s assessment of and conclusion on the effectiveness of internal control over financial reporting did not include the internal controls of Fitz & Floyd, which is included in the 2017 consolidated financial statements of the Company and constituted 1% of total assets as of December 31, 2017 and 1% of revenues for the year then ended. Our audit of internal control over financial reporting of the Company also did not include an evaluation of the internal control over financial reporting of Fitz and Floyd.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated balance sheets of the Company as of December 31, 2017 and 2016, the related consolidated statements of operations, comprehensive income (loss), stockholders   equity and cash flows for each of the three years in the period ended December 31, 2017, and the related notes and the financial statement schedule listed in the Index at Item 15(a) and our report dated March 16, 2018, expressed an unqualified opinion thereon.

Basis for Opinion

The Company   s management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management   s Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company   s internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects.

Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and Limitations of Internal Control Over Financial Reporting

A company   s internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company   s internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company s assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ Ernst & Young LLP

Jericho, NY

March 16, 2018

Table of Contents

Item 9B. Other Information

Not applicable.

PART III

Items 10, 11, 12, 13 and 14

The information required under these items is contained in the Company s 2018 Proxy Statement, which will be filed with the SEC within 120 days after the close of the Company s fiscal year covered by this Annual Report on Form 10-K and is incorporated herein by reference.

PART IV

Item 15. Exhibits and Financial Statement Schedules

(a) See Financial Statements and Financial Statement Schedule on page F-1.

(b) Exhibits*:

Exhibit No.	Description
2.1	Agreement and Plan of Merger, dated as of December 22, 2017, by and among the Company, TPP Acquisition I Corp., TPP Acquisition II LLC, Taylor Parent, Taylor and CP Taylor GP, LLC. (incorporated by reference to Exhibit 2.1 to the Registrant s Current Report on Form 8-K filed on December 29, 2017)
3.1	Second Restated Certificate of Incorporation of the Company (incorporated by reference to Exhibit 3.2 to the Registrant s Annual Report on Form 10-K for the year ended December 31, 2005)
3.2	Certificate of Amendment to Second Restated Certificate of Incorporation of Lifetime Brands, Inc. (incorporated by reference to Exhibit 3.1 to the Registrant s Current Report on Form 8-K filed June 10, 2016)
3.3	Amended and Restated By-Laws of the Company (incorporated by reference to Exhibit 3.1 to the Registrant s Current Report on Form 8-K filed on December 8, 2016)
10.1	License Agreement dated December 14, 1989 between the Company and Farberware, Inc. (incorporated by reference to the Registrant s registration statement No. 33-40154 on Form S-1)(P)
10.2	Evan Miller employment agreement dated July 1, 2003 (incorporated by reference to Exhibit 10.41 to the Registrant s Quarterly Report on Form 10-Q for the quarter ended September 30, 2003)*
10.3	Evan Miller Amendment of Employment Agreement dated June 29, 2007 (incorporated by reference to Exhibit 10.1 to the Registrant s Current Report on Form 8-K filed July 3, 2007)*
10.4	

	Employment Agreement, dated January 12, 2017, by and between Lifetime Brands, Inc. and Jeffrey Siegel (incorporated by reference to Exhibit 10.1 to the Registrant s Current Report on Form 8-K filed January 19, 2017)*
10.5	Amendment to the Amended and Restated Employment Agreement, dated November 8, 2017, between Lifetime Brands, Inc. and Jeffrey Siegel (incorporated by reference to Exhibit 10.1 to the Registrant s Quarterly Report on Form 10-Q for the quarter ended September 30, 2017) *
10.6	Lease Agreement dated as of May 10, 2006 between AG Metropolitan Endo, L.L.C and Lifetime Brands, Inc. for the property located at 1000 Stewart Avenue in Garden City, New York (incorporated by reference to Exhibit 99.1 to the Registrant s Current Report on Form 8-K filed May 15, 2006)

Table of Contents

10.7	First Amendment to the Lease Agreement dated as of May 10, 2006 between AG Metropolitan Endo, L.L.C and Lifetime Brands, Inc. for the property located at 1000 Stewart Avenue in Garden City, New York (incorporated by reference to Exhibit 10.1 to the Registrant s Quarterly Report on Form 10-Q for the quarter ended September 30, 2006)
10.8	Lifetime Brands Inc. Amended and Restated 2000 Long-Term Incentive Plan dated June 22, 2017 (incorporated by reference to Exhibit 10.2 to the Registrant s Current Report on Form 8-K filed June 23, 2017) *
10.9	Form of Restricted Stock Award Agreement under the Amended and Restated 2000 Long-term Incentive Plan (incorporated by reference to Exhibit 10.1 to the Registrant s Quarterly Report on Form 10-Q filed August 10, 2015) *
10.10	Form of Deferred Stock (Performance-Vesting) Award Agreement under the Amended and Restated 2000 Long-term Incentive Plan (incorporated by reference to Exhibit 10.2 to the Registrant s Quarterly Report on Form 10-Q filed August 10, 2015) *
10.11	Amended and Restated 2000 Incentive Bonus Compensation Plan (incorporated by reference to Exhibit 10.1 to the Registrant s Current Report on Form 8-K filed June 23, 2017) *
10.12	Amended and Restated Employment Agreement, dated September 10, 2015, between Lifetime Brands, Inc. and Laurence Winoker (incorporated by reference to Exhibit 10.1 to the Registrant s Current Report on Form 8-K filed September 16, 2015) *
10.13	Amendment to the Amended and Restated Employment Agreement, dated November 8, 2017, between Lifetime Brands, Inc. and Laurence Winoker (incorporated by reference to Exhibit 10.3 to the Registrant s Quarterly Report on Form 10-Q for the quarter ended September 30, 2017) *
10.14	Shares Subscription Agreement by and among Lifetime Brands, Inc., Ekco, S.A.B. and Mr. José Ramón Elizondo Anaya and Mr. Miguel Ángel Huerta Pando, dated as of June 8, 2007 (incorporated by reference to Exhibit 99.1 to the Registrant s Current Report on Form 8-K filed June 11, 2007)
10.15	Amendment No. 1 dated September 5, 2007 to the Shares Subscription Agreement by and among Lifetime Brands, Inc., Ekco, S.A.B. and Mr. José Ramón Elizondo Anaya and Mr. Miguel Ángel Huerta Pando, dated as of June 8, 2007 (incorporated by reference to Exhibit 10.17 to the Registrant s Annual Report on Form 10-K for the year ended December 31, 2008)
10.16	Amendment No. 2 dated September 25, 2008 to the Shares Subscription Agreement by and among Lifetime Brands, Inc., Ekco, S.A.B. and Mr. José Ramón Elizondo Anaya and Mr. Miguel Ángel Huerta Pando, dated as of June 8, 2007 (incorporated by reference to Exhibit 10.21 to the Registrant s Annual Report on Form 10-K for the year ended December 31, 2008)
10.17	Lease Agreement between Granite Sierra Park LP and Lifetime Brands, Inc. dated June 29, 2007 (incorporated by reference to Exhibit 99.1 to the Registrant s Current Report on Form 8-K filed July 6, 2007)
10.18	Asset Purchase Agreement between Mikasa, Inc. and Lifetime Brands, Inc. dated June, 6 2008 (incorporated by reference to Exhibit 99.1 to the Registrant s Form 10-Q for the quarter ended June 30, 2008)
10.19	Third Amended and Restated Employment Agreement, dated as of November 24, 2015, by and between Lifetime Brands, Inc. and Ronald Shiftan (incorporated by reference to Exhibit 10.1 to the Registrant s Current Report on Form 8-K filed November 30, 2015)*

10.20 Amendment to the Third Amended and Restated Employment Agreement, dated November 8, 2017, between Lifetime Brands, Inc. and Ronald Shiftan (incorporated by reference to Exhibit 10.2 to the Registrant s Quarterly Report on Form 10-Q for the quarter ended September 30, 2017) *

Table of Contents

10.21	Share Purchase Agreement, dated November 4, 2011, by and among Lifetime Brands, Inc. and Creative Tops Holding Limited and Creative Tops Far East Limited (incorporated by reference to Exhibit 99.2 to the Registrant s Current Report on Form 8-K filed November 8, 2011)
10.22	Senior Secured Credit Agreement, dated as of July 27, 2012, among Lifetime Brands, Inc., the Subsidiary Guarantors, the Lenders and JPMorgan Chase Bank, N.A., as Administrative Agent and Collateral Agent (incorporated by reference to Exhibit 10.6 to the Registrant s Quarterly Report on Form 10-Q for the quarter ended September 30, 2013)
10.23	Amendment No. 1 to the Senior Secured Credit Agreement, dated as of November 13, 2012, among Lifetime Brands, Inc., the Subsidiary Guarantors party thereto, the Swap Agreement Counterparty, the financial institutions party thereto and JPMorgan Chase Bank, N.A., as Administrative Agent (incorporated by reference to Exhibit 99.3 to the Registrant s Current Report on Form 8-K filed June 27, 2013)
10.24	Amendment No. 2 to the Senior Secured Credit Agreement, dated as of June 21, 2013, among Lifetime Brands, Inc., the Subsidiary Guarantors party thereto, the financial institutions party thereto and JPMorgan Chase Bank, N.A., as Administrative Agent (incorporated by reference to Exhibit 99.1 to the Registrant s Current Report on Form 8-K filed June 27, 2013)
10.25	Share Purchase Agreement, dated January 15, 2014, relating to Thomas Plant (Birmingham) Limited (incorporated by reference to Exhibit 99.2 to the Registrant s Current Report on Form 8-K filed January 17, 2014)
10.26	Deed of Variation and Settlement, dated April 1, 2015, by and among Lifetime Brands, Inc. and the sellers of Thomas Plant (Birmingham) Limited (incorporated by reference to Exhibit 10.1 to the Registrant s Quarterly Report on Form 10-Q filed May 8, 2015)
10.27	Second Amended and Restated Credit Agreement, dated as of January 13, 2014, among Lifetime Brands, Inc., as Borrower, the Subsidiary Guarantors Party Thereto, as Subsidiary Guarantors, the Lenders Party Thereto and JPMorgan Chase Bank, N.A., as Administrative Agent and a Co-Collateral Agent, and HSBC Bank USA, National Association, as Syndication Agent and a Co-Collateral Agent, with exhibits. (incorporated by reference to Exhibit 99.3 to the Registrant s Current Report on Form 8-K filed January 17, 2014)
10.28	Amendment No. 1 to the Second Amended and Restated Credit Agreement, dated as of September 23, 2014 among Lifetime Brands, Inc., as Borrower, the Subsidiary Guarantors Party Thereto, as Subsidiary Guarantors, the Lenders Party Thereto and JPMorgan Chase Bank, N.A., as Administrative Agent and a Co-Collateral Agent, and HSBC Bank USA, National Association, as Syndication Agent and a Co-Collateral Agent. (incorporated by reference to Exhibit 10.1 to the Registrant s Current Report on Form 8-K filed September 26, 2014)
10.29	Amendment No. 2 to the Second Amended and Restated Credit Agreement, dated as of February 17, 2015 among Lifetime Brands, Inc., as Borrower, the Subsidiary Guarantors Party Thereto, as Subsidiary Guarantors, The Lenders Party Thereto and JPMorgan Chase Bank, N.A., as Administrative Agent and a Co-Collateral Agent, and HSBC Bank USA, National Association, as Syndication Agent and a Co-Collateral Agent. (incorporated by reference to Exhibit 10.1 to the Registrant s Current Report on Form 8-K filed February 23, 2015)
10.30	Amendment No. 3 to Second Amended and Restated Credit Agreement, dated as of May 29, 2015, among Lifetime Brands, Inc., as the Company, the financial institutions party thereto as lenders, and JPMorgan Chase Bank, N.A., as Administrative Agent (incorporated by reference to Exhibit 10.1 to the Registrant s Current Report on Form 8-K filed on June 2, 2015)

10.31 Amendment No. 4 to Second Amended and Restated Credit Agreement, dated as of August 4, 2016, among Lifetime Brands, Inc., as the Company, the financial institutions party thereto as Lenders, and JPMorgan Chase Bank, N.A., as Administrative Agent (incorporated by reference to Exhibit 10.1 to the Registrant s Quarterly Report on Form 10-Q filed on August 9, 2016)

10.32	Employment Agreement, dated November 28, 2014, by and between Lifetime Brands, Inc. and Daniel Siegel (incorporated by reference to Exhibit 10.1 to the Registrant s Current Report on Form 8-K filed December 3, 2014)*
10.33	Amendment of Employment Agreement dated April 27, 2015 between Lifetime Brands, Inc. and Daniel Siegel (incorporated by reference to Exhibit 10.1 to the Registrant s Current Report on Form 8-K filed April 29, 2015)*
10.34	Employment Agreement, dated November 8, 2017, between Lifetime Brands, Inc. and Daniel Siegel (incorporated by reference to Exhibit 10.4 to the Registrant s Quarterly Report on Form 10-Q for the quarter ended September 30, 2017) *
10.35	Form of Amended and Restated Director s and Officer s Indemnification Agreement (incorporated by reference to Exhibit 10.1 to the Registrant s Current Report on Form 8-K filed on January 28, 2016)
10.36	Receivables Purchase Agreement, dated as of September 30, 2016 by and among Lifetime Brands, Inc., as a Seller and as a Seller Agent and initial Servicer, for itself and each of its subsidiaries thereto as a Seller, and HSBC Bank USA, National Association, as Purchaser (incorporated by reference to Exhibit 10.1 to the Registrant s Current Report on Form 8-K filed October 4, 2016)
10.37	Lease agreement dated as of February 14, 2017 between Baseline Opportunity LLC and Lifetime Brands Inc. for property located at 1221 North Alder Avenue, Rialto, California (incorporated by reference to Exhibit 10.1 to the Registrant s Quarterly Report on Form 10-Q for the quarter ended March 31, 2017)
10.38	Voting Agreement, dated as of December 22, 2017, by and among Taylor Parent, Jeffrey Siegel, Ronald Shiftan, Daniel Siegel and Clifford Siegel (incorporated by reference to Exhibit 10.1 to the Registrant s Current Report on Form 8-K filed on December 29, 2017)
10.39	Employment Agreement, dated as of December 22, 2017, by and between Robert Kay and the Company. (incorporated by reference to Exhibit 10.2 to the Registrant s Current Report on Form 8-K filed on December 29, 2017) *
10.40	Stockholders Agreement, dated as of March 2, 2018, by and between Lifetime Brands, Inc. and Taylor Parent, LLC (incorporated by reference to Exhibit 10.1 to the Registrant s Current Report on Form 8-K filed on March 6, 2018).
10.41	Credit Agreement, dated as of March 2, 2018, by and among Lifetime Brands, Inc., the other borrowers from time to time party thereto, the other loan parties from time to time party thereto, the lenders from time to time party thereto, and JPMorgan Chase Bank, N.A., as administrative agent (incorporated by reference to Exhibit 10.2 to the Registrant s Current Report on Form 8-K filed on March 6, 2018).
10.42	Loan Agreement, dated as of March 2, 2018, by and among Lifetime Brands, Inc., the other loan parties from time to time party thereto, the lenders from time to time party thereto, JPMorgan Chase Bank, N.A., as administrative agent and Golub Capital LLC, as syndication agent. (incorporated by reference to Exhibit 10.3 to the Registrant s Current Report on Form 8-K filed on March 6, 2018)
14.1	Code of Ethics dated February 28, 2013 (incorporated by reference to Exhibit 14.1 to the Registrant s Current Report on Form 8-K filed March 6, 2013)
18.1	Letter from Ernst & Young LLP stating an acceptable change in accounting method for the impairment of goodwill dated October 28, 2008 (incorporated by reference to Exhibit 18 to the Registrant s Quarterly Report on Form 10-Q for the quarter ended September, 30 2008)

21.1	Subsidiaries of the registrant
23.1	Consent of Ernst & Young LLP
23.2	Consent of KPMG Cardenas Dosal, S. C. (Mexico)
31.1	Certification by Robert B. Kay, Chief Executive Officer and Director, pursuant to Rule 13a-14(a) or Rule 15d-14(a) of the Securities and Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification by Laurence Winoker, Senior Vice President Finance, Treasurer and Chief Financial Officer, pursuant to Rule 13a-14(a) or Rule 15d-14(a) of the Securities and Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1	Certification by Robert B. Kay, Chief Executive Officer and Director, and Laurence Winoker, Senior Vice President Finance, Treasurer and Chief Financial Officer, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
99.1	Report of Independent Registered Accounting Firm on Grupo Vasconia, S.A.B. (formerly Ekco, S.A.B.), consolidated financial statements
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.LAB	XBRL Taxonomy Extension Labels Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document

Notes to exhibits:

The Company will furnish a copy of any of the exhibits listed above upon payment of $5.00 per exhibit to cover the cost of the Company furnishing the exhibit.

* Compensatory plans in which the directors and executive officers of the Company participate.

(c) Financial Statement Schedules the response to this portion of Item 15 is submitted as a separate section of this Annual Report.

61

Table of Contents

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.

/s/ Robert B. Kay
Robert B. Kay
Chief Executive Officer and Director
Date: March 16, 2018

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Robert B. Kay Robert B. Kay	Chief Executive Officer and Director (Principal Executive Officer)	March 16, 2018
/s/ Ronald Shiftan Ronald Shiftan	Vice Chairman of the Board of Directors, Chief Operating Officer and Director	March 16, 2018
/s/ Laurence Winoker Laurence Winoker	Senior Vice President Finance, Treasurer and Chief Financial Officer (Principal Financial and Accounting Officer)	March 16, 2018
/s/ Jeffrey Siegel Jeffrey Siegel	Executive Chairman of the Board of Directors	March 16, 2018
/s/ Michael J. Jeary Michael J. Jeary	Director	March 16, 2018
/s/ John Koegel John Koegel	Director	March 16, 2018
/s/ Cherrie Nanninga Cherrie Nanninga	Director	March 16, 2018
/s/ Craig Phillips Craig Phillips	Director	March 16, 2018
/s/ Bruce Pollack Bruce Pollack	Director	March 16, 2018

/s/ Dennis E. Reaves Dennis E. Reaves	Director	March 16, 2018

Table of Contents

/s/ Michael J. Regan Michael J. Regan	Director	March 16, 2018
/s/ Sara Genster Robling Sara Genster Robling	Director	March 16, 2018
/s/ Michael Schnabel Michael Schnabel	Director	March 16, 2018
/s/ William U. Westerfield William U. Westerfield	Director	March 16, 2018

Table of Contents

Item 15

LIFETIME BRANDS, INC.

LIST OF FINANCIAL STATEMENTS AND FINANCIAL STATEMENT SCHEDULE

The following consolidated financial statements of Lifetime Brands, Inc. are filed as part of this Annual Report under Item 8 *Financial Statements and Supplementary Data.*

The following consolidated financial statement schedule of Lifetime Brands, Inc. required pursuant to Item 15(a) is submitted herewith:

All other financial schedules are not required under the related instructions or are inapplicable, and therefore have been omitted.

The unaudited supplementary data regarding quarterly results of operations are incorporated by reference to the information set forth in Item 8 *Financial Statements and Supplementary Data*.

F-1

Report of Independent Registered Public Accounting Firm

To the Stockholders and the Board of Directors of Lifetime Brands, Inc.

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Lifetime Brands, Inc. (the Company) as of December 31, 2017 and 2016, the related consolidated statements of operations, comprehensive income (loss)**,** stockholders equity and cash flows for each of the three years in the period ended December 31, 2017, and the related notes and the financial statement schedule listed in the Index at Item 15(a) (collectively referred to as the consolidated financial statements). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company at December 31, 2017 and 2016, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2017, in conformity with U.S. generally accepted accounting principles.

We did not audit the financial statements of Grupo Vasconia, S.A.B. and Subsidiaries, a corporation in which the Company has a 30% interest. In the consolidated financial statements, the Company s investment in Grupo Vasconia, S.A.B. and Subsidiaries is stated at $23.8 million and $22.5 million as of December 31, 2017 and 2016, respectively, and the Company s equity in the net income of Grupo Vasconia, S.A.B. and Subsidiaries is stated at $0.4 million in 2017, $0.6 million in 2016 and $0.6 million in 2015. Those statements were audited by other auditors whose report has been furnished to us, and our opinion, insofar as it relates to the amounts included for Grupo Vasconia, S.A.B. and Subsidiaries is based solely on the report of the other auditors.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company s internal control over financial reporting as of December 31, 2017, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) and our report dated March 16, 2018 expressed an unqualified opinion thereon.

Basis for Opinion

These financial statements are the responsibility of the Company s management. Our responsibility is to express an opinion on the Company s financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

/s/ ERNST & YOUNG LLP

We have served as the Company s auditor since 1984.

Jericho, New York

March 16, 2018

Table of Contents

LIFETIME BRANDS, INC.

CONSOLIDATED BALANCE SHEETS

(in thousands-except share data)

	December 31, 2017	December 31, 2016
ASSETS		
CURRENT ASSETS		
Cash and cash equivalents	$ 7,600	$ 7,883
Accounts receivable, less allowances of $6,190 at December 31, 2017 and $5,725 at December 31, 2016	108,033	104,556
Inventory (Note N)	132,436	135,212
Prepaid expenses and other current assets	10,354	8,796
TOTAL CURRENT ASSETS	258,423	256,447
PROPERTY AND EQUIPMENT, net (Note N)	23,065	21,131
INVESTMENTS (Note D)	23,978	22,712
INTANGIBLE ASSETS, net (Note E)	88,479	89,219
DEFERRED INCOME TAXES (Note J)	5,826	8,459
OTHER ASSETS	1,750	1,886
TOTAL ASSETS	$ 401,521	$ 399,854
LIABILITIES AND STOCKHOLDERS EQUITY		
CURRENT LIABILITIES		
Current maturity of Credit Agreement Term Loan (Note F)	$	$ 9,343
Short term loan (Note F)	69	113
Accounts payable	25,461	29,698
Accrued expenses (Note N)	44,121	45,212
Income taxes payable (Note J)	1,864	6,920
TOTAL CURRENT LIABILITIES	71,515	91,286
DEFERRED RENT & OTHER LONG-TERM LIABILITIES (Note N)	20,249	18,973
DEFERRED INCOME TAXES (Note J)	4,423	5,666
INCOME TAXES PAYABLE, LONG TERM (Note J)	311	
REVOLVING CREDIT FACILITY (Note F)	94,744	86,201
STOCKHOLDERS EQUITY		
Preferred stock, $1.00 par value, shares authorized: 100 shares of Series A and 2,000,000 shares of Series B; none issued and outstanding		
Common stock, $.01 par value, shares authorized: 50,000,000 at December 31, 2017 and 2016; shares issued and outstanding: 14,902,527 at December 31, 2017 and 14,555,936 at December 31, 2016	149	146
Paid-in capital	178,909	173,600
Retained earnings	60,546	60,981

Accumulated other comprehensive loss (Note N)	(29,325)	(36,999)
TOTAL STOCKHOLDERS EQUITY	210,279	197,728
TOTAL LIABILITIES AND STOCKHOLDERS EQUITY	$ 401,521	$ 399,854

See notes to consolidated financial statements.

F-3

Table of Contents

LIFETIME BRANDS, INC.

CONSOLIDATED STATEMENTS OF OPERATIONS

(in thousands except per share data)

	Year Ended December 31,		
	2017	**2016**	**2015**
Net sales	$ 579,476	$ 592,619	$ 587,670
Cost of sales	364,319	375,719	373,284
Gross margin	215,157	216,900	214,386
Distribution expenses	58,050	57,006	54,815
Selling, general and administrative expenses	140,903	130,397	134,903
Restructuring expenses	1,024	2,420	437
Income from operations	15,180	27,077	24,231
Interest expense (Note F)	(4,291)	(4,803)	(5,746)
Financing expense			(154)
Loss on early retirement of debt (Note F)	(110)	(272)	
Income before income taxes and equity in earnings	10,779	22,002	18,331
Income tax provision (Note J)	(9,032)	(7,030)	(6,627)
Equity in earnings, net of taxes (Note D)	407	748	574
NET INCOME	$ 2,154	$ 15,720	$ 12,278
BASIC INCOME PER COMMON SHARE (NOTE I)	$ 0.15	$ 1.11	$ 0.89
DILUTED INCOME PER COMMON SHARE (NOTE I)	$ 0.14	$ 1.08	$ 0.86

See notes to consolidated financial statements.

Table of Contents

LIFETIME BRANDS, INC.

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)

(in thousands)

	Year ended December 31,		
	2017	**2016**	**2015**
Net income	$ 2,154	$ 15,720	$ 12,278
Other comprehensive income (loss), net of tax:			
Translation adjustment (Note N)	7,823	(23,061)	(5,281)
Less: Amount reclassified		378	
Total translation gain (loss)	7,823	(22,683)	(5,281)
Deferred gains (losses) on cash flow hedges (Notes G & N):			
Fair value adjustment, net of tax of $0 in 2017, $11 in 2016 and $1 in 2015	17	17	(2)
Total deferred gains (losses) on cash flow hedges	17	17	(2)
Effect of retirement benefit obligations (Note N):			
Net (loss) income arising from retirement benefit obligations, net of tax of ($132) in 2017, ($135) in 2016 and $211 in 2015	(228)	(202)	941
Less: amortization of loss included in net income, net of tax of $42 in 2017, $36 in 2016 and $53 in 2015	62	54	79
Total effects of retirement benefit obligations	(166)	(148)	1,020
Other comprehensive income (loss), net of tax	7,674	(22,814)	(4,263)
Comprehensive income (loss)	$ 9,828	$ (7,094)	$ 8,015

See notes to consolidated financial statements.

F-5

Table of Contents

LIFETIME BRANDS, INC.

CONSOLIDATED STATEMENTS OF STOCKHOLDERS EQUITY

(in thousands)

	Common stock Shares	Common stock Amount	Paid-in capital	Retained earnings	Accumulated other comprehensive loss	Total
BALANCE AT DECEMBER 31, 2014	13,712	$ 137	$ 160,315	$ 37,703	$ (9,922)	$ 188,233
Comprehensive (loss) income:						
Net income				12,278		12,278
Translation adjustment					(5,281)	(5,281)
Derivative fair value adjustment (Note G)					(2)	(2)
Effect of retirement benefit obligations					1,020	1,020
Total comprehensive income						8,015
Restricted shares issued to directors (Note H)	28					
Shares issued to employees (Note H)	189	2	1,655			1,657
Stock compensation expense (Note H)			3,105			3,105
Reduction of tax benefit from stock options, net			(138)			(138)
Exercise of stock options	101	1	843			844
Dividends (Note H)				(2,248)		(2,248)
BALANCE AT DECEMBER 31, 2015	14,030	$ 140	$ 165,780	$ 47,733	$ (14,185)	$ 199,468
Comprehensive (loss) income:						
Net income				15,720		15,720
Translation adjustment					(22,683)	(22,683)
Derivative fair value adjustment (Note G)					17	17
Effect of retirement benefit obligations					(148)	(148)
Total comprehensive loss						(7,094)
Restricted shares issued to directors (Note H)	27					
Net shares issued to employees (Note H)	234	3	2,124			2,127
Stock compensation expense (Note H)			2,911			2,911

Excess tax benefit from stock options, net			435			435
Exercise of stock options	265	3	2,350			2,353
Dividends (Note H)				(2,472)		(2,472)
BALANCE AT DECEMBER 31, 2016	14,556	$ 146	$ 173,600	$ 60,981	$ (36,999)	$ 197,728
Comprehensive (loss) income:						
Net income				2,154		2,154
Translation adjustment					7,823	7,823
Derivative fair value adjustment (Note G)					17	17
Effect of retirement benefit obligations					(166)	(166)
Total comprehensive income						9,828
Restricted shares issued to directors (Note H)	30					
Net issuance of restricted shares to employees (Note H)	97	1	1			2
Stock compensation expense (Note H)			3,390			3,390
Net exercise of stock options	254	2	2,535			2,537
Units effectively repurchased for required employee withholding taxes	(34)		(694)			(694)
Adoption of ASU 2016-09			77	(46)		31
Dividends (Note H)				(2,543)		(2,543)
BALANCE AT DECEMBER 31, 2017	14,903	$ 149	$ 178,909	$ 60,546	$ (29,325)	$ 210,279

See notes to consolidated financial statements.

Table of Contents

LIFETIME BRANDS, INC.

CONSOLIDATED STATEMENTS OF CASH FLOWS

(in thousands)

	Year ended December 31,		
	2017	**2016**	**2015**
OPERATING ACTIVITIES			
Net income	$ 2,154	$ 15,720	$ 12,278
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	14,189	14,148	14,203
Amortization of financing costs	519	650	641
Deferred rent	(642)	(243)	848
Deferred income taxes	1,030	(1,951)	(1,440)
Net loss on disposal of fixed assets		84	
Stock compensation expense	3,390	2,942	5,286
Undistributed equity earnings	(379)	(544)	(348)
Loss on early retirement of debt (Note F)	110	272	
Contingent consideration fair value adjustment			650
Changes in operating assets and liabilities (excluding the effects of business acquisitions)			
Accounts receivable	1,481	(17,977)	15,527
Inventory	10,818	4,491	(308)
Prepaid expenses, other current assets and other assets	(951)	(1,199)	1,087
Accounts payable, accrued expenses and other liabilities	(9,778)	12,255	(397)
Income taxes receivable		132	
Income taxes payable	(4,935)	969	(1,517)
NET CASH PROVIDED BY OPERATING ACTIVITIES	17,006	29,749	46,510
INVESTING ACTIVITIES			
Purchases of property and equipment	(6,311)	(3,380)	(5,166)
Equity investments		567	112
Acquisitions, net of cash acquired	(9,072)	(21,699)	
Net proceeds from sale of property	15	64	26
NET CASH USED IN INVESTING ACTIVITIES	(15,368)	(24,448)	(5,028)
FINANCING ACTIVITIES			
Proceeds from Revolving Credit Facility (Note F)	237,658	268,242	263,632
Repayments of Revolving Credit Facility (Note F)	(229,696)	(246,756)	(290,346)
Repayments of Credit Agreement Term Loan (Note F)	(9,500)	(25,500)	(10,000)
Proceeds from Short Term Loan (Note F)	187	118	289

Payments from Short Term Loan (Note F)	(239)	(248)	(802)
Payments of tax withholding for stock based compensation	(644)	(86)	
Payment of financing costs	(31)	(30)	(212)
Cash dividends paid (Note H)	(2,475)	(2,413)	(2,150)
Payment of capital lease obligations	(94)	(68)	(50)
Payment of contingent consideration			(391)
Proceeds from the exercise of stock options	2,537	2,353	843
Excess tax benefit from stock options		223	43
NET CASH USED IN FINANCING ACTIVITIES	(2,297)	(4,165)	(39,144)
Effect of foreign exchange on cash	376	(384)	(275)
(DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS	(283)	752	2,063
Cash and cash equivalents at beginning of year	7,883	7,131	5,068
CASH AND CASH EQUIVALENTS AT END OF YEAR	$ 7,600	$ 7,883	$ 7,131

See notes to consolidated financial statements

Table of Contents

LIFETIME BRANDS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2017

NOTE A   SIGNIFICANT ACCOUNTING POLICIES

Organization and business

Lifetime Brands, Inc. (the Company) designs, sources and sells branded kitchenware, tableware and other products used in the home and markets its products under a number of brand names and trademarks, which are either owned or licensed by the Company or through retailers private labels. The Company markets and sells its products principally on a wholesale basis to retailers. The Company also markets and sells a limited selection of its products directly to consumers through its Pfaltzgraff, Mikasa, Fred and Friends, Built NY, Fitz and Floyd, Housewares Deals and Lifetime Sterling internet websites.

Basis of presentation

The accompanying consolidated financial statements have been prepared in accordance with U.S. generally accepted accounting principles (U.S. GAAP) for financial information and with the instructions to Form 10-K.

The accompanying consolidated financial statements include estimates and assumptions relating to the reporting of assets and liabilities and the disclosure of contingent assets and liabilities to prepare these financial statements in conformity with U.S. GAAP. The most significant of these estimates and assumptions relate to revenue recognition, allowances for doubtful accounts, reserves for sales returns and allowances and customer chargebacks, inventory mark-down provisions, impairment of tangible and intangible assets, stock based compensation expense, estimates for unpaid healthcare claims, derivative valuations, accruals related to the Company s tax positions and tax valuation allowances. Although these and other estimates and assumptions are based on the best available information, actual results could be materially different from these estimates.

Principles of consolidation

The accompanying consolidated financial statements include the accounts of the Company and its subsidiaries. All intercompany accounts and transactions have been eliminated in consolidation.

Foreign currency

Foreign currency denominated assets and liabilities are translated into U.S. dollars at exchange rates prevailing at the balance sheet dates. Revenues, costs and expenses are translated into U.S. dollars at average exchange rates for the relevant period. Income and losses resulting from translation are recorded as a component of accumulated other comprehensive income (loss). Gains and losses from foreign currency transactions, including the unrealized gain or loss on the fair value of foreign exchange contracts not designated as hedges and the realized gain or loss on all foreign exchange contracts, whether or not designated as hedges, are recognized in selling, general and administrative expenses in the consolidated statements of operations. Foreign currency gain/loss included within selling, general and administrative expenses was a \$3.0 million loss in 2017, \$4.2 million gain in 2016 and a \$714,000 loss in 2015.

Revenue recognition

The Company sells products wholesale, to retailers and distributors, and retail, directly to consumers. Wholesale sales and retail direct sales are recognized when title passes to the customer, which is primarily at the shipping point for wholesale sales and upon delivery to the customer for retail direct sales. Shipping and handling fees that are billed to customers in sales transactions are included in net sales and amounted to $2.3 million in 2017, $2.6 million in 2016 and $2.4 million in 2015. Net sales exclude taxes that are collected from customers and remitted to the taxing authorities.

LIFETIME BRANDS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2017

The Company offers various sales incentives and promotional programs to its customers from time to time in the normal course of business. These incentives and promotions typically include arrangements such as cooperative advertising, buydowns, volume rebates and discounts. These arrangements and an estimate of sales returns are reflected as reductions in net sales in the Company s consolidated statements of operations.

Cost of sales

Cost of sales consist primarily of costs associated with the production and procurement of product, inbound freight costs, purchasing costs, royalties and other product procurement related charges.

Distribution expenses

Distribution expenses consist primarily of warehousing expenses and freight-out expenses. Freight-out expenses were $11.5 million, $11.0 million and $11.3 million for the years ended December 31, 2017, 2016 and 2015, respectively. Handling costs of products sold are included in cost of sales.

In 2016, the Company identified and corrected an error in the accumulated depreciation balance relating to certain leasehold improvements at one of its U.S. warehouses. Accordingly, distribution expense for the year ended December 31, 2016 includes $1.2 million of additional depreciation expense to properly reflect the accumulated depreciation balance of these assets as of December 31, 2016.

Advertising expenses

Advertising expenses are expensed as incurred and are included in selling, general and administrative expenses. Advertising expenses were $3.4 million, $3.7 million and $3.9 million for the years ended December 31, 2017, 2016 and 2015, respectively.

Accounts receivable

The Company periodically reviews the collectability of its accounts receivable and establishes allowances for estimated losses that could result from the inability of its customers to make required payments. A considerable amount of judgment is required to assess the ultimate realization of these receivables including assessing the initial and on-going creditworthiness of the Company s customers. The Company also maintains an allowance for anticipated customer deductions. The allowances for deductions are primarily based on contracts with customers.

However, in certain cases the Company does not have a formal contract and, therefore, customer deductions are non-contractual. To evaluate the reasonableness of non-contractual customer deductions, the Company analyzes currently available information and historical trends of deductions.

The sale of accounts receivable, under the Company s Receivable Purchase Agreement with HSBC, are reflected as a reduction of accounts receivable in the Company s consolidated balance sheet at the time of sale and any related expense is included in selling, general and administrative expenses in the Company s consolidated statements of operations.

Inventory

Inventory consists principally of finished goods sourced from third-party suppliers. Inventory also includes finished goods, work in process and raw materials related to the Company s manufacture of sterling silver products. Inventory is priced using the lower of cost (first-in, first-out basis) or net realizable value. The Company estimates the selling price of its inventory on a product by product basis based on the current selling environment. If the estimated selling price is lower than the inventory s cost, the Company reduces the value of the inventory to its net realizable value. Net realizable value is the estimated selling price in the ordinary course of business, less reasonably predicable cost of completion, disposal and transportation.

LIFETIME BRANDS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2017

Property and equipment

Property and equipment is stated at cost. Property and equipment, other than leasehold improvements, are depreciated using the straight-line method over the estimated useful lives of the assets. Building and improvements are being depreciated over 30 years and machinery, furniture and equipment over periods ranging from 3 to 10 years. Leasehold improvements are amortized over the term of the lease or the estimated useful lives of the improvements, whichever is shorter. Advances paid towards the acquisition of property and equipment and the cost of property and equipment not ready for use before the end of the period are classified as construction in progress.

Cash equivalents

The Company considers all highly liquid instruments with a maturity of three months or less when purchased to be cash equivalents.

Concentration of credit risk

The Company s cash and cash equivalents are potentially subject to concentration of credit risk. The Company maintains cash with several financial institutions that, in some cases, is in excess of Federal Deposit Insurance Corporation insurance limits.

Concentrations of credit risk with respect to trade accounts receivable are limited due to the large number of entities comprising the Company s customer base.

During the years ended December 31, 2017, 2016 and 2015, Wal-Mart Stores, Inc., including Sam s Club and, in the United Kingdom, Asda Superstore, (Walmart), accounted for 15%, 16% and 16% of net sales, respectively. During the year ended December 31, 2016, Costco Wholesale Corporation, (Costco), accounted for 10% of net sales. Sales to Walmart are included in the Company s U.S. Wholesale and International segments. Sales to Costco are primarily included in the U.S. Wholesale segment. No other customers accounted for 10% or more of the Company s sales during these periods.

Fair value measurements

Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) Topic No. 820, *Fair Value Measurements and Disclosures*, provides enhanced guidance for using fair value to measure assets and liabilities and establishes a common definition of fair value, provides a framework for measuring fair value under U.S. generally accepted accounting principles and expands disclosure requirements about fair value measurements. Fair value measurements included in the Company s consolidated financial statements relate to the Company s annual goodwill and other intangible asset impairment tests and derivatives, described in Notes E and G, respectively.

Fair value of financial instruments

The Company determined that the carrying amounts of cash and cash equivalents, accounts receivable and accounts payable are reasonable estimates of their fair values because of their short-term nature. The Company determined that the carrying amounts of borrowings outstanding under its Revolving Credit Facility and Term Loan approximate fair value since such borrowings bear interest at variable market rates.

Derivatives

The Company accounts for derivative instruments in accordance with ASC Topic No. 815, *Derivatives and Hedging*. ASC Topic No. 815 requires that all derivative instruments be recognized on the balance sheet at fair value as either an asset or liability. Changes in the fair value of derivatives that qualify as hedges and have been designated as part of a hedging relationship for accounting purposes have no net impact on earnings to the extent the derivative is

LIFETIME BRANDS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2017

considered highly effective in achieving offsetting changes in fair value or cash flows attributable to the risk being hedged, until the hedge item is recognized in earnings. If the derivative which is designated as part of a hedging relationship is considered ineffective in achieving offsetting changes in fair value or cash flows attributable to the risk being hedged, the changes in fair value are recorded in operations. For derivatives that do not qualify or are not designated as hedging instruments for accounting purposes, changes in fair value are recorded in operations.

Goodwill, intangible assets and long-lived assets

Goodwill and intangible assets deemed to have indefinite lives are not amortized but, instead, are subject to an annual impairment assessment. Additionally, if events or conditions were to indicate the carrying value of a reporting unit may not be recoverable, the Company would evaluate goodwill and other intangible assets for impairment at that time. As it relates to the goodwill assessment, the Company first assesses qualitative factors to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount as a basis for determining whether it is necessary to perform the two-step goodwill impairment testing described in ASU Topic No. 350, *Intangibles Goodwill and Other*. If, after assessing qualitative factors, the Company determines that it is not more likely than not that the fair value of a reporting unit is less than its carrying amount, then performing the two-step impairment test is unnecessary and the Company s goodwill is considered to be unimpaired. However, if based on the Company s qualitative assessment it concludes that it is more likely than not that the fair value of the reporting unit is less than its carrying amount, or if the Company elects to bypass the qualitative assessment, the Company will proceed with performing the two-step process. The first step in the two-step process compares the carrying value of each reporting unit that has goodwill with the estimated fair value of the respective reporting unit. Should the carrying value of a reporting unit be in excess of the estimated fair value of that reporting unit, the second step must be performed. The second step represents a hypothetical purchase price allocation as if the Company had acquired the reporting unit on that date. The Company also evaluates qualitative factors to determine whether or not its indefinite lived intangibles have been impaired and then performs quantitative tests if required. These tests can include the royalty savings model or other valuation models.

Long-lived assets, including intangible assets deemed to have finite lives, are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Impairment indicators include, among other conditions, cash flow deficits, historic or anticipated declines in revenue or operating profit or material adverse changes in the business climate that indicate that the carrying amount of an asset may be impaired. When impairment indicators are present, the recoverability of the asset is measured by comparing the carrying value of the asset to the estimated undiscounted future cash flows expected to be generated by the asset. If the asset is considered to be impaired, the impairment to be recognized is measured by the amount by which the carrying amount of the asset exceeds the fair value of the asset.

Income taxes

The Company accounts for income taxes using the asset and liability method. Under this method, deferred tax assets and liabilities are determined based on differences between financial reporting and tax bases of assets and liabilities and are measured using the enacted tax rates and laws that are expected to be in effect when the differences are expected to reverse. The Company accounts for foreign income taxes based upon anticipated reinvestment of profits into respective foreign tax jurisdictions.

The Company applies the authoritative guidance for the financial statement recognition, measurement and disclosure of uncertain tax positions recognized in the Company s financial statements. In accordance with this guidance, tax positions must meet a more-likely-than-not recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position. A valuation allowance is required to be established or maintained when it is more likely than not that all or a portion of deferred tax assets will not be realized.

LIFETIME BRANDS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2017

Share-based compensation

The Company accounts for its share-based compensation arrangements in accordance with ASC Topic 718, Stock Compensation , which requires the measurement of compensation expense for all share-based compensation granted to employees and non-employee directors at fair value on the date of grant and recognition of compensation expense over the related service period. Forfeitures are accounted for as they occur.

The Company uses the Black-Scholes option valuation model to estimate the fair value of its stock options. The Black-Scholes option valuation model requires the input of highly subjective assumptions including the expected stock price volatility of the Company s common stock and the risk-free interest rate. Changes in these subjective input assumptions can materially affect the fair value estimate of the Company s stock options on the date of the option grant.

Performance share awards are initially valued at the Company s closing stock price on the date of grant. Each performance award represents the right to receive up to 150% of the target number of shares of common stock. The number of shares of common stock earned will be determined based on the attainment of specified performance goals by the end of the performance period, as determined by the Compensation Committee of the Board of Directors. Compensation expense for performance awards is recognized over the vesting period, and will vary based on remeasurement during the performance period. If the performance metrics are not probable of achievement during the performance period, compensation expense is reversed. The awards are forfeited if the performance metrics are not achieved as of the end of the performance period. The performance share awards vest at the end of a three year period, as determined by the Compensation Committee.

The Company bases the estimated fair value of restricted stock awards on the date of grant. The estimated fair value is determined based on the closing price of the Company s common stock on the date of grant multiplied by the number of shares awarded. Compensation expense is recognized on a straight-line basis over the vesting period.

Employee healthcare

The Company self-insures certain portions of its health insurance plan. The Company maintains an accrual for estimated unpaid claims and claims incurred but not yet reported (IBNR). Although management believes that it uses the best information available to estimate IBNR claims, actual claims may vary significantly from estimated claims.

Restructuring expenses

Costs associated with restructuring activities are recorded at fair value when a liability has been incurred. A liability has been incurred at the point of closure for any remaining operating lease obligations and at the communication date for severance.

In 2016, to reduce costs and achieve synergies, the Company began the process of integrating its legal entities operating in Europe. During the 2017, the Company recorded $1.0 million of restructuring expense related to the execution of this plan, primarily related to severance. The Company does not expect to incur additional restructuring charges in 2018 related to this integration; however additional restructuring charges may be incurred in the future as additional integration initiatives are undertaken.

In December 2015, the Company commenced an in-depth review of its U.S. Wholesale business segment, which included the evaluation of the segment s efficiency and effectiveness, with the objective of developing a plan to restructure its operations as appropriate. The Company expanded this restructuring plan in 2016 to focus on specific actions required to achieve the plan s objectives. The Company recorded $2.4 million and $437,000 of restructuring expenses during the years ended December 31, 2016 and 2015, respectively, related to the execution of this plan. The expense for the 2016 period includes severance of approximately $0.7 million and consulting expense of approximately $1.6 million. The Company does not expect to incur additional charges related to the U.S. Wholesale restructuring plan.

LIFETIME BRANDS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2017

As of December 31, 2017 and 2016, $0 and $525,000 was accrued related to severance and consulting expenses from the restructuring plans.

Adopted Accounting Pronouncements

Effective January 1, 2017, the Company adopted Accounting Standard Update (ASU) 2016-09, *Improvements to Employee Share-Based Payment Accounting.* This standard requires, on a prospective basis, all income tax effects of awards to be recognized in the income statement when the awards vest or are settled. The standard also allows an employer to repurchase more of an employee s shares than is currently allowed for tax withholding purposes without triggering liability accounting, and allows companies to make a policy election to account for forfeitures as they occur. In connection with the adoption of this standard, the Company adopted a policy to account for forfeitures as they occur on a modified retrospective basis. The change in policy of accounting for forfeitures resulted in a $46,000 decrease to retained earnings, net of tax, which the company recorded as of January 1, 2017. Upon adoption of ASU 2016-09, on a prospective basis, excess tax benefits from share-based award activity will be presented as an operating activity in the Company s statement of cash flow.

Effective January 1, 2017, the Company adopted ASU 2015-11, *Inventory: Simplifying the Measurement of Inventory*, which affects reporting entities that measure inventory using either the first-in, first-out or average cost method. Specifically, the guidance requires that inventory be measured at the lower of cost and net realizable value. Net realizable value is the estimated selling price in the ordinary course of business, less reasonably predictable cost of completion, disposal, and transportation. This adoption did not have a material impact on the Company s condensed consolidated financial statements.

Accounting Pronouncements to be Adopted in Future Periods

In January 2017, the Financial Accounting Standards Board (FASB) issued ASU 2017-04, *Simplifying the Test for Goodwill Impairment*, to simplify the subsequent measurement of goodwill by eliminating the second step of the goodwill impairment test. Under this standard, an entity should perform its annual or interim goodwill impairment test by comparing the fair value of a reporting unit with its carrying amount. An entity should recognize an impairment charge for the amount by which the carrying amount exceeds the reporting unit s fair value. The loss recognized should not exceed the total amount of goodwill allocated to that reporting unit. This guidance is effective for interim and annual goodwill impairment tests in fiscal years beginning after December 15, 2019. Early adoption, which the Company did not elect, is permitted for interim or annual goodwill impairment tests performed on testing dates after January 1, 2017.

In January 2017, the FASB issued ASU 2017-01, *Clarifying the Definition of a Business*, to assist with evaluating whether transactions should be accounted for as acquisitions (or disposals) of assets or businesses. This guidance is effective for fiscal years beginning after December 15, 2017, and interim periods within those years. Early adoption is permitted for transactions not reported in financial statements that have been issued or made available for issuance.

In August 2016, the FASB issued ASU 2016-15, *Statement of Cash Flows: Classification of Certain Cash Receipts and Cash Payments*, which reduces the diversity in practice on how certain transactions are classified in the statement of cash flows. The guidance is effective for fiscal years beginning after December 15, 2018, and interim periods within fiscal years beginning after December 15, 2019. Early adoption is permitted. The Company is evaluating the effect of adopting this pronouncement.

In February 2016, the FASB issued ASU 2016-02, *Leases,* which requires a lessee, in most leases, to initially recognize a lease liability for the obligation to make lease payments and a right-of-use asset for the right to use the underlying asset for the lease term. The guidance is effective for fiscal years beginning after December 15, 2018, and interim periods within with those years. Early adoption is permitted. The Company is evaluating the effect of adopting this pronouncement.

LIFETIME BRANDS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2017

In May 2014, the FASB issued ASU 2014-09, *Revenue from Contracts with Customers*, to clarify the principles of recognizing revenue and create common revenue recognition guidance under U.S. GAAP and International Financial Reporting Standards. Following the FASB s finalization of a one year deferral of this standard, the ASU is now effective for fiscal years and interim periods within those fiscal years beginning after December 15, 2017, with early adoption permitted for fiscal years, and interim periods within those fiscal years, beginning on or after December 15, 2016. This ASU can be adopted either retrospectively to each reporting period presented or as a cumulative effect adjustment as of the date of the adoption. The standard supersedes existing revenue recognition guidance and replaces it with a five step revenue model with a core principle that an entity recognizes revenue to reflect the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled to in exchange for those goods or services. In March 2016, the FASB issued Accounting Standards Update No. 2016-08, *Revenue from Contracts with Customers (Topic 606): Principal versus Agent Considerations (Reporting Revenue Gross versus Net)* which clarifies the implementation guidance on principal versus agent considerations.

The Company adopted the new guidance on January 1, 2018, using the modified retrospective transition method and applying this approach to those contracts that were not completed as of that date. The Company completed its evaluation of customer agreements and changes to its controls to support recognition and disclosures under the new guidance. The Company does not expect the adoption of the standard to have a material impact on its consolidated financial statements.

NOTE B ACQUISITIONS

Fitz and Floyd

On August 31, 2017, the Company acquired the Fitz and Floyd business, including the trade names and related working capital, from Fitz and Floyd Enterprises, LLC (Fitz) for cash in the amount of $9.1 million. The purchase price was funded by borrowings under the Company s revolving credit facility.

The assets and operating results of the Fitz and Floyd business are reflected in the Company s condensed consolidated financial statements in accordance with ASC Topic No. 805, *Business Combinations*, commencing from the acquisition date. The condensed consolidated statement of operations for the year ended December 31, 2017 includes $7.7 million of net sales attributable to the Fitz and Floyd brands.

The purchase price was allocated based on the Company s estimate of the fair values of the assets acquired and liabilities assumed, as follows (in thousands):

	Purchase Price Allocation
Accounts Receivable	$ 3,115

Inventory		5,424
Other assets		458
Other liabilities		(2,056)
Goodwill and other intangibles		2,131
Total allocated value	$	9,072

On the basis of estimated fair values, the excess of the purchase price over the net assets acquired of $2.1 million has been allocated as follows: $1.7 million for customer relationships and trade names and $0.4 million for goodwill. The goodwill recognized results from such factors as assembled workforce and the value of other synergies expected from combining operations with the Company. All the goodwill and other intangibles are included in the U.S. Wholesale segment. Customer relationships and trade names are amortized on a straight-line basis over their estimated useful lives (see Note E).

LIFETIME BRANDS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2017

Focus

In September 2016, the Company acquired the Amco Houseworks®, Chicago Metallic and Swing-A-Way® kitchenware and bakeware brands, together with their related inventory, from Focus Products Group International, LLC (Focus) for cash in the amount of $8.8 million. The assets and operating results of the Focus brands are reflected in the Company s consolidated financial statements in accordance with ASC Topic No. 805, *Business Combinations*, commencing from the acquisition date. The consolidated statement of operations for the year ended December 31, 2016 includes $3.6 million of net sales attributable to the Focus brands. The purchase price was allocated based on the Company s estimate of the fair values of the assets acquired, including inventory ($3.5 million) and customer relationships and trade names ($5.3 million). Customer relationships and trade names are amortized on a straight-line basis over their estimated useful lives of 15 years.

Copco

In October 2016, the Company acquired the Copco® product line from Wilton Industries, Inc., for cash in the amount of $12.3 million. The product line includes thermal and hydration beverageware, tea kettles and kitchen organization products. The assets and operating results of the Copco brands are reflected in the Company s consolidated financial statements in accordance with ASC Topic No. 805, *Business Combinations*, commencing from the acquisition date. The consolidated statement of operations for the year ended December 31, 2016 includes $3.9 million of net sales attributable to the Copco® brands. The purchase price was allocated based on the Company s estimate of the fair values of the assets acquired, including inventory ($3.9 million) and customer relationships and trade names ($8.4 million). Customer relationships and trade names are amortized on a straight-line basis over their estimated useful lives of 15 and 10 years, respectively.

NOTE C SALE OF ACCOUNTS RECEIVABLE

In order to improve its liquidity during seasonally high working capital periods, in 2016 the Company entered into an uncommitted Receivables Purchase Agreement with HSBC Bank USA, National Association (HSBC), as Purchaser (the Receivables Purchase Agreement). Under the Receivables Purchase Agreement, the Company may offer to sell certain eligible accounts receivable (the Receivables) to HSBC, which may accept such offer, and purchase the offered Receivables. Under the Receivables Purchase Agreement, following each purchase of Receivables, the outstanding aggregate purchased Receivables shall not exceed $25.0 million. HSBC will assume credit risk of the Receivables purchased; provided, however, that the Company will continue to be responsible for all non-credit risk matters. The Company will service the Receivables, and as such servicer, collect and otherwise enforce the Receivables on behalf of HSBC. The term of the agreement is for 364 days and shall automatically be extended for annual successive terms unless terminated. Either party may terminate the agreement at any time upon sixty days prior written notice to the other party. Pursuant to this agreement, the Company sold $90.2 million and $44.3 million of Receivables during the years ended December 31, 2017 and 2016, respectively. A charge of $328,000 and $131,000 related to the sale of the Receivables is included in selling, general and administrative expenses in the consolidated statement of operations for the years ended December 31, 2017 and 2016, respectively.

At December 31, 2016, the Company held approximately $3.3 million of restricted cash representing collections the Company received as servicer of the Receivables sold to HSBC. This restricted cash was held in trust at December 31, 2016 and restricted from being pledged by the Company. The restricted cash was subsequently remitted to HSBC in accordance with the terms of the Receivables Purchase Agreement.

NOTE D EQUITY INVESTMENTS

The Company owns approximately 30% of the outstanding capital stock of Grupo Vasconia, S.A.B. (Vasconia) an integrated manufacturer of aluminum products and one of Mexico s largest housewares companies. Shares of Vasconia s capital stock are traded on the Bolsa Mexicana de Valores, the Mexican Stock Exchange. The Quotation Key is VASCONI. The Company accounts for its investment in Vasconia using the equity method of accounting and records its proportionate share of Vasconia s net income in the Company s statement of operations. Accordingly, the Company has recorded its proportionate share of Vasconia s net income (reduced for amortization expense related to the customer relationships acquired) for the years ended December 31, 2017, 2016 and 2015 in the accompanying consolidated statements of operations. The value of the Company s investment balance has been translated from

Table of Contents

LIFETIME BRANDS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2017

Mexican Pesos (MXN) to U.S. Dollars (USD) using the spot rate of MXN 19.68 and MXN 20.70 at December 31, 2017 and 2016, respectively. The Company s proportionate share of Vasconia s net income has been translated from MXN to USD using the average exchange rates of MXN 17.81 to 20.30, MXN 18.02 to 19.85 and MXN 14.94 to 16.76, during the years ended December 31, 2017, 2016 and 2015, respectively. The effect of the translation of the Company s investment resulted in increase of the investment of $1.0 during the year ended December 31, 2017 and a decrease of the investment of $3.2 million and $4.9 million during the years ended December 31, 2016 and 2015, respectively. These translation effects are recorded in accumulated other comprehensive loss. The Company received cash dividends of $28,000, $205,000 and $226,000, from Vasconia during the years ended December 31, 2017, 2016 and 2015, respectively. Included in prepaid expenses and other current assets at December 31, 2017 and 2016 was $64,000 and $83,000 due from Vasconia. Included within accounts payable and accrued expenses at December 31, 2017 and 2016 was $0 and $220,000 due to Vasconia.

Summarized income statement information for the years ended December 31, 2017, 2016 and 2015, as well as summarized balance sheet information as of December 31, 2017 and 2016, for Vasconia in USD and MXN is as follows:

	Year Ended December 31,					
	2017		2016		2015	
	(in thousands)					
Income Statement	USD	MXN	USD	MXN	USD	MXN
Net sales	$ 167,283	$ 3,157,671	$ 149,533	$ 2,795,009	$ 178,832	$ 2,824,399
Gross profit	34,626	655,186	27,205	510,617	33,982	534,285
Income from operations	10,475	199,170	5,611	105,334	10,551	165,507
Net income	1,164	23,983	3,491	68,230	7,353	117,194

	December 31,			
	2017		2016	
	(in thousands)			
Balance Sheet	USD	MXN	USD	MXN
Current assets	$ 91,157	$ 1,793,832	$ 81,509	$ 1,687,396
Non-current assets	87,900	1,729,745	83,890	1,736,681
Current liabilities	50,766	998,993	31,303	648,028
Non-current liabilities	39,147	770,352	49,408	1,022,842

The Company recorded equity in earnings of Vasconia, net of taxes, of $0.4 million, $0.6 million and $0.6 million for the years ended December 31, 2017, 2016 and 2015, respectively. Equity in earnings in 2017, 2016 and 2015 includes deferred tax benefit (expense) of $0.2 million, ($0.5) million and ($1.3) million, respectively, due to the requirement to record tax benefits for foreign currency translation losses through other comprehensive income (loss), with a corresponding adjustment to deferred tax liabilities.

As of December 31, 2017, the fair value (based upon the quoted stock price) of the Company s investment in Vasconia was $31.8 million. The carrying value of the Company s investment in Vasconia was $23.8 million.

During the year ended December 31, 2016, the Company sold its 40% equity interest in GS Internacional S/A (GSI), a wholesale distributor of branded housewares products in Brazil. The Company initially acquired GSI in December 2011 and accounted for this investment using the equity method of accounting; however, impairment losses in 2014 reduced the investment balance to zero. Upon the sale of its equity interest in GSI the Company recognized a net gain of $189,000. This gain is included within equity in earnings (losses), net of tax, and represents the net consideration received of R$2.3 million (approximately $567,000) reduced by currency translation losses of $378,000 recognized upon the sale of the equity interest in GSI.

LIFETIME BRANDS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2017

In February 2012, the Company entered into a joint venture, Grand Venture Holdings Limited (Grand Venture), with Manweal Development Limited (Manweal), a Chinese corporation, to distribute Mikasa® products in China, which included an initial investment of $500,000. The Company and Manweal each own 50% of Grand Venture and have rights and obligations proportionate to their ownership percentages. The Company accounts for its investment in Grand Venture using the equity method of accounting and has recorded its proportionate share of Grand Venture s net loss as equity in earnings (losses) in the Company s consolidated statements of operations. The Company recorded equity in losses of the joint venture of $8,000, $11,000 and $20,000 for the years ended December 31, 2017, 2016 and 2015, respectively. As of December 31, 2017 and 2016, the carrying value of the Company s investment in Grand Venture was $228,000 and $256,000, respectively.

NOTE E GOODWILL AND INTANGIBLE ASSETS

The Company s intangible assets, all of which are included in the U.S. Wholesale and International segments, consist of the following (in thousands):

	Year Ended December 31,					
	2017			2016		
	Gross	Accumulated Amortization	Net	Gross	Accumulated Amortization	Net
Goodwill	$ 15,772	$	$ 15,772	$ 14,201	$	$ 14,201
Indefinite-lived intangible assets:						
Trade names	7,616		7,616	7,616		7,616
Finite-lived intangible assets:						
Licenses	15,847	(9,375)	6,472	15,847	(8,919)	6,928
Trade names	33,368	(11,109)	22,259	31,150	(8,286)	22,864
Customer relationships	52,961	(16,966)	35,995	49,372	(12,188)	37,184
Other	1,165	(800)	365	1,266	(840)	426
Total	$ 126,729	$ (38,250)	$ 88,479	$ 119,452	$ (30,233)	$ 89,219

A summary of the activities related to the Company s intangible assets for the years ended December 31, 2017, 2016 and 2015 consists of the following (in thousands):

LIFETIME BRANDS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2017

	Intangible Assets	Goodwill	Total Intangible Assets and Goodwill
Goodwill and Intangible Assets, December 31, 2014	$ 85,496	$ 18,101	$ 103,597
Amortization	(7,004)		(7,004)
Goodwill and Intangible Assets, December 31, 2015	78,492	18,101	96,593
Acquisition of trade names	5,159		5,159
Acquisition of customer relationships	8,878		8,878
Acquisition of other intangible assets	50		50
Foreign currency translation adjustment	(11,400)	(3,900)	(15,300)
Amortization	(6,161)		(6,161)
Goodwill and Intangible Assets, December 31, 2016	75,018	14,201	89,219
Acquisition of goodwill		434	434
Acquisition of trade names	1,134		1,134
Acquisition of customer relationships	563		563
Foreign currency translation adjustment	2,823	1,137	3,960
Amortization	(6,831)		(6,831)
Goodwill and Intangible Assets, December 31, 2017	$ 72,707	$ 15,772	$ 88,479

The weighted-average amortization periods for the Company s finite-lived intangible assets as of December 31, 2017 are as follows:

	Years
Trade names	14
Licenses	33
Customer relationships	13
Other	12

Estimated amortization expense for each of the five succeeding fiscal years is as follows (in thousands):

Year ending December 31,	
2018	$ 7,096
2019	7,096
2020	7,081
2021	6,604
2022	6,604

Amortization expense for the years ended December 31, 2017, 2016 and 2015 was $6.8 million, $6.2 million and $7.0 million, respectively.

Annual indefinite-lived trade name impairment test

In 2017, the Company performed quantitative impairment test for its indefinite-lived trade names which involved the assessment of the fair market values of the Company s indefinite-lived trade names based on Level 3 unobservable inputs, using a relief from royalty approach, assuming a discount rate of 16.9-17.7% and an average long term growth rate of 2.5%-3%. The result of the impairment assessment of the Company s indefinite-lived trade names indicated that the fair values of the trade names exceeded their carrying values as of October 1, 2017.

Table of Contents

LIFETIME BRANDS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2017

For the Company s 2016 and 2015 annual impairment tests for its indefinite-lived trade names as of October 1, 2016 and 2015, the Company elected to first perform a qualitative assessment to determine if it was more likely than not that the fair values of the Company s indefinite-lived trade names were less than the carrying values. The Company considered events and circumstances that could affect the significant inputs used to determine the fair values of the indefinite-lived trade names. Based on the qualitative assessment, the Company determined it was not more likely than not that the fair values of the Company s indefinite-lived trade names were less than the carrying values as of October 1, 2016 and 2015.

Annual goodwill impairment test

The Company bypassed the optional qualitative impairment analysis for its three reporting units with goodwill for its October 1, 2017 impairment test. Accordingly, the first step of the two step goodwill impairment test, as described above, was performed. Under the first step, the estimated fair value of each of the reporting units was determined using the income approach and market approach. The significant assumptions used under the income approach, or discounted cash flow method, are projected net sales, projected earnings before interest, tax, depreciation and amortization (EBITDA), terminal growth rates, and the cost of capital. Projected net sales, projected EBITDA and terminal growth rates were determined to be significant assumptions because they are three primary drivers of the projected cash flows in the discounted cash flow fair value model. Cost of capital was also determined to be a significant assumption as it is the discount rate used to calculate the current fair value of those projected cash flows. Under the income approach, the resultant estimated fair value of the three reporting units exceeded their carrying value as of October 1, 2017.

As of October 1, 2016, the fair value of the Creative Tops reporting unit, which carried goodwill of $2.1 million, was approximately 3% below its carrying value. In 2016 the Company performed the second step of the impairment test by estimating the fair value of the assets and liabilities to determine the implied fair value of goodwill. The implied fair value of goodwill was determined to be greater than the carrying value and no impairment charge was recorded. Also, as of October 1, 2016, the excess of fair value of the Kitchen Craft reporting unit, which carried goodwill of $9.7 million, was approximately 3% over its carrying value.

As of October 1, 2017, the fair values of the Creative Tops and Kitchen Craft reporting units both exceeded their respective carrying values. Management s projections used to estimate the cash flows included increasing net sales and operational improvements designed to reduce costs at the Company s international reporting units. The excess fair value calculated in 2017 was driven by realized cost savings and, to a larger extent, future cost savings from the combination of the operations expected to be completed in the near term. The planned cost savings are in line with that of a market participant. Changes in any of the significant assumptions used in the valuation of the Company s reporting units can materially affect the expected cash flows, and such impacts can result in the requirement to proceed to the second step of the test and potentially a material non-cash impairment charge could result. The Company is not currently aware of any negative changes in its assumptions that could lead to the fair value of the reporting unit being less than the carrying value.

As of December 31, 2017, the Company assessed the carrying value of goodwill and determined based on qualitative factors, no impairment existed.

LIFETIME BRANDS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2017

NOTE F   DEBT

Credit Agreement

In January 2014, the Company entered into the Second Amended and Restated Credit Agreement, which has been amended, with JPMorgan Chase Bank, N.A., as Administrative Agent and Co-Collateral Agent, and HSBC Bank USA, National Association, as Syndication Agent and Co-Collateral Agent (the Credit Agreement). The Credit Agreement, which expires in January 2019, provides for, among other things, a Revolving Credit Facility commitment totaling $175.0 million ($40.0 million of which is available for multi-currency borrowings) and a Term Loan facility.

At December 31, 2017 and 2016, under the Revolving Credit Facility, borrowings outstanding were $94.7 million and $86.2 million, respectively. At December 31, 2017 and 2016, open letters of credit were $3.2 million and $2.4 million, respectively and availability under the Revolving Credit Facility was approximately $58.0 million and $76.5 million, respectively. The borrowing capacity under the Revolving Credit Facility depends, in part, on eligible levels of accounts receivable and inventory, each of which fluctuates based upon the seasonality of the business, and certain trademark values, based upon periodic appraisals. Therefore, the actual borrowing capacity may be less than the $175.0 million commitment.

The Company classifies a portion of the Revolving Credit Facility as a current liability if the Company s intent and ability is to repay the loan from cash flows from operations which are expected to occur within the next 12 months. Repayments and borrowings under the facility can vary significantly from planned levels based on cash flow needs and general economic conditions. The Company expects that it will continue to borrow and repay funds, subject to availability, under the facility based on working capital and other corporate needs.

The Company s payment obligations under the Revolving Credit Facility are unconditionally guaranteed by each of its existing U.S. subsidiaries and will be unconditionally guaranteed by each of its future U.S. subsidiaries. Certain payment obligations under the Revolving Credit Facility are also direct obligations of its foreign subsidiary borrowers designated as such under the Credit Agreement and, subject to limitations on such guaranties, are guaranteed by the foreign subsidiary borrowers, as well as by the Company. The obligations of the Company under the Revolving Credit Facility and any hedging arrangements and cash management services and the guarantees by its domestic subsidiaries in respect of those obligations are secured by substantially all of the assets and stock (but in the case of foreign subsidiaries, limited to 65% of the capital stock in first-tier foreign subsidiaries and not including the stock of subsidiaries of such first-tier foreign subsidiaries) owned by the Company and the U.S. subsidiary guarantors, subject to certain exceptions. Such security interests consist of a first-priority lien, subject to certain permitted liens, with respect to the assets of the Company and its domestic subsidiaries pledged as collateral in favor of lenders under the Revolving Credit Facility.

As of December 31, 2017 and 2016, $0 and $9.5 million, respectively, was outstanding under the Term Loan and unamortized debt issuance costs were $0 and $157,000, respectively. In April 2017, the Company repaid the $7.0 million outstanding balance under the Term Loan. In connection therewith, the Company wrote-off debt issuance costs of $0.1 million. In April 2016, the Company made a prepayment of $15.2 million in accordance with the amended terms. In connection therewith, the Company wrote-off debt issuance costs of $0.3 million.

Interest rates on outstanding borrowings at December 31, 2017 ranged from 2.5% to 5.5%. In addition, the Company pays a commitment fee of 0.375% on the unused portion of the Revolving Credit Facility.

The Credit Agreement provides for customary restrictions and events of default. Restrictions include limitations on additional indebtedness, acquisitions, investments and payment of dividends, among other things. Further, the Credit Agreement provides that at any time any Term Loan is outstanding or at any time no Term Loan is outstanding and availability under the Revolving Credit Facility is less than $17.5 million and continuing until availability of at least $20.0 million is maintained for three consecutive months, the Company is required to maintain a minimum fixed charge coverage ratio of 1.20 to 1.00 for each of four consecutive fiscal quarter periods.

LIFETIME BRANDS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2017

Pursuant to the Credit Agreement, as of December 31, 2017 the maximum additional permitted indebtedness other than certain subordinated indebtedness was $58.0 million. The Company was in compliance with the financial covenants of the Credit Agreement at December 31, 2017.

In August 2016, the Company amended the Credit Agreement to, among other things, allow the sale of certain accounts receivable by the Company to other financial institutions (subject to the approval of the Credit Agreement s administrative agent) and revise the definition of EBITDA to provide that non-recurring charges shall not exceed $5.0 million during the term of the Credit Agreement (the previous limit was $2.0 million).

Other Credit Agreements

A subsidiary of the Company has a credit facility (HSBC Facility or Short term loan) with HSBC Bank (China) Company Limited, Shanghai Branch (HSBC) for up to RMB 18.0 million ($2.8 million). The HSBC Facility is subject to annual renewal and may be used to fund general working capital needs of the Company s subsidiary which is a trading company in the People s Republic of China. Borrowings under the HSBC Facility are guaranteed by the Company and are granted at the sole discretion of HSBC. At December 31, 2017 and 2016, RMB 0.5 million ($69,000) and RMB 0.8 million ($113,000), respectively, was outstanding under the HSBC Facility. Outstanding borrowings at December 31, 2017 carried an interest rate of 5.0%.

NOTE G DERIVATIVES

The Company is a party to interest rate swap agreements with an aggregate notional amount of $5.3 million to manage interest rate exposure in connection with its variable interest rate borrowings. The hedge periods of these agreements commenced in March 2013 and expire in June 2018 and the notional amounts amortize over these periods. The interest rate swap agreements were designated as cash flow hedges under ASC Topic No. 815. The effective portion of the fair value gain or loss on these agreements is recorded as a component of accumulated other comprehensive loss.

The Company has also entered into foreign exchange contracts, primarily to offset the earnings impact related to fluctuations in foreign currency exchange rates associated with inventory purchases denominated in foreign currencies. The aggregate gross notional amount of foreign exchange contracts at December 31, 2017 was $34.9 million. These foreign exchange contracts have not been designated as hedges as required in order to apply hedge accounting. The changes in the fair value of these contracts are recorded in earnings immediately.

The fair values of the Company s derivative financial instruments included in the consolidated balance sheets are presented as follows (in thousands):

LIFETIME BRANDS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2017

Derivatives designated as hedging instruments	**Balance Sheet Location**	**December 31, 2017**	**2016**
Interest rate swaps	Prepaid expenses	$ 11	$
	Accrued expenses		4
	Deferred rent & other long-term liabilities		3

Derivatives not designated as hedging instruments	**Balance Sheet Location**	**December 31, 2017**	**2016**
Foreign exchange contracts	Prepaid expenses and other current assets	$	$ 924
	Accrued Expenses	1,951	

The fair value of the derivatives have been obtained from the counterparties to the agreements and were based on Level 2 observable inputs using proprietary models and estimates about relevant future market conditions.

The amounts of the gains and losses related to the Company s derivative financial instruments designated as hedging instruments are recognized in other comprehensive income (loss) as follows (in thousands):

Derivatives designated as hedging instruments	**Year ended December 31, 2017**	**2016**	**2015**
Interest rate swaps	$ 17	$ 17	$ (2)

As of December 31, 2017, no amounts recorded in accumulated other comprehensive loss were expected to be reclassified to interest expense in the next twelve months, however; in connection with the financing transaction described in Note O, the Company determined it is probable that the hedged forecast transaction will not occur and the net gain reported in accumulated other comprehensive income related to the interest rate swap will be reclassified into interest expense.

The amounts of the gains and losses related to the Company s derivative financial instruments not designated as hedging instruments are recognized in earnings as follows (in thousands):

Derivatives not designated as hedging instruments	Location of Gain or (Loss)	Year Ended December 31, 2017	2016	2015
Foreign exchange contracts	Selling, general and administrative expense	$ (2,592)	$ 2,182	$ 272

F-22

Table of Contents

LIFETIME BRANDS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2017

NOTE H CAPITAL STOCK

Cash dividends

Dividends were declared in 2017 and 2016 as follows:

Dividend per share	Date declared	Date of record	Payment date
$0.0425	March 3, 2016	May 2, 2016	May 16, 2016
$0.0425	June 9, 2016	August 1, 2016	August 15, 2016
$0.0425	August 4, 2016	November 1, 2016	November 15, 2016
$0.0425	November 3, 2016	February 1, 2017	February 15, 2017
$0.0425	March 8, 2017	May 1, 2017	May 15, 2017
$0.0425	June 22, 2017	August 1, 2017	August 15, 2017
$0.0425	August 4, 2017	November 1, 2017	November 15, 2017
$0.0425	November 7, 2017	February 1, 2018	February 15, 2018

On March 8, 2018, the Board of Directors declared a quarterly dividend of $0.0425 per share payable on May 15, 2018 to shareholders of record on May 1, 2018.

Stock repurchase program

On April 30, 2013, Lifetime s Board of Directors authorized the repurchase of up to $10.0 million of the Company s common stock. The repurchase authorization permits the Company to effect repurchases from time to time through open market purchases and privately negotiated transactions. No shares were repurchased during the years ended December 31, 2017, 2016 and 2015.

Preferred stock

The Company is authorized to issue 100 shares of Series A Preferred Stock and 2,000,000 shares of Series B Preferred Stock, none of which has been issued or is outstanding at December 31, 2017.

Long-term incentive plan

The Company s Amended and Restated 2000 Long-Term Incentive Plan (the Plan) provides for the granting of awards of up to 5,287,500 shares of common stock. These shares of the Company s common stock are available for grants to directors, officers, employees, consultants and service providers and affiliates in the form of stock options or other equity-based awards. The Plan authorizes the Board of Directors of the Company, or a duly appointed committee thereof, to issue incentive stock options, non-qualified options, restricted stock, performance based awards and other stock-based awards. Options that have been granted under the Plan expire over a range of five to ten years from the date of grant and vest over a range of up to four years from the date of grant. Shares of restricted stock that have been granted under the Plan vest over a range of up to four years from the date of grant. Performance based awards that have been granted under the Plan vest after three years based upon the attainment of specified performance goals. In June 2017, the shareholders of the Company approved an amendment to the Company s Plan to revise the terms and conditions of Plan to increase the shares available for grant under the plan by 437,500 shares and include and clarify several features that promote good governance. As of December 31, 2017, there were 619,369 shares available for the grant of awards.

LIFETIME BRANDS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2017

Stock options

A summary of the Company s stock option activity and related information for the three years ended December 31, 2017, is as follows:

	Options	Weighted-average exercise price	Weighted-average remaining contractual life (years)	Aggregate intrinsic value
Options outstanding at December 31, 2014	2,326,627	$ 14.19		
Grants	89,600	13.99		
Exercises	(110,375)	8.84		
Cancellations	(37,750)	15.57		
Expirations	(25,900)	26.60		
Options outstanding at December 31, 2015	2,242,202	14.28		
Grants	66,850	15.44		
Exercises	(272,325)	9.01		
Cancellations	(30,750)	15.39		
Expirations	(230,577)	27.16		
Options outstanding at December 31, 2016	1,775,400	13.44		
Grants	125,750	17.38		
Exercises	(300,000)	11.34		
Cancellations	(45,700)	16.40		
Expirations	(99,250)	20.40		
Options outstanding at December 31, 2017	1,456,200	13.64	4.6	$ 5,019,000
Options exercisable at December 31, 2017	1,250,673	$ 13.05	4.0	$ 4,923,000

The aggregate intrinsic value in the table above represents the total pre-tax intrinsic value that would have been received by the option holders had all option holders exercised their in-the-money stock options on December 31, 2017. The intrinsic value is calculated for each in-the-money stock option as the difference between the closing price of the Company s common stock on December 31, 2017 and the exercise price.

The total intrinsic values of those stock options that were exercised in the years ended December 31, 2017, 2016 and 2015 were $2,071,000, $1,848,000 and $639,000, respectively. The intrinsic value of a stock option that is exercised is calculated at the date of exercise.

Total unrecognized stock option compensation expense at December 31, 2017, before the effect of income taxes, was $1.0 million and is expected to be recognized over a weighted-average period of 2.1 years.

The Company values stock options using the Black-Scholes option valuation model. The Black-Scholes option valuation model, as well as other available models, was developed for use in estimating the fair value of traded options, which have no vesting restrictions and are fully transferable. The Black-Scholes option valuation model requires the input of highly subjective assumptions including the expected stock price volatility and risk-free interest rate. Because the Company s stock options have characteristics significantly different from those of traded options, changes in the subjective input assumptions can materially affect the fair value estimates of the Company s stock options. The weighted-average per share grant date fair value of stock options granted during the years ended December 31, 2017, 2016, and 2015 was $6.37, $5.43 and $4.68, respectively.

The fair values for these stock options were estimated at the dates of grant using the following weighted-average assumptions:

	2017	**2016**	**2015**
Historical volatility	39%	39%	39%
Expected term (years)	6.0	6.0	5.2
Risk-free interest rate	1.97%	1.37%	1.67%
Expected dividend yield	0.98%	1.10%	1.18%

LIFETIME BRANDS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2017

Restricted Stock

A summary of the Company s restricted stock activity and related information for the three years ended December 31, 2017 is as follows:

	Restricted Shares	Weighted-average grant date fair value
Non-vested restricted shares, December 31, 2014	26,511	$ 15.86
Grants	100,073	14.78
Vested	(24,649)	15.97
Cancellations	(500)	14.84
Non-vested restricted shares, December 31, 2015	101,435	14.77
Grants	109,170	15.64
Vested	(46,306)	14.79
Cancellations	(2,475)	14.93
Non-vested restricted shares, December 31, 2016	161,824	15.35
Grants	133,352	18.32
Vested	(69,795)	15.39
Cancellations	(6,064)	16.07
Non-vested restricted shares, December 31, 2017	219,317	$ 17.12
Total unrecognized compensation expense remaining	$ 2,932,000	
Weighted-average years expected to be recognized over	2.6	

The total fair value of restricted stock that vested during the year ended December 31, 2017 was $1.3 million.

Performance shares

Each performance award represents the right to receive up to 150% of the target number of shares of common stock. The number of shares of common stock earned will be determined based on the attainment of specified performance goals at the end of the performance period, as determined by the Compensation Committee of the Board of Directors. The shares are subject to the terms and conditions of the Plan.

LIFETIME BRANDS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2017

A summary of the Company s performance-based award activity and related information for the three years ended December 31, 2017 is as follows:

	Performance-based awards (1)	Weighted-average grant date fair value
Non-vested performance-based awards, January 1, 2015		$
Grants	66,650	14.84
Cancellations	(500)	14.84
Non-vested performance-based awards, December 31, 2015	66,150	14.84
Grants	82,000	15.69
Cancellations	(2,188)	14.94
Non-vested performance-based awards, December 31, 2016	145,962	15.32
Grants	87,000	18.45
Cancellations	(4,070)	16.52
Non-vested performance-based awards, December 31, 2017	228,892	$ 16.49
Total unrecognized compensation expense remaining	$ 1,727,000	
Weighted-average years expected to be recognized over	1.7	

(1) Represents the target number of shares to be issued for each performance-based award.

On March 7, 2018, the Compensation Committee of the Board of Directors determined the performance goals set forth in the performance-based awards granted in 2015 were attained and 58,888 shares vested.

The Company recognized total stock compensation expense of $3.4 million for the year ended December 31, 2017, of which $1.1 million represents stock option compensation expense and $2.3 million represents restricted stock and performance based compensation expense. The Company recognized total stock compensation expense of $2.9 million for the year ended December 31, 2016, of which $1.4 million represents stock option compensation expense, $1.5 million represents restricted stock, including restricted stock granted to directors and performance based compensation expense, and $32,000 represents stock awards. The Company recognized total stock compensation expense of $5.3 million for the year ended December 31, 2015, of which $2.2 million represents stock option compensation expense, $0.8 million represents restricted stock including restricted stock granted to directors and performance based compensation expense, and $2.2 million represents stock awards.

NOTE I   INCOME PER COMMON SHARE

Basic income per common share has been computed by dividing net income by the weighted-average number of shares of the Company s common stock outstanding. Diluted income per common share adjusts net income and basic income per common share for the effect of all potentially dilutive shares of the Company s common stock. The calculations of basic and diluted income per common share for the years ended December 31, 2017, 2016 and 2015, are as follows:

Table of Contents

LIFETIME BRANDS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2017

	2017	2016	2015
	(in thousands - except per share amounts)		
Net income Basic and Diluted	$ 2,154	$ 15,720	$ 12,278
Weighted-average shares outstanding Basic	14,505	14,174	13,850
Effect of dilutive securities:			
Stock options and other stock awards	450	375	416
Weighted-average shares outstanding Diluted	14,955	14,549	14,266
Basic income per common share	$ 0.15	$ 1.11	$ 0.89
Diluted income per common share	$ 0.14	$ 1.08	$ 0.86

The computations of diluted income per common share for the years ended December 31, 2017, 2016 and 2015 excludes 1,190,261, 1,335,113 and 1,467,857, respectively, related to options to purchase shares and other stock awards. These shares were excluded due to their antidilutive effect.

NOTE J INCOME TAXES

The components of income before income taxes, equity in earnings and extraordinary item are as follows:

	Year Ended December 31,		
	2017	2016	2015
	(in thousands)		
Domestic	$ 17,728	$ 22,114	$ 22,096
Foreign	(6,949)	(112)	(3,765)
Total income before income taxes and equity in earnings	$ 10,779	$ 22,002	$ 18,331

The provision for income taxes (before equity in earnings) consists of:

	Year Ended December 31,		
	2017	2016	2015
	(in thousands)		
Current:			
Federal	$ 7,041	$ 8,000	$ 5,584

State and local	957	498	1,879
Foreign	4	483	604
Deferred	1,030	(1,951)	(1,440)
Income tax provision	$ 9,032	$ 7,030	$ 6,627

On December 22, 2017, the legislation commonly referred to as the Tax Cuts and Jobs Act (the Tax Act) was enacted. The Tax Act revises the U.S. corporate income tax by, among other things, lowering the corporate income tax rate from 35% to 21%, adopting a quasi-territorial income tax system and imposing a one-time transition tax on foreign unremitted earnings, and setting limitations on deductibility of certain costs (e.g., interest expense).

LIFETIME BRANDS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2017

Due to the complexities involved in the accounting for the Tax Act, on December, 22, 2017, the Securities and Exchange Commission s Staff Accounting Bulletin (SAB) 118 was issued to provide guidance to companies that have not yet completed their accounting for the Tax Act in the period of enactment. SAB 118 provides that the Company include in its financial statements a reasonable estimate of the impact of the Tax Act on earnings to the extent such estimate has been determined. Accordingly, the U.S. provision for income tax for 2017 is based on the reasonable estimate guidance provided by SAB 118.

For the year ended December 31, 2017, the Company accrued $338,000 of tax expense for the Tax Act s one-time transition tax on the Company s material wholly owned foreign subsidiaries accumulated, unremitted earnings. A reasonable estimate cannot yet be made for the impact of the one-time transition tax on the Company s equity investment in Grupo Vasconia due to the complexity of calculating accumulated foreign earnings and profits, foreign tax paid, and other tax components involved in foreign tax credit calculations for prior years going back to 1986, including years prior to the Company s acquisition of its equity interest.

For the year ended December 31, 2017, the Company accrued $3.0 million in provisional expense related to the net change in deferred tax assets stemming from the Tax Act s reduction of the U.S. federal tax rate from 35% to 21%.

The Tax Act also includes a provision to tax global intangible low-taxed income (GILTI) of foreign subsidiaries and a base erosion anti-abuse tax (BEAT) that taxes certain payments between a U.S. corporation and its subsidiaries. The Company continues to analyze whether it will be subject to the GILTI and BEAT provisions effective beginning January 1, 2018.

Pursuant to the SAB 118, the Company is allowed a measurement period of up to one year after the enactment date of the Tax Act to finalize the recording of the related tax impacts. The Company will continue to calculate the impact of the U.S. Tax Act and will record any resulting tax adjustments during 2018.

Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. Significant components of the Company s deferred income tax assets are as follows:

	December 31,	
	2017	**2016**
	(in thousands)	
Deferred income tax assets:		
Deferred rent expense	$ 2,212	$ 3,706
Stock options	2,903	4,593
Inventory	970	1,190
Operating loss carry-forward	4,114	2,568

Accounts receivable allowances	264	463
Accrued compensation	623	944
Depreciation and amortization	247	
Other	1,882	2,784
Total deferred income tax assets	$ 13,215	$ 16,248

Table of Contents

LIFETIME BRANDS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2017

Significant components of the Company s net deferred income tax asset (liability) are as follows:

	December 31, 2017	December 31, 2016
	(in thousands)	
Deferred income tax liabilities:		
Depreciation and amortization	$	$ (1,268)
Intangibles	(8,732)	(9,815)
Equity in earnings	(56)	24
Total deferred income tax liabilities	(8,788)	(11,059)
Net deferred income tax asset	4,427	5,189
Valuation allowance	(3,024)	(2,396)
Net deferred income tax asset	$ 1,403	$ 2,793

The Company has generated various state net operating loss carryforwards of which, $13.0 million remained at December 31, 2017 that begin to expire in 2026 .The Company has net operating losses in foreign jurisdictions of $10.6 million at December 31, 2017 that begin to expire in 2020.

The valuation allowance as of December 31, 2017 increased from the prior year primarily due to foreign net operating losses that the Company does not believe will more likely than not be realized.

The provision for income taxes (before equity in earnings) differs from the amounts computed by applying the applicable federal statutory rates as follows:

	Year Ended December 31, 2017	2016	2015
Provision for federal income taxes at the statutory rate	35.0%	35.0%	35.0%
Increases (decreases):			
State and local income taxes, net of Federal income tax benefit	5.9	3.6	5.3
Foreign rate differences	8.0	(7.9)	(8.6)
Non-deductible expenses	3.7	3.4	5.5
Tax Act- revaluation of net deferred tax assets	27.7		
Tax Act- transition tax	3.1		

Other	0.4	(2.1)	(1.0)
Provision for income taxes	83.8%	32.0%	36.2%

The estimated values of the Company s gross uncertain tax positions at December 31, 2017, 2016, and 2015 are liabilities of $161,000, $109,000 and $157,000, respectively, and consist of the following:

	Year Ended December 31,		
	2017	**2016**	**2015**
	(in thousands)		
Balance at January 1	$ (109)	$ (157)	$ (572)
Additions based on tax positions related to the current year	(82)		(15)
Reduction for tax positions of prior years	30		
Settlements		48	430
Balance at December 31	$ (161)	$ (109)	$ (157)

LIFETIME BRANDS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2017

The Company had approximately $24,000 and $29,000, net of federal and state tax benefit, accrued at December 31, 2017 and 2016, respectively, for the payment of interest. The Company s policy for recording interest and penalties is to record such items as a component of the provision for income taxes.

If the Company s tax positions are ultimately sustained, the Company s liability, including interest, would be reduced by $182,000, all of which would impact the Company s tax provision. On a quarterly basis, the Company evaluates its tax positions and revises its estimates accordingly. The Company believes that it is reasonably possible that $32,000 of its tax positions will be resolved within the next twelve months.

The Company is no longer subject to U.S. Federal income tax examinations for the years prior to 2014. The Company has identified the following jurisdictions as major tax jurisdictions: U.S. Federal, California, Massachusetts, Georgia, Illinois, New York, New Jersey and the United Kingdom. At December 31, 2017, the periods subject to examination by the Company s major state jurisdictions are generally for the years ended 2013 through 2016.

NOTE K BUSINESS SEGMENTS

Segment information

The Company has three reportable segments, U.S. Wholesale, International and Retail Direct. The U.S. Wholesale segment includes the Company s primary domestic business that designs, markets and distributes its products to retailers and distributors. The International Segment consists of certain business operations conducted outside the U.S. The Retail Direct segment is that in which the Company markets and sells a limited selection of its products to consumers through its Pfaltzgraff, Mikasa, Fred and Friends, Built NY, Fitz and Floyd, Housewares Deals and Lifetime Sterling websites.

The Company has segmented its operations to reflect the manner in which management reviews and evaluates the results of its operations. While the three segments distribute similar products, the segments have been distinct due to the different methods the Company uses to sell, market and distribute the products. Management evaluates the performance of the U.S. Wholesale, International and Retail Direct segments based on net sales and income (loss) from operations. Such measures give recognition to specifically identifiable operating costs such as cost of sales, distribution expenses and selling, general and administrative expenses. Certain general and administrative expenses, such as senior executive salaries and benefits, stock compensation, director fees and accounting, legal and consulting fees, are not allocated to the specific segments and are reflected as unallocated corporate expenses.

Table of Contents

LIFETIME BRANDS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2017

	Year Ended December 31,		
	2017	**2016**	**2015**
		(in thousands)	
Net sales:			
U.S. Wholesale	$ 462,588	$ 470,981	$ 458,593
International	97,757	101,070	108,000
Retail Direct	19,131	20,568	21,077
Total net sales	$ 579,476	$ 592,619	$ 587,670
Income from operations:			
U.S. Wholesale(1)	$ 39,764	$ 39,745	$ 41,343
International (2)	(6,984)	3,052	(1,600)
Retail Direct	(423)	770	(596)
Unallocated corporate expenses	(17,177)	(16,490)	(14,916)
Total income from operations	$ 15,180	$ 27,077	$ 24,231
Depreciation and amortization:			
U.S. Wholesale(3)	$ 9,851	$ 10,095	$ 8,784
International	4,185	3,917	5,272
Retail Direct	153	136	147
Total depreciation and amortization	$ 14,189	$ 14,148	$ 14,203
Capital expenditures:			
U.S. Wholesale	$ 3,899	$ 2,767	$ 4,087
International	2,135	424	1,004
Retail Direct	277	189	75
Total capital expenditures	$ 6,311	$ 3,380	$ 5,166

(1) In 2016 and 2015, income from operations for the U.S. Wholesale segment includes $2.4 million and $0.4 million, respectively, of restructuring expenses related to the U.S. Wholesale restructuring plan as described in Note A. The 2016 period also includes a $1.2 million charge to correct prior years depreciation of certain assets within the U.S. Wholesale segment.

(2) 2017 income from operations for the International segment includes $1.0 million of restructuring expenses related to the integration of entities in Europe. 2015 income from operations for the International segment includes a

$1.0 million net charge related to the change in certain contingent consideration accruals.

(3) The 2016 period includes a $1.2 million charge to correct prior years depreciation of certain assets within the U.S. Wholesale segment.

Table of Contents

LIFETIME BRANDS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2017

	Year Ended December 31, 2017	2016
	(in thousands)	
Assets:		
U.S. Wholesale	$ 281,398	$ 287,313
International	105,984	95,698
Retail Direct	613	501
Unallocated/ corporate/ other	13,526	16,342
Total assets	$ 401,521	$ 399,854

	Year Ended December 31, 2017	2016
	(in thousands)	
Goodwill:		
U.S. Wholesale		
Beginning balance	$ 2,412	$ 2,412
Acquisition activity	434	
Ending balance	2,846	2,412
International		
Beginning balance	11,789	15,689
Foreign currency translation adjustment	1,137	(3,900)
Ending balance	12,926	11,789
Total goodwill [1]	$ 15,772	$ 14,201

(1) No goodwill is allocated to the Company s Retail Direct reportable segment.

Table of Contents

LIFETIME BRANDS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2017

Geographical information

The following table sets forth net sales and long-lived assets by the major geographic locations:

	Year ended December 31, 2017	2016	2015
	(in thousands)		
Net sales:			
United States	$ 460,788	$ 472,962	$ 462,234
United Kingdom	74,834	74,991	81,347
Rest of World	43,854	44,666	44,089
Total	$ 579,476	$ 592,619	$ 587,670

	December 31, 2017	2016
	(in thousands)	
Long-lived assets, excluding intangible assets, at period-end:		
United States	$ 45,285	$ 43,431
United Kingdom	2,779	1,186
Rest of World	729	1,112
Total	$ 48,793	$ 45,729

Product category information net sales

The following table sets forth net sales by major product categories included within the Company s U.S. Wholesale operating segment:

	Year Ended December 31, 2017	2016	2015
Category:	(in thousands)		
Kitchenware	$ 276,574	$ 286,815	$ 295,592
Tableware	134,034	135,901	125,445

Home Solutions	51,980	48,265	37,556
Total	$ 462,588	$ 470,981	$ 458,593

Table of Contents

LIFETIME BRANDS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2017

The following table sets forth net sales by major product categories included within the Company s International operating segment:

	Year Ended December 31,		
	2017	2016	2015
	(in thousands)		
Category:			
Kitchenware	$ 59,686	$ 59,742	$ 61,291
Tableware	38,071	41,328	46,709
Total	$ 97,757	$ 101,070	$ 108,000

NOTE L COMMITMENTS AND CONTINGENCIES

Operating leases

The Company has lease agreements for its corporate headquarters, distribution centers, showrooms and sales offices that expire through 2029. These leases generally provide for, among other things, annual base rent escalations and additional rent for real estate taxes and other costs.

Future minimum payments under non-cancelable operating leases are as follows (in thousands):

Year Ending December 31,	
2018	$ 16,800
2019	14,866
2020	14,038
2021	13,055
2022	13,481
Thereafter	76,538
Total	$ 148,778

Rent and related expenses under operating leases were $16.8 million, $16.6 million and $17.4 million for the years ended December 31, 2017, 2016 and 2015, respectively.

The Company leases one property from the trustees of an active retirement benefit plan in which former employees of the Company participate. Total lease payments made to this related party in 2017 was $412,000. The lease agreement expires in 2020.

LIFETIME BRANDS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2017

Royalties

The Company has license agreements that require the payment of royalties on sales of licensed products which expire through 2023. Future minimum royalties payable under these agreements are as follows (in thousands):

Year ending December 31,	
2018	$ 6,047
2019	292
2020	218
2021	222
2022	226
Thereafter	156
Total	$ 7,161

Legal proceedings

Wallace Silversmiths de Puerto Rico, Ltd. (WSPR), a wholly-owned subsidiary of the Company, operates a manufacturing facility in San Germán, Puerto Rico that is leased from the Puerto Rico Industrial Development Company (PRIDCO). In March 2008, the United States Environmental Protection Agency (the EPA) announced that the San Germán Ground Water Contamination site in Puerto Rico (the Site) had been added to the Superfund National Priorities List due to contamination present in the local drinking water supply.

In May 2008, WSPR received from the EPA a Notice of Potential Liability and Request for Information Pursuant to 42 U.S.C. Sections 9607(a) and 9604(e) of the Comprehensive Environmental Response, Compensation, and Liability Act (CERCLA). In July 2011, WSPR received a letter from the EPA requesting access to the property that it leases from PRIDCO to conduct an environmental investigation, and the Company granted such access. In February 2013, the EPA requested access to conduct a further environmental investigation at the property. PRIDCO agreed to such access and the Company consented. EPA conducted a further investigation during 2013 and, in April 2015, notified the Company and PRIDCO that the results from vapor intrusion sampling may warrant implementation of measures to mitigate potential exposure to sub-slab soil gas. The Company reviewed the information provided by the EPA and requested that PRIDCO, as the property owner, find and implement a solution acceptable to the EPA. While WSPR did not cause the sub-surface condition that resulted in the potential for vapor intrusion, in order to protect the health of its employees and continue its business operations, it has nevertheless implemented corrective action measures to prevent vapor intrusion such as sealing floors of the building and conducting periodic air monitoring to address potential exposure. On August 13, 2015, the EPA released its remedial investigation and feasibility study (RI/FS) for the Site. On December 11, 2015, the EPA issued the Record of Decision (ROD) for OU-1, electing to implement its preferred remedy which consists of soil vapor extraction and dual-phase extraction/*in-situ* treatment. This selected remedy includes soil vapor extraction (SVE) to address soil (vadose zone) source areas at the Site, impermeable cover as necessary for the implementation of SVE, dual phase extraction in the shallow saprolite zone, and *in-situ* treatment as needed to address residual sources. The EPA s estimated capital cost for its selected remedy is $7.3 million. The EPA also designated a second operable unit under which the EPA will conduct further investigations to determine the nature and extent of groundwater contamination, as well as a determination by the EPA on the necessity of any further response actions to address groundwater contamination. In February 2017, the EPA indicated that it plans to expand its field investigation for the RI/FS for the second operable unit to further determine the nature and extent of the groundwater contamination at and from the Site and to determine the nature of the remedial action needed to address the contamination. The EPA has requested access to the property occupied by WSPR to install monitoring wells and to undertake groundwater sampling as part of this expanded investigation. WSPR has consented to the EPA s access request, provided that the EPA receives PRIDCO s consent, as the property owner. WSPR never used the primary contaminant of concern and did not take up its tenancy at the Site until after the EPA had discovered the contamination in the local water supply. The EPA has also issued notices of potential liability to a number of other entities affiliated with the Site, which used the contaminants of concern.

LIFETIME BRANDS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2017

Accordingly, based on the above uncertainties and variables, it is not possible at this time for the Company to estimate its share of liability, if any, related to this matter. However, in the event of one or more adverse determinations related to this matter, it is possible that the ultimate liability resulting from this matter and the impact on the Company s results of operations could be material.

The Company is, from time to time, involved in other legal proceedings. The Company believes that other current litigation is routine in nature and incidental to the conduct of the Company s business and that none of this litigation, individually or collectively, would have a material adverse effect on the Company s consolidated financial position, results of operations or cash flows.

NOTE M RETIREMENT PLANS

401(k) plan

The Company maintains a defined contribution retirement plan for eligible employees under Section 401(k) of the Internal Revenue Code. Participants can make voluntary contributions up to the Internal Revenue Service limit of $18,000 ($24,000 for employees 50 years or over) for 2017. The Company suspended its matching contribution in 2009 as an expense savings measure. The Company s United Kingdom-based subsidiaries also maintain defined contribution pension plans.

Retirement benefit obligations

The Company assumed retirement benefit obligations, which are paid to certain former executives of a business acquired in 2006. These obligations under the agreements with these former executives are unfunded and amounted to $7.3 million at December 31, 2017 and $6.9 million at December 31, 2016.

The discount rate used to calculate the retirement benefit obligations was 3.33% at December 31, 2017 and 3.76% at December 31, 2016. The retirement benefit obligations are included in accrued expenses and deferred rent and other long-term liabilities.

The Company expects to recognize $119,000 of actuarial losses included in accumulated other comprehensive loss in net periodic benefit cost in 2018.

Expected benefit payments for each of the next five fiscal years and in the aggregate for the five fiscal years thereafter are as follows (in thousands):

Year ending December 31,	
2018	$ 422

2019	407
2020	392
2021	393
2022	435
2023 through 2027	1,944

Table of Contents

LIFETIME BRANDS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2017

NOTE N OTHER

Inventory

The components of inventory are as follows:

	December 31, 2017	December 31, 2016
	(in thousands)	
Finished goods	$ 129,611	$ 132,564
Work in process	1,548	1,521
Raw materials	1,277	1,127
Total	$ 132,436	$ 135,212

Property and equipment

Property and equipment consist of:

	December 31, 2017	December 31, 2016
	(in thousands)	
Machinery, furniture and equipment	$ 91,282	$ 89,545
Leasehold improvements	32,591	30,019
Building and improvements	787	1,622
Construction in progress	3,122	2,639
Land	100	100
	127,882	123,925
Less: accumulated depreciation and amortization	(104,817)	(102,794)
Total	$ 23,065	$ 21,131

Depreciation and amortization expense of property and equipment for the years ended December 31, 2017, 2016, and 2015 was $6.6 million, $8.0 million and $7.2 million, respectively**.** In 2016, the Company identified and corrected an error in the accumulated depreciation balance relating to certain leasehold improvements at one of its U.S.

warehouses. Accordingly, distribution expense for the year ended December 31, 2016 includes $1.2 million of additional depreciation expense to properly reflect the accumulated depreciation balance of these assets as of December 31, 2016.

Included in machinery, furniture and equipment at each of December 31, 2017 and 2016 is $2.0 million and $2.2 million, respectively, related to assets recorded under capital leases. Included in accumulated depreciation and amortization at December 31, 2017 and December 31, 2016 is $1.9 million and $2.0 million, respectively, related to assets recorded under capital leases.

Table of Contents

LIFETIME BRANDS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2017

Accrued expenses

Accrued expenses consist of:

	December 31,	
	2017	2016
	(in thousands)	
Customer allowances and rebates	$ 11,662	$ 10,787
Compensation and benefits	9,613	13,616
Interest	191	185
Vendor invoices	4,027	5,415
Royalties	1,744	2,095
Commissions	786	947
Freight	4,002	1,684
Professional fees	3,160	1,464
VAT	1,176	648
Contingent consideration related to acquisitions		738
HSBC collection receipts (1)		3,335
Foreign exchange contracts	1,951	
Other	5,809	4,298
Total	$ 44,121	$ 45,212

(1) Collections received on behalf of HSBC in connection with the Receivable Purchase Agreement.

Deferred rent & other long-term liabilities

Deferred rent & other long-term liabilities consist of:

	December 31,	
	2017	2016
	(in thousands)	
Deferred rent liability	$ 13,399	$ 12,213
Retirement benefit obligations	6,829	6,629
Capital lease obligations	21	128

Derivative liability		3
Total	$ 20,249	$ 18,973

Table of Contents

LIFETIME BRANDS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2017

Supplemental cash flow information

	Year Ended December 31, 2017	2016	2015
	(in thousands)		
Supplemental disclosure of cash flow information:			
Cash paid for interest	$ 3,791	$ 4,171	$ 4,909
Cash paid for taxes	12,936	6,384	8,963
Non-cash investing activities:			
Translation adjustment	$ 7,823	$ (23,061)	$ (5,281)

Components of accumulated other comprehensive loss, net

	Year Ended December 31, 2017	2016	2015
	(in thousands)		
Accumulated translation adjustment:			
Balance at beginning of year	$ (35,644)	$ (12,961)	$ (7,680)
Translation adjustment during period	7,823	(23,061)	(5,281)
Amounts reclassified from accumulated other comprehensive loss: (1)			
Currency translation adjustment		378	
Balance at end of year	$ (27,821)	$ (35,644)	$ (12,961)
Accumulated deferred gains (losses) on cash flow hedges:			
Balance at beginning of year	$ (3)	$ (20)	$ (18)
Derivative fair value adjustment, net of tax	17	17	(2)
Balance at end of year (2)	$ 14	$ (3)	$ (20)
Accumulated effect of retirement benefit obligations:			
Balance at beginning of year	$ (1,352)	$ (1,204)	$ (2,224)
	(228)	(202)	941

Net gain (loss) arising from retirement benefit obligations, net of tax			
Amounts reclassified from accumulated other comprehensive loss:			
Amortization of loss, net of tax[3]	62	54	79
Balance at end of year	$ (1,518)	$ (1,352)	$ (1,204)

(1) Amount is recorded in equity in earnings (losses) on the consolidated statements of operations.

(2) No amounts were reclassified out of accumulated other comprehensive loss. Amounts reclassified would be recorded in interest expense on the consolidated statements of operations.

(3) Amount is recorded in selling, general and administrative expenses on the consolidated statements of operations.

LIFETIME BRANDS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2017

NOTE O Taylor Acquisition

On December 22, 2017, the Company entered into an Agreement providing for the acquisition of Taylor Holdco LLC, (Taylor) by the Company. At a special meeting of shareholders held on February 28, 2018, stockholders approved the issuance of shares pursuant to the Agreement and the acquisition was completed on March 2, 2018.

The aggregate consideration for Taylor is approximately $297.3 million, $220.4 million of cash consideration and approximately 5.6 million newly issued shares of the Company s common stock, with a value equal to $76.9 million, based on the market value of the Company s common stock as of March 2, 2018. The estimated cash portion of the consideration is subject to adjustments as defined in the Agreement.

The acquisition will be accounted for as a business combination using the acquisition method of accounting in accordance with FASB ASC Topic 805, which will establish a new basis of accounting for all identifiable assets acquired and liabilities assumed at fair value as of the date control is obtained.

In connection with the Company s acquisition of Taylor, on March 2, 2018 (1) the Company entered into a new credit agreement with JPMorgan Chase Bank, N.A. (JPMorgan), as administrative agent, and the lenders and issuing banks party thereto, in the maximum aggregate principal amount of $150.0 million, which facility will mature on March 2, 2023, and (2) the Company entered into a new loan agreement, the TLB Credit Agreement , with the Company, as the borrower and a guarantor, the other guarantors, JPMorgan, as administrative agent, Golub Capital LLC, as syndication agent, and the lenders party thereto, providing for a senior secured term loan credit facility to the Company in the principal amount of $275.0 million, which will mature on February 28, 2025. The term loan facility will be repaid, commencing June 30, 2018, in quarterly payments of principal equal to 0.25% of the original aggregate principal amount of the term loan facility. The maximum borrowing under the ABL Credit Agreement may be increased to up to $200.0 million, if certain conditions are met. One or more tranches of additional term loans (the Incremental Facilities) may be added under the TLB Credit Agreement if certain conditions are met. The Incremental Facilities may not exceed the sum of (i) $50.0 million plus (ii) an unlimited amount so long as, in the case of (ii) only, the Company s secured net leverage ratio, as defined in and computed pursuant to the TLB Credit Agreement, is no greater than 3.75 to 1.00 subject to certain limitations and for the period defined pursuant to the TLB Credit Agreement.

The Company utilized the proceeds of borrowings under the revolving credit facility and the proceeds of the term loan (i) to repay in full all existing indebtedness for borrowed money under its former Credit Agreement and (ii) to finance the acquisition of Taylor, the refinancing of certain indebtedness of Taylor and its subsidiaries, and the payment of fees and expenses in connection with the foregoing.

Table of Contents

Item 15(a)

LIFETIME BRANDS, INC.

SCHEDULE II - VALUATION AND QUALIFYING ACCOUNTS

(in thousands)

COL. A	COL. B	COL. C Additions		COL. D	COL. E
Description	Balance at beginning of period	Due to acquisitions	Charged to costs and expenses	Deductions	Balance at end of period
Year ended December 31, 2017					
Deducted from asset accounts:					
Allowance for doubtful accounts	$ 648	$	$ 594	$ (84)(a)	$ 1,158
Reserve for sales returns and allowances	5,077		4,332(c)	(4,377)(b)	5,032
	$ 5,725	$	$ 4,926	$ (4,461)	$ 6,190
Year ended December 31, 2016					
Deducted from asset accounts:					
Allowance for doubtful accounts	$ 697	$	$ 127	$ (176)(a)	$ 648
Reserve for sales returns and allowances	4,603		5,110(c)	(4,636)(b)	5,077
	$ 5,300	$	$ 5,237	$ (4,812)	$ 5,725
Year ended December 31, 2015					
Deducted from asset accounts:					
Allowance for doubtful accounts	$ 815	$	$ 226	$ (344)(a)	$ 697
Reserve for sales returns and allowances	5,848		6,504(c)	(7,749)(b)	4,603
	$ 6,663	$	$ 6,730	$ (8,093)	$ 5,300

(a) Uncollectible accounts written off, net of recoveries.
(b) Allowances granted.
(c) Charged to net sales.