

LIFETIME BRANDS, INC  
Form DEF 14A  
April 21, 2016  
Table of Contents

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, DC 20549**  
**SCHEDULE 14A**  
**(Rule 14a-101)**  
**INFORMATION REQUIRED IN PROXY STATEMENT**  
**SCHEDULE 14A INFORMATION**  
**Proxy Statement Pursuant to Section 14(a) of the**  
**Securities Exchange Act of 1934**  
**(Amendment No. )**

Filed by the Registrant  Filed by a Party other than the Registrant

Check the appropriate box:

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

**LIFETIME BRANDS, INC.**

**(Name of Registrant as Specified In Its Charter)**

**(Name of Person(s) Filing Proxy Statement, if other than the Registrant)**

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

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

- 2) Aggregate number of securities to which transaction applies:
  - 3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
  - 4) Proposed maximum aggregate value of transaction:
  - 5) Total fee paid:
- .. Fee paid previously with preliminary materials:
- .. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously.
- Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.
- 1) Amount Previously Paid:
  - 2) Form, Schedule or Registration Statement No.:
  - 3) Filing Party:
  - 4) Date Filed:

Table of Contents

**Notice of 2016 Annual Meeting**

***and Proxy Statement***

June 9, 2016

Garden City, New York

**Table of Contents**

**MESSAGE FROM THE CHAIRMAN AND CEO**

Dear Fellow Stockholder:

I invite you to attend our 2016 Annual Meeting of Stockholders on Thursday, June 9, 2016 at 10:30 a.m. Eastern Time, at our office, located at 1000 Stewart Avenue, Garden City, New York 11530.

At the Annual Meeting, you will be asked to elect a board of ten directors; to cast a vote to ratify the appointment of our independent registered public accounting firm; and to approve an amendment to our Certificate of Incorporation to increase the number of shares of authorized common stock. We will also be sharing with you recent news about the Company, and you will be given the opportunity to ask questions and express your opinions about Lifetime Brands, not to mention that you also will be able to see many of the outstanding, innovative products and brands that we proudly feature in our portfolio of kitchenware, tableware and other products.

Please visit our website, [www.lifetimebrands.com](http://www.lifetimebrands.com), where you will find our Proxy Statement and our Annual Report for the fiscal year ended December 31, 2015.

On behalf of our directors and our management team, I thank you for your continued support of Lifetime Brands.

Best regards,

/s/ Jeffrey Siegel  
Jeffrey Siegel  
Chairman of the Board of Directors  
Chief Executive Officer  
April 21, 2016

Table of Contents

**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS**

**June 9, 2016, 10:30 a.m. Eastern Time**

**1000 Stewart Avenue, Garden City, New York 11530**

Notice is hereby given that the Annual Meeting of Stockholders of Lifetime Brands, Inc., a Delaware corporation (the Company), will be held at the office of the Company, 1000 Stewart Avenue, Garden City, New York 11530 on Thursday, June 9, 2016 at 10:30 a.m., Eastern Time, for the following purposes:

- (1) To elect a board of directors consisting of ten directors to serve until the next Annual Meeting of Stockholders or until their successors are duly elected and qualified;
- (2) To ratify the appointment of Ernst & Young LLP as the independent registered public accounting firm of the Company for 2016;
- (3) To approve an amendment to Article Fourth of the Second Restated Certificate of Incorporation of the Company to increase the Company's authorized common stock from 25,000,000 shares to 50,000,000 shares; and
- (4) To transact such other business as may properly come before the meeting, or any adjournment(s) or postponement(s) thereof.

Stockholders of record at the close of business on April 18, 2016 are entitled to notice of and to vote at the Annual Meeting and any adjournment(s) or postponement(s) thereof. A complete list of the stockholders entitled to vote at the Annual Meeting will be available for examination by any stockholder at the Company's office, 1000 Stewart Avenue, Garden City, New York 11530, for any purpose germane to the Annual Meeting, during ordinary business hours, for a period of at least 10 days prior to the Annual Meeting.

By Order of the Board of Directors,

/s/ Sara Shindel  
Sara Shindel  
*Secretary*  
Garden City, New York  
April 21, 2016



**Table of Contents**

**Table of Contents**

<u>MESSAGE FROM CHAIRMAN AND CEO</u>	2
<u>NOTICE OF ANNUAL MEETING OF STOCKHOLDERS</u>	3
<u>PROXY SUMMARY</u>	5
<u>SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT</u>	9
<u>PROPOSAL NO. 1: ELECTION OF DIRECTORS</u>	11
<u>EXECUTIVE OFFICERS</u>	14
<u>CORPORATE GOVERNANCE</u>	14
<u>DIRECTOR COMPENSATION</u>	19
<u>COMPENSATION DISCUSSION AND ANALYSIS</u>	21
<u>PROPOSAL NO. 2: RATIFICATION OF APPOINTMENT OF INDEPENDENT</u>	
<u>REGISTERED PUBLIC ACCOUNTING FIRM FOR 2016</u>	46
<u>AUDIT COMMITTEE REPORT</u>	47
<u>PROPOSAL NO. 3: APPROVAL OF AMENDMENT TO ARTICLE FOURTH OF THE SECOND RESTATED CERTIFICATE OF INCORPORATION TO INCREASE THE NUMBER OF SHARES OF AUTHORIZED COMMON STOCK</u>	49

**Table of Contents****PROXY SUMMARY**

## 2015 Highlights

In 2015, net sales in the Company's U.S. wholesale segment grew by 3.9%. Sales of kitchenware, tableware and home solutions products all rose, with a particularly strong increase in our home décor product category. The strength in the Company's U.S. operations was offset by currency challenges in the U.K., where our businesses were adversely affected by the weakness of the British pound relative to the dollar, which on a relative basis increased cost of goods, which are sourced in dollars, and by the weakness of the euro relative to the pound, which hurt export sales. Nevertheless, improved operating margins produced a 5.5% increase in consolidated EBITDA, which grew to \$44.9 million.

In the fourth quarter of 2015, with the assistance of a major international consulting firm, we began an in-depth review of Lifetime's U.S. wholesale businesses to ensure that we have the right structure to grow and thrive in today's complex business environment. This review will serve as a blueprint to right size Lifetime's expense base, realign our operating structure and redirect our operating activities to increase our efficiency and effectiveness. When fully implemented, we believe our business will be in a stronger position to achieve future growth and improved profitability.

To succeed with today's consumers, housewares manufacturers need to deliver improved performance, expanded function and great design. The wide array of new products we offered clearly showed that Lifetime is leading this effort, keeping ahead of the curve on the ever-evolving kitchenware industry. While we believe that our strong position with major retailers in the U.S. and the U.K., our expanding footprint with independent retailers world-wide and the breadth of new product offerings should enable us to grow at an accelerated pace, we are mindful of the risks posed by the possibility of some weakness in the U.S. retail sector, continued foreign exchange challenges and economic uncertainty in some key international markets.

***VOTING MATTERS & BOARD RECOMMENDATIONS***

<i>Proposal No.</i>	<i>Proposal</i>	<i>Board Recommends</i>
1	To elect a board of directors consisting of ten directors to serve until the next Annual Meeting of Stockholders or until their successors are duly elected and qualified	<b>FOR</b> each nominee
2	To ratify the appointment of Ernst & Young LLP as the independent registered public accounting firm of the Company for 2016	<b>FOR</b>
3	To approve an amendment to Article Fourth of the Second Restated Certificate of Incorporation of the Company to increase the Company's authorized common stock from 25,000,000 shares to 50,000,000 shares	<b>FOR</b>



**Table of Contents****BOARD NOMINEES AND COMMITTEE ASSIGNMENTS**

There are 10 Director nominees for election at our 2016 Annual Meeting, to hold office until the next Annual Meeting and until their successors have been duly elected and qualified. All of the nominees were elected to the board of directors (the Board) at the last Annual Meeting and are currently serving as Directors of the Company, except for Ms. Sara Genster Robling who was appointed to the Board in January 2016. Ms. Robling was initially identified as a potential nominee by an executive search firm retained by the Company and recommended for nomination by the Nominating & Corporate Governance Committee. Mr. David Dangoor is not standing for re-election.

<i>Name</i>	<i>Age</i>	<i>Main Occupation</i>	<i>Joined Board</i>	<i>Committee Assignment</i>
Jeffrey Siegel	73	Chairman/CEO, Lifetime Brands, Inc.	1967	SP
Ronald Shiftan	71	Vice Chairman/COO, Lifetime Brands, Inc.	1984	
Michael J. Jeary	69	President, Laughlin Constable	2005	Nom/Gov, SP (Chair), Comp
John Koegel*	64	Principal, Jo-Tan, LLC	2008	Nom/Gov (Chair), SP, Comp
Craig Phillips	65	Retired, Senior VP - Distribution <sup>1</sup> , Lifetime Brands, Inc.	1974	
Cherrie Nanninga	67	Partner, Real Estate Solutions Group	2003	Nom/Gov, Audit, Comp (Chair)
Dennis E. Reaves	73	Consultant	2013	Nom/Gov, SP
Michael J. Regan	74	Retired Certified Public Accountant	2012	Nom/Gov, Audit
Sara Genster Robling	59	Principal, Robling Advisors, LLC	2016	Nom/Gov, SP
William U. Westerfield	84	Retired Certified Public Accountant	2004	Nom/Gov, Audit (Chair)

*Abbreviations:* Nom/Gov = Nominating/Governance Committee; Audit = Audit Committee; SP = Strategic Planning Committee; Comp = Compensation Committee

\* Lead Independent Director

<sup>1</sup> Mr. Phillips retired and resigned as Senior Vice-President Distribution, effective January 2, 2015.

**CORPORATE GOVERNANCE PRACTICES**

Our integrated suite of corporate governance practices includes the following:

a majority voting policy,  
a lead independent director on our Board,  
the annual election of directors,  
a compensation philosophy for named executive officers aligning compensation with short-term and long-term performance, including drivers of stockholder value,  
stock ownership guidelines for directors,  
stock ownership guidelines for our executive officers,  
stock ownership anti-hedging provisions, and  
our strong corporate citizenship, including our donation practices, our partnership with organizations such as WhyHunger and our avoidance of the use of conflict minerals.

**Table of Contents**

**THE BOARD OF DIRECTORS EXTENDS A CORDIAL INVITATION TO ALL STOCKHOLDERS TO ATTEND THE MEETING. WHETHER OR NOT YOU PLAN TO ATTEND THE MEETING, PLEASE COMPLETE, DATE, SIGN AND RETURN AS PROMPTLY AS POSSIBLE THE ENCLOSED PROXY IN THE ACCOMPANYING REPLY ENVELOPE. STOCKHOLDERS WHO ATTEND THE MEETING MAY REVOKE THEIR PROXIES AND VOTE IN PERSON.**

**LIFETIME BRANDS, INC.**

**1000 Stewart Avenue**

**Garden City, New York 11530**

**PROXY STATEMENT**

**ANNUAL MEETING OF STOCKHOLDERS**

**To be held on June 9, 2016**

**INTRODUCTION**

This Proxy Statement is furnished in connection with the solicitation of proxies by the Board of Directors (the Board) of Lifetime Brands, Inc., a Delaware corporation (the Company, us or we), for use at our Annual Meeting of Stockholders (the Meeting) to be held on the date, at the time and place and for the purposes set forth in the accompanying Notice of Annual Meeting of Stockholders. Stockholders of record at the close of business on April 18, 2016 are entitled to notice of and to vote at the Meeting. This Proxy Statement and the accompanying proxy shall be mailed to stockholders on or about May 2, 2016.

**THE MEETING**

On April 18, 2016, there were 14,223,442 shares of the Company's common stock, \$0.01 par value, issued and outstanding. Each share of the Company's common stock entitles the holder thereof to one vote on each matter submitted to a vote of stockholders at the Meeting.

All shares of common stock represented by properly executed proxies will be voted at the Meeting in accordance with the directions marked on the proxies, unless such proxies have previously been revoked. If no directions are indicated on such proxies, they will be voted FOR Proposal 1 the election of each nominee named under Election of Directors, FOR Proposal 2 the ratification of the appointment of Ernst & Young LLP as the independent registered public accounting firm of the Company for 2016 and FOR Proposal 3 the approval of an amendment to Article Fourth of the Second Restated Certificate of Incorporation of the Company to increase the Company's authorized common stock from 25,000,000 shares to 50,000,000 shares. If any other matters are properly presented at the Meeting for action, the proxy holders will vote the proxies (which confer discretionary authority upon such holders to vote on such matters) in accordance with their best judgment. Each proxy executed and returned by a stockholder may be revoked at any time before it is voted by timely submission of a written notice of revocation or by submission of a duly executed proxy bearing a later date (in either case directed to the Secretary of the Company), or, if a stockholder is present at the Meeting, he or she may elect to revoke his or her proxy and vote his or her shares personally.

**VOTE REQUIRED FOR APPROVAL**

A majority of our outstanding shares of common stock represented at the Meeting, in person or by proxy, shall constitute a quorum. Abstentions will be counted for purposes of determining the presence or absence of a quorum. Assuming a quorum is present, (1) the affirmative vote of a plurality of the shares so represented is necessary for the election of directors, (2) the affirmative vote of a majority of the shares so represented is necessary to ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm and (3) the affirmative vote of a majority of the shares of the Company's common stock issued and outstanding as of the record date is necessary to approve an amendment to Article Fourth of the Second Restated Certificate of Incorporation of the Company to increase the number of shares of authorized common stock.

With respect to Proposal 1, you may vote for all nominees, withhold your vote as to all nominees, or vote for all nominees except those specific nominees from whom you withhold your vote. The ten nominees receiving the most FOR votes will be elected. Properly executed proxies marked WITHHOLD with respect to the election of one or more directors will not be voted with respect to the director or directors indicated. Proxies may not be voted for more than ten directors and stockholders may not cumulate votes for the election of any directors.

## **Table of Contents**

With respect to Proposals 2 and 3, you may vote for, against or abstain from voting on either of these proposals.

If a stockholder, present in person or by proxy, abstains on a matter, such stockholder's shares of common stock, although included in the quorum, will not be voted on such matter. Thus, an abstention from voting on either Proposal 2 or 3 has the same legal effect as a vote against the matter.

Brokers or other nominees who hold shares of our common stock for a beneficial owner have the discretion to vote on routine proposals when they have not received voting instructions from the beneficial owner at least ten days prior to the Meeting. New York Stock Exchange rules prohibit brokers from voting on Proposal 1 without receiving instructions from the beneficial owner of the shares. Brokers may vote on Proposal 2 and Proposal 3 absent instructions from the beneficial owner.

A broker non-vote occurs when a broker or other nominee does not receive voting instructions from the beneficial owner and does not have the discretion to direct the voting of the shares. Broker non-votes will be counted for purposes of calculating whether a quorum is present at the Annual Meeting, but, in the absence of instructions, shares subject to such broker non-votes will not be counted for purposes of determining the number of votes present in person or represented by proxy and entitled to vote with respect to a particular proposal. Thus, a broker non-vote will not impact our ability to obtain a quorum.

In determining whether a proposal has received the requisite number of votes, broker non-votes will have no effect on the outcome of the vote on a proposal that requires a plurality of votes cast (Proposal 1) and will have the same effect as a vote against a proposal that requires the affirmative vote of a majority of the outstanding shares (Proposal 3).

## **HOW TO VOTE**

You may vote your shares by one of the following methods:

**INTERNET:** To vote your shares by Internet, please visit the website listed on your proxy card or voting instruction form and follow the on-screen instructions. If you vote by Internet, you do not need to mail your proxy card.

**TELEPHONE:** To vote your shares by telephone, please follow the instructions on your proxy card or voting instruction form. If you vote by telephone, you do not need to mail your proxy card.

**MAIL:** To vote your shares by mail, please follow the instructions on your proxy card or voting instruction form. Please be sure to sign and date your completed proxy card before mailing. If you do not sign your proxy card, your votes cannot be counted. Please mail your proxy card or voting instruction form in the pre-addressed, postage-paid envelope.

**IN PERSON:** You may also attend the Annual Meeting and vote in person. Please bring photo identification. If you own your stock in street name and wish to vote your shares in person at the Annual Meeting, you must obtain and bring to the meeting a legal proxy from the bank or the brokerage firm holding your shares.

## **MAJORITY VOTING GOVERNANCE PRINCIPLE**

Although our Bylaws provide for a plurality voting standard for the election of directors, our Board has adopted, as a governance principle, a majority voting standard for uncontested director elections and a plurality voting standard for contested elections. For this purpose, a majority of votes cast means that the number of votes cast for a nominee's election exceeds the number of votes cast against that nominee's election. Accordingly, subsequent to the election of

directors at the Annual Meeting, any elected director who is not elected by an affirmative vote of a majority of the votes cast at the Annual Meeting shall submit his or her resignation to our Board. Upon receipt by our Board of such resignation, our Board shall, in its sole judgment and discretion, within 90 days from the submission of such director's resignation as a director of the Company, determine whether to accept or reject such director's resignation. If our Board rejects such director's resignation as a director of the Company, then we shall prepare and file a Form 8-K to explain our Board's rationale for its rejection of such director's resignation.

### **PROXY SOLICITATION**

We will bear the cost of preparing, printing, assembling and mailing the proxy, this Proxy Statement and other material that may be sent to stockholders in connection with this solicitation. We have retained Georgeson, Inc., a proxy solicitation firm, at an estimated cost of \$7,500 plus reimbursement of expenses, to assist in soliciting proxies from brokers, banks, nominees, and institutional holders. Georgeson, Inc. may solicit votes personally or by telephone, mail or electronic means.

It is contemplated that brokerage houses will forward the proxy materials to beneficial holders at our request. In addition to the solicitation of proxies by the use of mail, our officers and other employees may solicit proxies personally, by telephone or by electronic means without being paid any additional compensation. We will reimburse such persons for their reasonable out-of-pocket expenses in accordance with the regulations of the Securities and Exchange Commission ( SEC ).

**Table of Contents****SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT**

The following table sets forth information regarding beneficial ownership of our common stock as of April 18, 2016 (except where otherwise noted) based on a review of information filed with the SEC and our records with respect to (i) each person known to be the beneficial owner of more than 5% of the outstanding shares of our common stock, (ii) each of our directors, (iii) each of our named executive officers, and (iv) all our directors and executive officers as a group.

<i>Name of beneficial owner</i>	<i>Number of shares beneficially owned</i>	<i>Percent of shares beneficially owned*</i>
<b>DIRECTORS AND NAMED EXECUTIVE OFFICERS <sup>(1)</sup></b>		
Jeffrey Siegel	1,395,290 <sup>(2)</sup>	9.55%
Craig Phillips	687,973 <sup>(3)</sup>	4.84
Daniel Siegel	409,475 <sup>(4)</sup>	2.86
Ronald Shiftan	371,022 <sup>(5)</sup>	2.57
Laurence Winoker	173,122 <sup>(6)</sup>	1.20
Michael J. Jeary	73,255 <sup>(7)</sup>	
David E. R. Dangoor	56,885 <sup>(8)</sup>	
Cherrie Nanninga	52,255 <sup>(9)</sup>	
William U. Westerfield	34,937 <sup>(10)</sup>	
John Koegel	26,740	

Michael J. Regan	13,789	
Dennis E. Reaves	8,213	
Sara Genster Robling	1,674	
All directors and executive officers as a group (13 persons)	3,304,630	21.82

<i>Name of beneficial owner</i>	<i>Number of shares beneficially owned</i>	<i>Percent of shares beneficially owned</i>
---------------------------------	--	---

Wellington Management Group LLP	1,880,789 <sup>(11)</sup>	13.22
280 Congress Street		
Boston, Massachusetts 02210		

Mill Road Capital II, L.P.	1,439,929 <sup>(12)</sup>	10.12
382 Greenwich Avenue, Suite One		
Greenwich, Connecticut 06830		

Wellington Trust Company, NA	1,190,197 <sup>(13)</sup>	8.37
c/o Wellington Management Company LLP		
280 Congress Street		
Boston, Massachusetts 02210		

Dimensional Fund Advisors LP	1,151,883 <sup>(14)</sup>	8.10
6300 Bee Cave Road		



Austin, Texas 78746

*Notes:*

\* Calculated on the basis of 14,223,442 shares of common stock outstanding on April 18, 2016. Pursuant to the regulations of the SEC, shares are deemed to be beneficially owned by a person if such person directly or indirectly has or shares the power to vote or dispose of such shares. Each person is deemed to be the beneficial owner of securities which may be acquired within sixty days through the exercise of options, warrants, and rights, if any, and such securities are deemed to be outstanding for the purpose of computing the percentage of the class beneficially owned by such person.

Less than 1%.

(1) The address of such individuals is c/o the Company, 1000 Stewart Avenue, Garden City, New York 11530.

**Table of Contents**

- (2) Consists of: (i) 1,006,613 shares owned directly by Mr. Jeffrey Siegel, (ii) 1,010 shares owned by Mr. Siegel's wife, and (iii) 387,667 shares issuable upon the exercise of options which are exercisable within 60 days.
- (3) Consists of: (i) 659,695 shares owned directly by Mr. Phillips and (ii) 28,278 shares held in an irrevocable trust for the benefit of Mr. Phillips.
- (4) Consists of: (i) 323,225 shares owned directly by Mr. Daniel Siegel, (ii) 1,500 shares owned by Mr. Siegel's wife, (iii) 3,000 shares held as Uniform Transfer to Minors Act Custodian for children, (iv) 6,000 shares held in an irrevocable trust for the benefit of Katherine and Juliana Wells and (v) 75,750 shares issuable upon the exercise of options which are exercisable within 60 days.
- (5) Consists of: (i) 146,022 shares owned directly by Mr. Shiftan and (ii) 225,000 shares issuable upon the exercise of options which are exercisable within 60 days.
- (6) Consists of: (i) 18,122 shares owned directly by Mr. Winoker and (ii) 155,000 shares issuable upon the exercise of options which are exercisable within 60 days.
- (7) Consists of: (i) 48,255 shares owned directly by Mr. Jeary and (ii) 25,000 shares issuable upon the exercise of options that are exercisable within 60 days.
- (8) Consists of: (i) 31,885 shares owned directly by Mr. Dangoor and (ii) 25,000 shares issuable upon the exercise of options that are exercisable within 60 days. Mr. Dangoor, currently a director, will not be standing for re-election at the 2016 Annual Meeting
- (9) Consists of: (i) 27,255 shares owned directly by Ms. Nanninga and (ii) 25,000 shares issuable upon the exercise of options that are exercisable within 60 days.
- (10) Consists of: (i) 3,369 shares owned directly by Mr. Westerfield and (ii) 31,568 shares held in a revocable trust for the benefit of Mr. Westerfield's wife.
- (11) Based solely on the Amendment No. 1 to the Schedule 13G filed with the SEC on February 11, 2016. Represents shares of our common stock owned of record by clients of one or more investment advisers directly or indirectly owned by Wellington Management Group LLP ( Wellington Management ). Wellington Management, in its capacity as investment adviser, has shared voting power with respect to 1,414,971 shares and shared dispositive power with respect to 1,880,789 shares.
- (12) Based solely on Form 4 filed with the SEC on February 23, 2016. Represents shares of our common stock owned by Mill Road Capital II, L.P. ( MR Capital Fund ). MR Capital Fund directly holds, and thus has sole

voting and dispositive power over, 1,439,929 shares of our common stock. Mill Road Capital II GP LLC ( MR Capital GP ), as sole general partner of MR Capital Fund, also has sole authority to vote (or direct the vote of), and to dispose (or direct the disposal) of, the shares of our common stock on behalf of MR Capital Fund, and each of Thomas E. Lynch and Scott P. Scharfman has shared authority to vote (or direct the vote of), and to dispose (or direct the disposal) of, these shares on behalf of MR Capital GP. Accordingly, each of MR Capital GP, MR Capital Fund, Mr. Lynch and Mr. Scharfman (collectively, the MR Reporting Persons ) beneficially owns 1,439,929 shares of common stock, and the MR Reporting Persons beneficially own, in the aggregate, 1,439,929 shares of common stock. Each of the MR Reporting Persons disclaims beneficial ownership of such shares except to the extent of his or its pecuniary interest therein, if any.

- (13) Based solely on the Amendment No. 1 to the Schedule 13G filed with the SEC on February 11, 2016. Represents shares of our common stock owned of record by clients of Wellington Trust Company, NA ( Wellington Trust ). Wellington Trust, in its capacity as investment adviser, has shared voting and dispositive power with respect to 1,190,197 shares.
- (14) Based solely on Amendment No. 7 to the Schedule 13G filed with the SEC on February 9, 2016. Represents shares of our common stock owned of record by clients of Dimensional Fund Advisors LP. Dimensional Fund Advisors LP, in its capacity as an investment adviser, has shared voting power with respect to 1,119,589 shares and shared dispositive power with respect to 1,151,883 shares. As stated in Amendment No. 7 to the Schedule 13G filed with the SEC on February 9, 2016, Dimensional Fund Advisors LP, an investment adviser registered under Section 203 of the Investment Advisors Act of 1940, furnishes investment advice to four investment companies registered under the Investment Company Act of 1940, and serves as investment manager to certain other commingled group trusts and separate accounts (such investment companies, trusts and accounts, collectively referred to as the Funds ). In certain cases, subsidiaries of Dimensional Fund Advisors LP may act as an adviser or sub-adviser to certain Funds. In its role as investment adviser, sub-adviser and/or manager, Dimensional Fund Advisors LP or its subsidiaries (collectively, Dimensional ) possess voting and/or investment power over the securities of the Company that are owned by the Funds, and may be deemed to be the beneficial owner of the shares of the Company held by the Funds. However, all securities reported in the Schedule 13G filed with the SEC on February 9, 2016 are owned by the Funds. Dimensional disclaims beneficial ownership of such securities.

**Table of Contents**

*Proposal No. 1*

**ELECTION OF DIRECTORS**

A board of ten directors is to be elected at the Annual Meeting to hold office until the next Annual Meeting of Stockholders and shall hold office until their successors are duly elected and qualified or until their earlier resignation or removal. The following nominees have been recommended by the Board. Each of the nominees is one of our current directors. It is the intention of the persons named as proxies in the enclosed proxy to vote the shares covered thereby FOR the election of the ten persons named below, unless the proxy contains contrary instructions:

*Director Nominees*

**Jeffrey Siegel** is Chairman of our Board and our Chief Executive Officer. Mr. Siegel has held the position of Chairman of the Board since June 2001, the position of President from December 1999 to 2013 and the position of Chief Executive Officer since December 2000. Mr. Siegel also is a director of Grupo Vasconia, S.A.B. ( Vasconia ), a manufacturer and distributor of industrial aluminum products, aluminum disks, cookware and related items in Mexico, in which we have approximately a 30% equity ownership. Shares of Vasconia's capital stock are traded on the Bolsa Mexicana de Valores, the Mexican Stock Exchange. Mr. Siegel has served the Company in various capacities and has been a director of the Company since 1967. Mr. Siegel is a cousin of Craig Phillips and the father of Daniel Siegel.

**Ronald Shifan** is Vice Chairman of our Board and our Chief Operating Officer. He was elected Vice Chairman in November 2004 and appointed Chief Operating Officer in June 2005. Mr. Shifan has been one of our directors since 1984 and is a director of Vasconia and GS Internacional S/A ( GSI ), a wholesale distributor of branded housewares products in Brazil, in which we have a 40% equity ownership.

**Craig Phillips** held the position of Senior Vice-President – Distribution from July 2003 to January 2015, when he retired from the Company. Previously, Mr. Phillips held the position of Vice-President – Manufacturing from 1974 to 2003. Mr. Phillips, a cousin of Jeffrey Siegel, has been one of our directors since 1974.

**Michael J. Jeary** is President of Laughlin Constable, an advertising agency with offices in Milwaukee, Chicago and New York. Prior to that, from 2006 to July 2009, Mr. Jeary was President and CEO of Partners + Jeary, a New York-based advertising agency.

***John Koegel*** has been a principal of Jo-Tan, LLC, a retail consulting company, since 2006. From February 2010 to October 2011, Mr. Koegel was a member of the Board and Lead Director of Game Trading Technologies, Inc., a publicly held provider of trading solutions for video game retailers, publishers, rental companies and consumers.

**Table of Contents**

***Cherrie Nanninga*** has been a partner of Real Estate Solutions Group, LLC since May 2014 and, prior to that, was the Chief Operating Officer of the New York Tri-State Region of CBRE, a commercial real estate firm, since 2002. For 23 years prior thereto, Ms. Nanninga was employed by The Port Authority of New York and New Jersey where she most recently served as Deputy Chief Financial Officer and Director of Real Estate.

***Dennis E. Reaves*** was formerly Senior Vice President and General Merchandise Manager (from 1998 to 2002) of Wal-Mart Stores, Inc. Since 2002, Mr. Reaves has served as a senior consultant to leading retailers, such as Big Lots, Inc. and Gap, Inc., and to multinational consumer products companies, including Jarden Corporation.

***Michael J. Regan*** is a retired certified public accountant. From 1996 to 2002, Mr. Regan was the Vice Chairman and Chief Administrative Officer of KPMG LLP, a leading independent public accounting firm, and was the lead audit partner for many Fortune 500 companies during his 40-year tenure with KPMG (1962 to 2002). Mr. Regan currently is a director of Scientific Games Corporation, an entertainment and media company (since 2006). Mr. Regan previously served on the boards of directors of DynaVox, Inc. and Citadel Broadcasting Corporation. The Board has determined that Mr. Regan is an Audit Committee Financial Expert, as defined by the SEC rules.

***Sara Genster Robling*** has been the Principal of Robling Advisors, LLC since 2014. From 2008 to 2013, Ms. Robling was an Executive Vice President of Pinnacle Foods Corporation. Before joining Pinnacle in 2008, Ms. Robling was Chief Marketing Officer at Trane, Inc. (formerly American Standard), held several senior leadership roles at Campbell's Soup Company, including Vice President and General Manager of Global Beverages, and was a Marketing Manager at Kraft. Ms. Robling currently serves as non-executive Chairman of Plated, the venture-backed e-commerce platform that provides a premium cook-at-home dinner experience (since 2014).

***William U. Westerfield*** is a retired certified public accountant. From 1965 to 1992, Mr. Westerfield was an audit partner at Price Waterhouse LLP, a leading independent public accounting firm. Mr. Westerfield previously served as a director and member of the audit, compensation, nominating and corporate governance committees of Gymboree Corporation, an international children's

apparel retailer. Mr. Westerfield previously served as a director and a member of the audit committee of West Marine, Inc., a boating supply retailer. He is also a member of the Board of Trustees of Arcadia University and of the Board of American Friends of the National Museum of Bermuda. The Board has determined that Mr. Westerfield is an Audit Committee Financial Expert, as defined by the SEC rules.

**Table of Contents**

*Key Qualifications of Director Nominees*

*Nominee*

*Key Qualifications*

**Jeffrey Siegel**

Service as our Chairman and Chief Executive Officer; extensive knowledge of our strategy, operations and financial position and of the housewares and retail industries.

**Ronald Shiftan**

Service as our Vice Chairman and Chief Operating Officer; knowledge of the Company and the housewares industry; distinguished career with public company board experience, leadership experience at a large public sector organization, financial markets expertise acquired as a general partner in a major international investment banking firm; financial, business and strategic acumen.

**Craig Phillips**

Longstanding service as our Senior Vice-President – Distribution and Vice-President Manufacturing until his retirement in 2015; knowledge of our strategy, operations and financial position and of the housewares industry.

**Michael J. Jeary**

Distinguished career as a marketing executive. Consumer products and e-commerce experience gained in leadership positions in the advertising industry; knowledge of the Company and the housewares industry through board service.

**John Koegel**

Distinguished career in retailing; strong background in merchandising and general management; consultant for private investment funds and their retail and consumer related portfolio companies; recognized expertise in business improvement, management oversight and due diligence; experience in providing strategic advice on merger and acquisition transactions; knowledge of the Company and the housewares industry through board service.

**Cherrie Nanninga**

Distinguished career as a financial and operations executive; experience as Deputy Chief Financial Officer of a large public sector organization and Chief Operating Officer of a large division of a multinational company; knowledge of the Company and the housewares industry through board service.

**Dennis E. Reaves**



Distinguished career in retailing; business and strategic acumen and knowledge of the retail and consumer products industries.

**Michael J. Regan**

Distinguished career with extensive public company board experience; experience as an audit partner in a large international accounting firm; financial, business and strategic acumen and knowledge of the retail and consumer products industries.

**Sara Genster Robling**

Distinguished career as a marketing executive; experience gained in leadership positions in consumer product industry.

**William U. Westerfield**

Distinguished career with extensive public company board experience; experience as an audit partner in a large international accounting firm; financial, business and strategic acumen; knowledge of the Company and the housewares industry through board service.

We have no reason to believe that any of the nominees will not be a candidate or will be unable to serve. However, should any of the foregoing nominees become unavailable for any reason, the persons named in the enclosed proxy intend to vote for such other person or persons as the Board may nominate.

**Our Board recommends that stockholders vote FOR  
the election of each of the nominated directors.**

Signed proxies that are returned will be so voted unless otherwise instructed on the proxy card.

**Table of Contents****EXECUTIVE OFFICERS**

The following table sets forth the names and ages of each of our executive officers.

<b>Name</b>	<b>Age</b>	<b>Positions/Offices with Company</b>
Jeffrey Siegel	73	Chairman of the Board; Chief Executive Officer
Ronald Shiftan	71	Vice Chairman of the Board; Chief Operating Officer
Daniel Siegel	46	President
Laurence Winoker	60	Senior Vice-President Finance; Treasurer; Chief Financial Officer

***EXECUTIVE OFFICER BACKGROUNDS***

See *Election of Directors* for biographies, names and ages of those executive officers who are directors.

All of our officers are elected annually by our Board and hold office at the pleasure of the Board and serve until their successors are elected and qualified. Certain directors are executives of the Company for a contractual term pursuant to employment agreements. See the *Compensation Discussion and Analysis* section for summarized terms of these agreements.

***Daniel Siegel*** has served in various positions since joining us in 1992, including Executive Vice President of Sales from 2006 to 2008, Executive Vice President of Corporate Invention Strategies from 2008