

HELEN OF TROY LTD  
Form 8-K  
August 25, 2015

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(D) OF**  
**THE SECURITIES EXCHANGE ACT OF 1934**

Date of report (Date of earliest event reported): **August 19, 2015**

**HELEN OF TROY LIMITED**

(Exact name of registrant as specified in its charter)

Commission File Number: **001-14669**

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

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

**CLARENDON HOUSE**  
**2 CHURCH STREET**  
**HAMILTON, BERMUDA**

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(Business address of registrant)

**ONE HELEN OF TROY PLAZA**

**EL PASO, TEXAS 79912**

(United States mailing address of registrant and zip code)

**915-225-8000**

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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The foregoing description of the Restated Plan is not a complete description of all of the parties' rights and obligations under the Restated Plan and is qualified in its entirety by reference to the text of the Restated Plan, which is attached hereto as Exhibit 10.1 and is incorporated by reference herein.

### Item 5.07

#### **Submission of Matters to a Vote of Security Holders.**

On August 19, 2015, the Company held its Annual Meeting. The following proposals were submitted to a vote of the shareholders of the Company at the Annual Meeting:

1. Setting of the number of director positions at eight and the election of the eight nominees to the Company's Board of Directors.
2. An advisory vote on the Company's executive compensation.
3. Approval of the Helen of Troy Limited Amended and Restated 2008 Stock Incentive Plan.
4. Ratification of the appointment of Grant Thornton LLP as the Company's auditor and independent registered public accounting firm and the authorization of the Company's Audit Committee of the Board of Directors to set the auditor's remuneration.

**Board of Director Election Results**

The Company's eight nominees for director were each elected to serve a one-year term. The votes for each director were as follows:

<b>Name:</b>	<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
Gary B. Abromovitz	25,097,801	251,842	6,579	1,797,742
John B. Butterworth	25,120,064	228,179	7,979	1,797,742
Alexander M. Davern	25,170,904	178,734	6,584	1,797,742
Timothy F. Meeker	25,106,793	242,480	6,949	1,797,742
Julien R. Mininberg	25,150,529	199,014	6,679	1,797,742
Beryl B. Raff	25,179,280	168,888	8,054	1,797,742
William F. Susetka	25,168,793	179,975	7,454	1,797,742
Darren G. Woody	25,102,921	245,322	7,979	1,797,742

**Advisory Vote to Approve the Compensation of the Company's Named Executive Officers**

The proposal to approve, on a non-binding advisory basis, the compensation of the Company's named executive officers was approved, having received the following votes:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
24,751,787	513,254	91,181	1,797,742

**Approval of the Helen of Troy Limited Amended and Restated 2008 Stock Incentive Plan**

The proposal to approve the Helen of Troy Limited Amended and Restated 2008 Stock Incentive Plan was approved, having received the following votes:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
24,367,831	959,594	28,797	1,797,742

**Ratification of Grant Thornton LLP as the Company's Independent Registered Public Accounting Firm**

The proposal to ratify the appointment of Grant Thornton LLP to serve as the Company's auditor and independent registered public accounting firm and to authorize the Company's Audit Committee of the Board of Directors to set the auditor's remuneration was approved. The votes were cast as follows:

26,779,627

355,387

18,950

**Item 9.01**

**Financial Statements and Exhibits.**

(d)

**Exhibits**

**Exhibit  
Number**

**Description**

**10.1**

Helen of Troy Limited Amended and Restated 2008 Stock Incentive Plan.

**Signatures**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**HELEN OF TROY LIMITED**

Date: August 25, 2015

/s/ Brian L. Grass  
Brian L. Grass  
Chief Financial Officer

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>
<b>10.1</b>	Helen of Troy Limited Amended and Restated 2008 Stock Incentive Plan.