

HELEN OF TROY LTD  
Form 8-K  
August 28, 2017

**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 23, 2017**

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**HELEN OF TROY LIMITED**

(Exact name of registrant as specified in its charter)

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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**

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**HAMILTON, BERMUDA**

(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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.



**Item 5.07**

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

On August 23, 2017, 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. The election of the eight nominees to the Company's Board of Directors.
2. An advisory vote on the Company's executive compensation.
3. An advisory vote on the frequency of conducting the vote on executive compensation.
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>
Julien R. Mininberg	24,287,435	64,539	11,417	1,753,892
Timothy F. Meeker	24,216,929	135,386	11,076	1,753,892
Gary B. Abromovitz	24,208,730	143,708	10,953	1,753,892
Thurman K. Case	24,310,922	40,710	11,759	1,753,892
Krista Berry	24,313,741	38,065	11,585	1,753,892
Beryl B. Raff	24,312,812	39,594	10,985	1,753,892
William F. Susetka	24,288,450	63,624	11,317	1,753,892
Darren G. Woody	24,215,463	136,643	11,285	1,753,892

***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:

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For	Against	Abstain	Broker Non-Votes
24,141,530	200,244	21,617	1,753,892

*Advisory Vote on the Frequency of the Non-Binding Advisory Votes on Compensation of our Named Executive Officers*

The shareholders of the Company voted on a non-binding advisory basis to hold the vote on compensation of our named executive officers on an annual basis. The votes were cast as follows:

Votes for 1 year	Votes for 2 years	Votes for 3 years	Votes Abstain
19,599,557	14,848	4,718,759	30,227

*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:

For	Against	Abstain
25,955,515	141,260	20,508

**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 28, 2017

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