

Centre Partners V, L.P.  
Form 4  
November 30, 2018

**FORM 4**

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

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Centre Partners V, L.P.

(Last) (First) (Middle)

C/O CENTRE PARTNERS  
MANAGEMENT LLC, 825 THIRD  
AVENUE, 40TH FLOOR

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

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

LIFETIME BRANDS, INC [LCUT]

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

11/28/2018

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_ Form filed by One Reporting Person  
\_X\_ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3)                 | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|-------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------|
| Common<br>Stock, par<br>value<br>\$0.01, per<br>share | 11/28/2018                              |                                                             | P                                    | 848 <sup>(1)</sup> A                                                    | \$<br>11.3277 5,633,092 <sup>(3)</sup>                                                                             | I                                                                       | See<br>footnotes<br><sup>(4)</sup> <sup>(5)</sup> <sup>(6)</sup>               |
| Common<br>Stock, par<br>value<br>\$0.01, per<br>share |                                         |                                                             |                                      |                                                                         | 7,086                                                                                                              | D <sup>(6)</sup> <sup>(7)</sup>                                         |                                                                                |

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

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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repo<br>Trans<br>(Instr |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|----------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title                                               | Amount<br>or<br>Number<br>of<br>Shares                                     |

## Reporting Owners

| Reporting Owner Name / Address                                                                                            | Relationships |           |         |       |
|---------------------------------------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                                                           | Director      | 10% Owner | Officer | Other |
| Centre Partners V, L.P.<br>C/O CENTRE PARTNERS MANAGEMENT LLC<br>825 THIRD AVENUE, 40TH FLOOR<br>NEW YORK, NY 10022       |               | X         |         |       |
| Centre Capital Investors V LP<br>C/O CENTRE PARTNERS MANAGEMENT LLC<br>825 THIRD AVENUE, 40TH FLOOR<br>NEW YORK, NY 10022 |               | X         |         |       |
| Centre Partners V LLC<br>C/O CENTRE PARTNERS MANAGEMENT LLC<br>825 THIRD AVENUE, 40TH FLOOR<br>NEW YORK, NY 10022         |               | X         |         |       |
| JRJ V LP<br>C/O CENTRE PARTNERS MANAGEMENT LLC<br>825 THIRD AVENUE, 40TH FLOOR<br>NEW YORK, NY 10022                      |               | X         |         |       |
| Harwich Road V LP<br>C/O CENTRE PARTNERS MANAGEMENT LLC<br>825 THIRD AVENUE, 40TH FLOOR                                   |               | X         |         |       |

NEW YORK, NY 10022

JRJ Inc.

C/O CENTRE PARTNERS MANAGEMENT LLC

825 THIRD AVENUE, 40TH FLOOR

NEW YORK, NY 10022

X

Harwich Road Inc.

C/O CENTRE PARTNERS MANAGEMENT LLC

825 THIRD AVENUE, 40TH FLOOR

NEW YORK, NY 10022

X

POLLACK BRUCE G

C/O CENTRE PARTNERS MANAGEMENT LLC

825 THIRD AVENUE, 40TH FLOOR

NEW YORK, NY 10022

X

JAFFE DAVID

C/O CENTRE PARTNERS MANAGEMENT LLC

825 THIRD AVENUE, 40TH FLOOR

NEW YORK, NY 10022

X

## Signatures

Centre Partners V, L.P., By: Centre Partners V LLC, Its: General Partner, By: /s/ William Tomai, Authorized Person

11/30/2018

\_\_Signature of Reporting Person

Date

Centre Capital Investors V LP, By: /s/ Bruce G. Pollack, Authorized Person

11/30/2018

\_\_Signature of Reporting Person

Date

Centre Partners V LLC, By: /s/ William Tomai, Authorized Person

11/30/2018

\_\_Signature of Reporting Person

Date

JRJ V LP, By: JRJ Inc., Its: General Partner, By: /s/ Bruce G. Pollack, President

11/30/2018

\_\_Signature of Reporting Person

Date

Harwich Road V LP, By: Harwich Road Inc., Its: General Partner, By: /s/ David L. Jaffe, President

11/30/2018

\_\_Signature of Reporting Person

Date

JRJ Inc., By: /s/ Bruce G. Pollack, President

11/30/2018

\_\_Signature of Reporting Person

Date

Harwich Road Inc., By: /s/ David L. Jaffe, President

11/30/2018

\_\_Signature of Reporting Person

Date

/s/ Bruce G. Pollack

11/30/2018

\_\_Signature of Reporting Person

Date

/s/ David L. Jaffe

11/30/2018

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) Represents shares of common stock purchased in open market transactions by Centre Capital Investors V, L.P. ("Centre Investors"). Centre Partners V, L.P. ("Centre Partners LP") is the sole general partner of Centre Investors.

The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$11.10 to \$11.40, inclusive. The reporting persons undertake to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth herein.

- (3) Includes 5,593,116 shares of common stock directly held by Taylor Parent, LLC ("Taylor Parent").

CP Taylor GP, LLC ("CP Taylor") has the authority to appoint the board of directors of Taylor Parent. Centre Partners, L.P. is the sole member of CP Taylor and the general partner of Centre Investors. Centre Partners V LLC ("Centre Partners") is the general partner of Centre Partners LP. JRJ V LP ("JRJ LP") and Harwich Road V LP ("Harwich Road LP") are co-managers of Centre Partners. JRJ Inc. ("JRJ") is the general partner of JRJ LP. Harwich Road Inc. ("Harwich Road") is the general partner of Harwich Road LP. Bruce Pollack is the president of JRJ. David Jaffe is the president of Harwich Road. (Cont'd in FN 5)

(5) (Cont'd from FN 4) As such, Centre Partners LP, Centre Partners, JRJ LP, Harwich Road LP, JRJ, Harwich Road, Bruce Pollack and David Jaffe may be deemed to beneficially own the shares of the Issuer owned directly by Centre Investors and CP Taylor, Centre Partners LP, Centre Partners, JRJ LP, Harwich Road LP, JRJ, Harwich Road, Bruce Pollack and David Jaffe may be deemed to beneficially own the shares of the Issuer owned directly by Taylor Parent.

- (6) Each of the Reporting Persons disclaims beneficial ownership of the shares of the Issuer except to the extent of their respective pecuniary interest therein.

- (7) These shares are directly owned by Mr. Pollack.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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