

HELEN OF TROY LTD  
Form 8-K  
September 02, 2014

**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 26, 2014**

**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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**Item 5.07**

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

On August 26, 2014, Helen of Troy Limited (the Company) held its Annual General Meeting of Shareholders (the 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 2011 Annual 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	24,629,221	818,677	17,294	2,047,944
John B. Butterworth	24,986,537	464,061	14,594	2,047,944
Alexander M. Davern	25,412,555	36,043	16,594	2,047,944
Timothy F. Meeker	25,062,624	385,954	16,614	2,047,944
Julien R. Mininberg	25,032,023	415,945	17,224	2,047,944
Beryl B. Raff	25,412,754	35,914	16,524	2,047,944
William F. Susetka	25,303,530	145,087	16,575	2,047,944
Darren G. Woody	25,060,386	387,760	17,046	2,047,944

***Advisory Vote to Approve the Compensation of our 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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<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
24,926,421	421,243	117,528	2,047,944

*Approval of the Helen of Troy Amended and Restated 2011 Annual Incentive Plan*

The proposal to approve the Helen of Troy Amended and Restated 2011 Annual Incentive Plan was approved, having received the following votes:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
24,677,743	723,990	63,459	2,047,944

*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:

<b>For</b>	<b>Against</b>	<b>Abstain</b>
27,461,656	24,978	26,502

**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: September 2, 2014

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