HELEN OF TROY LTD
Form 10-Q
January 09, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q

T **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended November 30, 2012

or

£ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from ..... to ..

Commission file number: 001-14669

HELEN OF TROY LIMITED

(Exact name of registrant as specified in its charter)

Bermuda	**74-2692550**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

Clarenden House

Church Street

Hamilton, Bermuda
(Address of principal executive offices)

1 Helen of Troy Plaza
El Paso, Texas **79912**
(Registrant s United States Mailing Address) (Zip Code)

(915) 225-8000

(Registrant s telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes T No £

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes T No £

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer T Accelerated filer £

Non-accelerated filer £ (Do not check if a smaller reporting company) Smaller reporting company £

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes £ No T

Indicate the number of shares outstanding of each of the issuer s classes of common stock, as of the latest practicable date.

Class	**Outstanding at January 3, 2013**
Common Shares, $0.10 par value, per share	31,779,650 shares

HELEN OF TROY LIMITED AND SUBSIDIARIES

INDEX FORM 10-Q

PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

HELEN OF TROY LIMITED AND SUBSIDIARIES

Consolidated Condensed Balance Sheets (unaudited)

(in thousands, except shares and par value)

	November 30, 2012	February 29, 2012
Assets		
Assets, current:		
Cash and cash equivalents	$ 16,122	$ 21,846
Receivables - principally trade, less allowances of $5,323 and $5,541	258,124	195,283
Inventory, net	306,290	246,142
Prepaid expenses and other current assets	7,777	7,645
Deferred tax assets, net	17,347	17,620
Total assets, current	605,660	488,536
Property and equipment, net of accumulated depreciation of $72,344 and $62,550	97,117	100,690
Goodwill	452,253	452,350
Other intangible assets, net of accumulated amortization of $67,974 and $52,268	361,153	377,150
Deferred tax assets, net	2,652	976
Other assets, net of accumulated amortization of $5,145 and $3,938	15,512	16,021
Total assets	$ 1,534,347	$ 1,435,723
Liabilities and Stockholders Equity		
Liabilities, current:		
Revolving line of credit	$ 143,400	$ 171,100
Accounts payable, principally trade	86,262	69,845
Accrued expenses and other current liabilities	152,758	131,632
Income taxes payable	4,918	352
Deferred tax liabilities, net	1,289	2,960
Long-term debt, current maturities	-	3,000
Total liabilities, current	388,627	378,889
Long-term debt, excluding current maturities	175,000	175,000
Deferred tax liabilities, net	53,805	60,576
Other liabilities, noncurrent	26,648	24,529
Total liabilities	644,080	638,994
Commitments and contingencies		
Stockholders equity:		
Cumulative preferred stock, non-voting, $1.00 par. Authorized 2,000,000 shares; none issued	-	-
Common stock, $0.10 par. Authorized 50,000,000 shares; 31,753,992 and 31,681,067 shares issued and outstanding	3,175	3,168
Additional paid in capital	160,844	151,006
Accumulated other comprehensive loss	(3,962)	(5,589)
Retained earnings	730,210	648,144
Total stockholders equity	890,267	796,729
Total liabilities and stockholders equity	$ 1,534,347	$ 1,435,723

See accompanying notes to consolidated condensed financial statements.

HELEN OF TROY LIMITED AND SUBSIDIARIES

Consolidated Condensed Statements of Income (unaudited)

(in thousands, except per share data)

	Three Months Ended November 30, 2012	Three Months Ended November 30, 2011	Nine Months Ended November 30, 2012	Nine Months Ended November 30, 2011
Sales revenue, net	**$ 374,599**	$ 338,785	**$ 962,221**	$ 887,672
Cost of goods sold	**226,146**	205,603	**575,590**	532,295
Gross profit	**148,453**	133,182	**386,631**	355,377
Selling, general and administrative expense	**101,401**	91,354	**277,590**	252,546
Operating income	**47,052**	41,828	**109,041**	102,831
Nonoperating income (expense), net	**(16)**	190	**38**	(325)
Interest expense	**(3,232)**	(2,958)	**(9,674)**	(9,652)
Income before income taxes	**43,804**	39,060	**99,405**	92,854
Income tax expense:				
Current	**11,705**	4,222	**26,093**	6,656
Deferred	**(5,620)**	1,959	**(10,847)**	5,121
Net income	**$ 37,719**	$ 32,879	**$ 84,159**	$ 81,077
Earnings per share:				
Basic	**$ 1.19**	$ 1.04	**$ 2.65**	$ 2.59
Diluted	**$ 1.18**	$ 1.04	**$ 2.64**	$ 2.56
Weighted average shares of common stock used in computing net earnings per share:				
Basic	**31,775**	31,592	**31,739**	31,246
Diluted	**31,970**	31,666	**31,885**	31,685

See accompanying notes to consolidated condensed financial statements.

HELEN OF TROY LIMITED AND SUBSIDIARIES

Consolidated Condensed Statements of Comprehensive Income (unaudited)

(in thousands)

	Three Months Ended November 30,					
	2012			2011		
	Before Tax	Tax	Net of Tax	Before Tax	Tax	Net of Tax
Net income	$ 43,804	$ (6,085)	$ 37,719	$ 39,060	$ (6,181)	$ 32,879
Other comprehensive income						
Cash flow hedge activity - interest rate swaps						
Changes in fair market value	452	(158)	294	187	(65)	122
Interest rate settlements reclassified to income	1,000	(350)	650	922	(323)	599
Subtotal	1,452	(508)	944	1,109	(388)	721
Cash flow hedge activity - foreign currency swaps and contracts						
Changes in fair market value	(596)	64	(532)	682	(228)	454
Ineffectiveness recorded in income	93	(15)	78	(40)	13	(27)
Settlements reclassified to income	350	(55)	295	75	(25)	50
Subtotal	(153)	(6)	(159)	717	(240)	477
Total other comprehensive income	1,299	(514)	785	1,826	(628)	1,198
Comprehensive income	$ 45,103	$ (6,599)	$ 38,504	$ 40,886	$ (6,809)	$ 34,077

	Nine Months Ended November 30,					
	2012			2011		
	Before Tax	Tax	Net of Tax	Before Tax	Tax	Net of Tax
Net income	$ 99,405	$ (15,246)	$ 84,159	$ 92,854	$ (11,777)	$ 81,077
Other comprehensive income						
Cash flow hedge activity - interest rate swaps						
Changes in fair market value	(49)	17	(32)	(3,101)	1,342	(1,759)
Interest rate settlements reclassified to income	2,906	(1,017)	1,889	3,551	(1,404)	2,147
Subtotal	2,857	(1,000)	1,857	450	(62)	388
Cash flow hedge activity - foreign currency swaps and contracts						
Changes in fair market value	(619)	73	(546)	694	(231)	463
Ineffectiveness recorded in income	44	2	46	138	(43)	95
Settlements reclassified to income	313	(43)	270	344	(111)	233
Subtotal	(262)	32	(230)	1,176	(385)	791
Auction rate security activity						
Changes in fair market value	-	-	-	1,465	(520)	945
Settlements reclassified to income	-	-	-	(126)	65	(61)
Subtotal	-	-	-	1,339	(455)	884
Total other comprehensive income	2,595	(968)	1,627	2,965	(902)	2,063
Comprehensive income	$ 102,000	$ (16,214)	$ 85,786	$ 95,819	$ (12,679)	$ 83,140

See accompanying notes to consolidated condensed financial statements.

HELEN OF TROY LIMITED AND SUBSIDIARIES

Consolidated Condensed Statements of Cash Flows (unaudited)

(in thousands)

	Nine Months Ended November 30, 2012	2011
Cash provided (used) by operating activities:		
Net income	**$ 84,159**	$ 81,077
Adjustments to reconcile net income to net cash provided by operating activities		
Depreciation and amortization	**26,591**	21,066
Provision for doubtful receivables	**114**	605
Share-based compensation	**4,417**	2,231
(Gain) loss on the sale of property and equipment	**43**	(95)
Realized loss on investments	**-**	697
Deferred income taxes and tax credits	**(10,906)**	5,041
Changes in operating capital:		
Receivables	**(62,955)**	(41,363)
Inventories	**(60,052)**	(34,530)
Prepaid expenses and other current assets	**(512)**	(1,071)
Other assets and liabilities, net	**(469)**	128
Accounts payable	**16,414**	23,327
Accrued expenses and other current liabilities	**20,574**	(1,488)
Accrued income taxes	**6,909**	548
Net cash provided by operating activities	**24,327**	56,173
Cash provided (used) by investing activities:		
Capital and intangible asset expenditures	**(6,405)**	(11,238)
Proceeds from the sale of property and equipment	**26**	1,534
Proceeds from note receivable related to land sale	**737**	-
Proceeds from sale of investments	**-**	22,421
Net cash provided (used) by investing activities	**(5,642)**	12,717
Cash provided (used) by financing activities:		
Proceeds from line of credit	**184,950**	809,450
Repayment of line of credit	**(212,650)**	(810,450)
Repayments of long-term debt	**(3,000)**	(53,000)
Payments of financing costs	**(28)**	(25)
Proceeds from share issuances under share-based compensation plans, including tax benefits	**7,417**	5,831
Common shares repurchased on the open market	**(1,759)**	-
Payment of tax obligations resulting from cashless option exercise	**-**	(12,546)
Share-based compensation tax benefit	**661**	76
Net cash used by financing activities	**(24,409)**	(60,664)
Net increase in cash and cash equivalents	**(5,724)**	8,226
Cash and cash equivalents, beginning balance	**21,846**	27,193
Cash and cash equivalents, ending balance	**$ 16,122**	$ 35,419

See accompanying notes to consolidated condensed financial statements.

HELEN OF TROY LIMITED AND SUBSIDIARIES

NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS (unaudited)

November 30, 2012

Note 1 - *Basis of Presentation and Conventions Used in this Report*

The accompanying consolidated condensed financial statements contain all adjustments (consisting of only normal recurring adjustments) necessary to present fairly our consolidated financial position as of November 30, 2012 and February 29, 2012, and the results of our consolidated operations for the three- and nine-month periods ended November 30, 2012 and 2011. We follow the same accounting policies when preparing quarterly financial data as we use for preparing annual data. These statements should be read in conjunction with the consolidated financial statements and the notes included in our latest annual report on Form 10-K for the fiscal year ended February 29, 2012, and our other reports on file with the Securities and Exchange Commission (SEC).

In this report and the accompanying consolidated condensed financial statements and notes, unless the context suggests otherwise or otherwise indicated, references to the Company, our Company, Helen of Troy, we, us, or our refer to Helen of Troy Limited and its subsidiaries, and amounts are expressed in thousands of U.S. Dollars. We refer to the Company s common shares, par value $0.10 per share, as common stock. References to Kaz refer to the operations of Kaz, Inc. and its subsidiaries. References to PUR refer to the PUR brand of water filtration products that we acquired, along with certain other assets and liabilities, from The Procter & Gamble Company and certain of its affiliates on December 30, 2011. Kaz and PUR comprise a segment within the Company referred to as the Healthcare / Home Environment segment. Product and service names mentioned in this report are used for identification purposes only and may be protected by trademarks, trade names, service marks, and/or other intellectual property rights of the Company and/or other parties in the United States and/or other jurisdictions. The absence of a specific attribution in connection with any such mark does not constitute a waiver of any such right. All trademarks, trade names, service marks, and logos referenced herein belong to their owners. References to the FASB refer to the Financial Accounting Standards Board. References to GAAP refer to U.S. generally accepted accounting principles. References to ASC refer to the codification of GAAP in the Accounting Standards Codification issued by the FASB.

We are a global designer, developer, importer, marketer, and distributor of an expanding portfolio of brand-name consumer products. We have three segments: Personal Care, Housewares and Healthcare / Home Environment. Our Personal Care segment s products include electric hair care, beauty care and wellness appliances; grooming tools and accessories; and liquid, solid- and powder-based personal care and grooming products. Our Housewares segment provides a broad range of innovative consumer products for the home. Product offerings include food preparation and storage, cleaning, organization, and baby and toddler care products. The Healthcare / Home Environment segment focuses on health care devices such as thermometers, blood pressure monitors, humidifiers, and heating pads; water filtration systems; and small home appliances such as air purifiers, portable heaters, fans, and bug zappers. All three segments sell their products primarily through mass merchandisers, drugstore chains, warehouse clubs, catalogs, grocery stores, and specialty stores. In addition, the Personal Care segment sells extensively through beauty supply retailers and wholesalers, and the Healthcare / Home Environment segment sells certain of its product lines through medical distributors and other products through home improvement stores. We purchase our products from unaffiliated manufacturers, most of which are located in China, Mexico and the United States.

Our consolidated condensed financial statements are prepared in accordance with GAAP, which requires us to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues, expenses, and the disclosure of contingent assets and liabilities. Actual results could differ from those estimates. We have reclassified, combined or separately disclosed certain amounts in the prior period s consolidated condensed financial statements and accompanying footnotes to conform to the current period s presentation.

Note 2 *New Accounting Pronouncements*

From time to time, new accounting pronouncements are issued by the FASB or other standards setting bodies that we adopt according to the various timetables the FASB specifies. Unless otherwise discussed, we believe the impact of recently issued standards that are not yet effective will not have a material impact on our consolidated financial position, results of operations and cash flows upon adoption.

Note 3 *Commitments and Contingencies*

We are involved in various legal claims and proceedings in the normal course of operations. We believe the outcome of these matters will not have a material adverse effect on our consolidated financial position, results of operations or liquidity.

Notes 7, 9, 10, 11, 12, 14, and 15 provide additional information regarding certain of our significant long-term commitments and certain significant contingencies we have provided for in the accompanying consolidated condensed financial statements.

Our products are under warranty against defects in material and workmanship for periods ranging from two to five years. We estimate our warranty accrual using historical trends and believe that these trends are the most reliable method by which we can estimate our warranty liability. The following table summarizes the activity in our warranty accrual for the periods covered in the accompanying consolidated condensed statements of income:

ACCRUAL FOR WARRANTY RETURNS

(in thousands)

	Three Months Ended November 30,		Nine Months Ended November 30,	
	2012	2011	**2012**	2011
Beginning balance	**$ 21,860**	$ 24,452	**$ 26,665**	$ 24,021
Additions to the accrual	**11,027**	8,124	**25,800**	24,620
Reductions of the accrual - payments and credits issued	**(7,496)**	**(8,377)**	**(27,074)**	(24,442)
Ending balance	**$ 25,391**	$ 24,199	**$ 25,391**	$ 24,199

Note 4 *Earnings per Share*

We compute basic earnings per share using the weighted average number of shares of common stock outstanding during the period and diluted earnings per share using basic earnings per share plus the effect of dilutive securities. Our securities that can have dilutive effects consist of outstanding options to purchase common stock and contingently issuable unvested restricted share units and awards.

For the periods covered in the accompanying consolidated condensed statements of income, the basic and diluted shares are as follows:

WEIGHTED AVERAGE DILUTED SECURITIES

(in thousands)

	Three Months Ended November 30,		Nine Months Ended November 30,	
	2012	2011	**2012**	2011
Weighted average shares outstanding, basic	**31,775**	31,592	**31,739**	31,246
Incremental shares from share-based payment arrangements	**195**	74	**146**	439
Weighted average shares outstanding, diluted	**31,970**	31,666	**31,885**	31,685
Dilutive securities, in-the-money options	**354**	507	**348**	576
Dilutive securities, restricted share units and awards	**143**	-	**143**	-
Antidilutive securities, as a result of out-of-the-money options	**612**	490	**618**	421

Note 5 *Segment Information*

The following tables contain segment information for the periods covered in the accompanying consolidated condensed statements of income:

THREE MONTHS ENDED NOVEMBER 30, 2012 AND 2011

(in thousands)

November 30, 2012	**Personal Care**	**Housewares**	**Healthcare / Home Environment**	**Total**
Sales revenue, net	**$ 148,638**	**$ 67,787**	**$ 158,174**	**$ 374,599**
Operating income	**21,802**	**13,927**	**11,323**	**47,052**
Capital and intangible asset expenditures	**297**	**118**	**230**	**645**
Depreciation and amortization	**3,243**	**1,177**	**4,376**	**8,796**

November 30, 2011	**Personal Care**	**Housewares**	**Healthcare / Home Environment**	**Total**
Sales revenue, net	$ 148,984	$ 61,223	$ 128,578	$ 338,785
Operating income	17,292	11,016	13,520	41,828
Capital and intangible asset expenditures	1,876	521	1,862	4,259
Depreciation and amortization	2,640	1,765	2,970	7,375

NINE MONTHS ENDED NOVEMBER, 2012 AND 2011

(in thousands)

November 30, 2012	**Personal Care**	**Housewares**	**Healthcare / Home Environment**	**Total**
Sales revenue, net	**$ 378,554**	**$ 192,606**	**$ 391,061**	**$ 962,221**
Operating income	**45,562**	**37,282**	**26,197**	**109,041**
Capital and intangible asset expenditures	**3,416**	**635**	**2,354**	**6,405**
Depreciation and amortization	**9,752**	**3,753**	**13,086**	**26,591**

November 30, 2011	**Personal Care**	**Housewares**	**Healthcare / Home Environment**	**Total**
Sales revenue, net	$ 386,998	$ 178,017	$ 322,657	$ 887,672
Operating income	48,299	33,854	20,678	102,831
Capital and intangible asset expenditures	6,509	1,486	3,243	11,238
Depreciation and amortization	7,883	4,604	8,579	21,066

We compute operating income for each segment based on net sales revenue, less cost of goods sold, selling, general and administrative expense (SG&A), and any impairment charges associated with the segment. SG&A used to compute each segment s operating income is directly associated with the segment, plus overhead expenses allocable to the segment. We make allocations of overhead between operating segments using a number of relevant allocation criteria, depending on the nature of the expense, the most significant of which are relative revenues, estimates of relative labor expenditures, headcount, and facilities square footage. In fiscal 2013, we began making certain additional cost allocations to the Healthcare / Home Environment segment that were not made in fiscal 2012. These additional allocations are costs of corporate and operating functions that are shared by our segments. In the past year, we have integrated certain of the segment s corporate and operating functions into consolidated corporate and shared operating functions. In fiscal 2012, the Healthcare / Home Environment segment did not utilize these corporate and shared operating functions as extensively as in fiscal 2013. For the three- and nine-month periods ended November 30, 2012, the allocation totaled $4.25 and $12.47 million, respectively, compared to $1.51 and $4.52 million, respectively, for the same periods last year. We do not allocate nonoperating income and expense, interest or income taxes to operating segments.

Note 6 *Comprehensive Income (Loss)*

The components of accumulated other comprehensive loss, net of tax, are as follows:

COMPONENTS OF ACCUMULATED OTHER COMPREHENSIVE LOSS

(in thousands)

	November 30, 2012	February 29, 2012
Unrealized holding losses on cash flow hedges - interest rate swap, net of tax (1)	**$ (3,703)**	$ (5,559)
Unrealized holding losses on cash flow hedges - foreign currency swaps and contracts, net of tax (2)	**(259)**	(30)
Total accumulated other comprehensive loss	**$ (3,962)**	$ (5,589)

(1) Includes net deferred tax benefits of $1.99 and $2.99 million at November 30, 2012 and February 29, 2012, respectively.

(2) Includes net deferred tax benefits of $0.05 and $0.02 million at November 30, 2012 and February 29, 2012, respectively.

Note 7 *Supplemental Balance Sheet Information*

PROPERTY AND EQUIPMENT

(in thousands)

	Estimated Useful Lives (Years)	November 30, 2012	February 29, 2012
Land	-	**$ 8,767**	$ 8,767
Building and improvements	3 - 40	**66,948**	66,580
Computer, furniture and other equipment	3 - 15	**57,979**	56,162
Tools, molds and other production equipment	1 - 10	**29,849**	25,617
Construction in progress	-	**5,918**	6,114
Property and equipment, gross		**169,461**	163,240
Less accumulated depreciation		**(72,344)**	(62,550)
Property and equipment, net		**$ 97,117**	$ 100,690

ACCRUED EXPENSES AND OTHER CURRENT LIABILITIES

(in thousands)

	November 30, 2012	February 29, 2012
Accrued sales returns, discounts and allowances	**$ 37,870**	$ 29,481
Accrued warranty returns	**25,391**	26,665
Accrued compensation, benefits and payroll taxes	**30,062**	31,754
Accrued advertising	**12,110**	7,849
Accrued royalties	**9,411**	6,990
Accrued property, sales and other taxes	**8,654**	5,745
Accrued legal expenses and professional fees	**9,582**	5,364
Derivative liabilities	**3,404**	3,694
Other	**16,274**	14,090
Total accrued expenses and other current liabilities	**$ 152,758**	$ 131,632

OTHER LIABILITIES, NONCURRENT

(in thousands)

	November 30, 2012	February 29, 2012
Deferred compensation liability	**$ 5,940**	$ 4,478
Liability for uncertain tax positions	**16,159**	13,213
Derivative liabilities	**2,673**	5,022
Other liabilites	**1,876**	1,816
Total other liabilities, noncurrent	**$ 26,648**	$ 24,529

Note 8 *Goodwill and Intangible Assets*

Annual Impairment Testing in the First Quarter of Fiscal 2013 and 2012 - We performed our annual evaluation of goodwill and indefinite-lived intangible assets for impairment during the first quarters of fiscal 2013 and 2012. As a result, we concluded no impairment charges were required during either period. For both periods, the estimated fair value of the indefinite-lived trademarks and licenses, reporting unit net assets and the Company s estimated enterprise value exceeded their respective carrying values as of the date of the evaluation.

A summary of the carrying amounts and associated accumulated amortization for all intangible assets by operating segment follows:

GOODWILL AND INTANGIBLE ASSETS

(in thousands)

	November 30, 2012				February 29, 2012			
Description	Gross Carrying Amount	Cumulative Goodwill Impairments	Accumulated Amortization	Net Book Value	Gross Carrying Amount	Cumulative Goodwill Impairments	Accumulated Amortization	Net Book Value
Personal Care:								
Goodwill	**$ 81,842**	**$ (46,490)**	**$ -**	**$ 35,352**	$ 81,842	$ (46,490)	$ -	$ 35,352
Trademarks - indefinite	**75,803**	**-**	**-**	**75,803**	75,303	-	-	75,303
Trademarks - finite	**150**	**-**	**(71)**	**79**	150	-	(67)	83
Licenses - indefinite	**10,300**	**-**	**-**	**10,300**	10,300	-	-	10,300
Licenses - finite	**18,683**	**-**	**(15,473)**	**3,210**	19,564	-	(15,967)	3,597
Other intangibles - finite	**49,437**	**-**	**(19,489)**	**29,948**	49,437	-	(15,012)	34,425
Total Personal Care	**236,215**	**(46,490)**	**(35,033)**	**154,692**	236,596	(46,490)	(31,046)	159,060
Housewares:								
Goodwill	**166,131**	**-**	**-**	**166,131**	166,131	-	-	166,131
Trademarks - indefinite	**75,200**	**-**	**-**	**75,200**	75,200	-	-	75,200
Other intangibles - finite	**15,764**	**-**	**(9,877)**	**5,887**	15,774	-	(9,000)	6,774
Total Housewares	**257,095**	**-**	**(9,877)**	**247,218**	257,105	-	(9,000)	248,105

Healthcare / Home Environment:								
Goodwill	**250,770**	**-**	**-**	**250,770**	250,867	-	-	250,867
Trademarks - indefinite	**54,000**	**-**	**-**	**54,000**	54,000	-	-	54,000
Licenses - finite	**15,300**	**-**	**(2,715)**	**12,585**	14,900	-	(481)	14,419
Other Intangibles - finite	**114,490**	**-**	**(20,349)**	**94,141**	114,790	-	(11,741)	103,049
Total Healthcare / Home Environment	**434,560**	**-**	**(23,064)**	**411,496**	434,557	-	(12,222)	422,335
Total	**$ 927,870**	**$ (46,490)**	**$ (67,974)**	**$ 813,406**	$ 928,258	$ (46,490)	$ (52,268)	$ 829,500

The following table summarizes the amortization expense attributable to intangible assets for the periods covered in the accompanying consolidated condensed statements of income, as well as our estimated amortization expense for the fiscal years 2013 through 2018.

AMORTIZATION OF INTANGIBLE ASSETS

(in thousands)

Aggregate Amortization Expense For the three months ended		
November 30, 2012	$	5,538
November 30, 2011	$	4,952
Aggregate Amortization Expense For the nine months ended		
November 30, 2012	$	16,800
November 30, 2011	$	14,001
Estimated Amortization Expense For the fiscal years ended		
February 2013	$	22,314
February 2014	$	21,588
February 2015	$	21,019
February 2016	$	20,835
February 2017	$	20,500
February 2018	$	16,677

Note 9 - *Acquisitions*

PUR Acquisition - On December 30, 2011, we completed an asset and stock purchase transaction in which we acquired 100 percent of the stock of PUR Water Purification Products, Inc., and certain other assets and liabilities from The Procter & Gamble Company and certain of its affiliates (P&G) for a net cash purchase price of $160 million, subject to future adjustments. The acquisition was funded entirely with short-term debt. Significant assets acquired include manufacturing equipment, trademarks, customer lists, distribution rights, patents, and the goodwill of the PUR water filtration business. PUR s product line includes faucet mount water filtration systems and filters, pitcher systems and filters, and refrigerator filters. We are operating the PUR business in our Healthcare / Home Environment segment and market its products primarily into retail trade channels in the U.S. Goodwill arising from the acquisition consists largely of the distribution network, marketing synergies and economies of scale that are anticipated from the addition of the new product line.

In connection with this acquisition, we entered into transitional services and supply agreements whereby P&G or one or more of its affiliates will provide certain short-term services for, and supply certain products to the Company in exchange for specified fees. In the second quarter of fiscal 2013, we finished using certain of these services and acquired the remaining PUR inventory on-hand from P&G. The remaining transitional agreements are supply agreements that we expect to phase out during fiscal 2014.

We accounted for the acquisition as the purchase of a business and recorded the excess purchase price as goodwill. None of the goodwill recognized is expected to be deductible for income tax purposes. We completed our preliminary estimate of the economic lives of all the assets acquired and a preliminary allocation of the initial purchase price. We assigned the acquired trademarks indefinite economic lives and are amortizing the customer list, patents, trademarks and technology license agreements, and covenant not to compete over expected weighted average lives of approximately 15.0, 12.4, 5.2, and 2.0 years, respectively. For the customer list, we used historical attrition rates to assign an expected life. For patent rights, we used the underlying non-renewable term of a royalty-free license we acquired for the use of patented designs in certain PUR products.

The following schedule presents the acquisition date fair value of the net assets of PUR:

PUR - NET ASSETS ACQUIRED ON DECEMBER 30, 2011

(in thousands)

Supplier tooling advances	$	1,432
Tools, dies, molds and other production equipment		12,495
Goodwill		86,162
Trademarks		54,000
Trademark and technology licensing agreements		14,900
Patents		4,140
Customer relationships		18,600
Covenant not to compete		200
Total assets acquired		191,929
Less: Deferred tax liabilities recorded at acquisition		(31,929)
Net assets acquired	$	160,000

We estimated the fair values of the PUR assets acquired by applying income and market approaches. The fair value measurement of the intangible assets is based on significant inputs that are not observable in the market and, therefore, represent Level 3 measurements. Key assumptions included various discount rates based upon a 15.2 percent weighted average cost of capital, a royalty rate of 7.0 percent used to determine the trademark fair value, royalty rates of 0.5 to 1.0 percent used to determine patent estate values, and customer attrition rates of 5.0 percent per year used to determine customer list value.

Note 10 *Debt*

Revolving Line of Credit - We have a Credit Agreement (the Credit Agreement) with Bank of America, N.A., that provides for an unsecured total revolving commitment of up to $250.00 million. The commitment under the Credit Agreement terminates on December 30, 2015. Borrowings accrue interest under one of two alternative methods as described in the Credit Agreement. With each borrowing against our credit line, we can elect the interest rate method based on our funding needs at the time. We also incur loan commitment fees and letter of credit fees under the Credit Agreement. Outstanding letters of credit reduce the borrowing availability under the Credit Agreement on a dollar-for-dollar basis. As of November 30, 2012, the outstanding revolving loan principal balance was $143.40 million and there were $0.43 million of open letters of credit outstanding against the Credit Agreement. For the three- and nine-month periods ended November 30, 2012, borrowings under the Credit Agreement incurred interest charges at rates ranging from 1.59 to 4.00 percent during both periods, respectively. As of November 30, 2012, the amount available for borrowings under the Credit Agreement was $106.17 million.

Long-Term Debt A summary of our long-term debt is as follows:

LONG-TERM DEBT

(dollars in thousands)

	Original Date Borrowed	**Interest Rates**	**Matures**	**November 30, 2012**	February 29, 2012
$15 million unsecured Senior Note payable at a fixed interest rate of 7.24%. Interest payable quarterly. Annual principal payments of $3 million began in July 2008. Paid in July 2012.	07/97	**7.24%**	07/12	**$ -**	$ 3,000
$75 million unsecured floating interest rate 10 year Senior Notes. Interest set and payable quarterly at three-month LIBOR plus 90 basis points. Principal is due at maturity. Notes can be prepaid without penalty. (1)	06/04	**6.01%**	06/14	**75,000**	75,000
$100 million unsecured Senior Notes payable at a fixed interest rate of 3.90%. Interest payable semi-annually. Annual principal payments of $20 million begin in January 2014. Prepayment of notes are subject to a make whole premium.	01/11	**3.90%**	01/18	**100,000**	100,000
Total long-term debt				**175,000**	178,000
Less current maturities of long-term debt				**-**	(3,000)
Long-term debt, excluding current maturities				**$ 175,000**	$ 175,000

(1) Floating interest rates have been hedged with an interest rate swap (the Swap) to effectively fix interest rates. Additional information regarding the swap is provided in Note 12 to these consolidated condensed financial statements.

The fair market value of the fixed rate debt at November 30, 2012, computed using a discounted cash flow analysis, was $105.49 million compared to the $100.00 million book value and represents a Level 2 liability. All other long-term debt has floating interest rates, and its book value approximates its fair value at November 30, 2012.

All of our debt is unconditionally guaranteed, on a joint and several basis, by the Company and certain of its subsidiaries. Our debt agreements require the maintenance of certain financial covenants, including maximum leverage ratios, minimum interest coverage ratios and minimum consolidated net worth levels (as each of these terms is defined in the various agreements). Our debt agreements also contain other customary covenants, including, among other things, covenants restricting or limiting the Company, except under certain conditions set forth therein, from (1) incurring debt, (2) incurring liens on its properties, (3) making certain types of investments, (4) selling certain assets or making other fundamental changes relating to mergers and consolidations, and (5) repurchasing shares of our common stock and paying dividends.

As of November 30, 2012, our debt agreements effectively limited our ability to incur more than $249.12 million of additional debt from all sources, including draws on the Credit Agreement. As of November 30, 2012, we were in compliance with the terms of all of our debt agreements.

Note 11 *Fair Value*

The fair value hierarchy of our financial assets and liabilities carried at fair value and measured on a recurring basis is as follows:

FAIR VALUES OF FINANCIAL ASSETS AND LIABILITIES

(in thousands)

Description		**Fair Values at November 30, 2012**		**Quoted Prices in Active Markets for Identical Assets (Level 1)**		**Significant Other Observable Market Inputs (Level 2)**
Assets:						
Money market accounts	$	**850**	$	**850**	$	**-**
Liabilities:						
Long-term debt - fixed rate (1)	$	**105,492**	$	**-**	$	**105,492**
Long-term debt - floating rate		**75,000**		**-**		**75,000**
Interest rate swap		**5,696**		**-**		**5,696**
Foreign currency contracts and swaps		**381**		**-**		**381**
Total liabilities	$	**186,569**	$	**-**	$	**186,569**

Description		**Fair Values at February 29, 2012**		**Quoted Prices in Active Markets for Identical Assets (Level 1)**		**Significant Other Observable Market Inputs (Level 2)**
Assets:						
Money market accounts	$	801	$	801	$	-
Note receivable (1)		737		-		737
Total assets	$	1,538	$	801	$	737
Liabilities:						
Long-term debt - fixed rate (1)	$	104,450	$	-	$	104,450
Long-term debt - floating rate		75,000		-		75,000
Interest rate swap		8,553		-		8,553
Foreign currency contracts		163		-		163
Total liabilities	$	188,166	$	-	$	188,166

(1) Note receivable and debt values are reported at estimated fair value in these tables, but are recorded in the accompanying consolidated condensed balance sheets at the undiscounted value of remaining principal payments due.

The carrying amounts of cash and cash equivalents, receivables and accounts payable approximate fair value because of the short maturity of these items.

Money market accounts are included in cash and cash equivalents in the accompanying consolidated condensed balance sheets and are classified as Level 1 assets.

We classify our note receivable as a Level 2 asset and our fixed and floating rate debt as Level 2 liabilities because the estimation of the fair market value of these financial assets and liabilities requires the use of discount rates based upon current market rates of interest for obligations with comparable remaining terms. Such comparable rates are significant other observable market inputs. The fair market value of the note receivable was computed using a discounted cash flow analysis and a discount rate of 6.95 percent at February 29, 2012. The fair market value of the fixed rate debt was computed using a discounted cash flow analysis and discount rate of 2.07 percent at November 30, 2012 (one Senior Note) and rates ranging from 0.54 to 3.54 percent at February 29, 2012 (multiple Senior Notes), depending on the term of the loan. All other long-term debt has floating interest rates, and its book value approximates its fair value as of the reporting date.

We use derivatives for hedging purposes and our derivatives are primarily foreign currency contracts, a foreign currency swap and an interest rate swap. We determine the fair value of our derivative instruments based on Level 2 inputs in the fair value hierarchy.

The Company s other non-financial assets include goodwill and other intangible assets, which we classify as Level 3 assets. These assets are measured at fair value on a non-recurring basis as part of the Company s impairment assessments and as circumstances require.

Note 12 *Financial Instruments and Risk Management*

Foreign Currency Risk - Our functional currency is the U.S. Dollar. By operating internationally, we are subject to foreign currency risk from transactions denominated in currencies other than the U.S. Dollar (foreign currencies). Such transactions include sales, certain inventory purchases and operating expenses. As a result of such transactions, portions of our cash, trade accounts receivable and trade accounts payable are denominated in foreign currencies. During the three- and nine-month periods ended November 30, 2012, approximately 18 and 17 percent, respectively, of our net sales revenue was in foreign currencies. During the three- and nine-month periods ended November 30, 2011, approximately 20 and 19 percent, respectively, of our net sales revenue was in foreign currencies. In each of the periods, sales were primarily denominated in British Pounds, Euros, Mexican Pesos, Canadian Dollars, Japanese Yen, Australian Dollars, Chilean Pesos, Peruvian Soles, and Venezuelan Bolivares Fuertes. We make most of our inventory purchases from the Far East and use the U.S. Dollar for such purchases. In our consolidated condensed statements of income, exchange gains and losses resulting from the remeasurement of foreign taxes receivable, taxes payable, deferred tax assets, and deferred tax liabilities are recognized in their respective income tax expense lines, and all other foreign exchange gains and losses from remeasurement are recognized in SG&A. For the three- and nine-month periods ended November 30, 2012, we recorded net foreign exchange gains (losses), including the impact of currency hedges and currency swaps, of ($0.06) and ($0.23) million, respectively, in SG&A and ($0.07) and $0.10 million, respectively, in income tax expense. For the three- and nine-month periods ended November 30, 2011, we recorded net foreign exchange gains (losses), including the impact of currency hedges, of ($1.44) and ($1.64) million, respectively, in SG&A and $0.14 and $0.06 million, respectively, in income tax expense.

We have historically hedged against certain foreign currency exchange rate risk by using a series of forward contracts designated as cash flow hedges to protect against the foreign currency exchange risk inherent in our forecasted transactions denominated in currencies other than the U.S. Dollar. We do not enter into any forward exchange contracts or similar instruments for trading or other speculative purposes.

Interest Rate Risk Interest on our outstanding debt as of November 30, 2012 is both floating and fixed. Fixed rates are in place on $100.00 million of Senior Notes due January 2018 at 3.90 percent and floating rates are in place on $143.40 million in advances against our Credit Agreement and $75.00 million of Senior Notes due June 2014. If short-term interest rates increase, we will incur higher interest rates on any outstanding balances under the Credit Agreement. The floating rate Senior Notes due June 2014 reset as described in Note 10, and have been effectively converted to fixed rate debt using an interest rate swap, as described below.

We manage our floating rate debt using an interest rate swap. As of November 30, 2012, the swap converted an aggregate notional principal amount of $75.00 million from floating interest rate payments under our Senior Notes due June 2014 to fixed interest rate payments at 6.01 percent. In the swap transaction, we maintain contracts to pay fixed rates of interest on an aggregate notional principal amount of $75.00 million at a rate of

5.11 percent on our Senior Notes due June 2014, while simultaneously receiving floating rate interest payments set at 0.36 percent as of November 30, 2012 on the same notional amounts. The fixed rate side of the swap will not change over its life. The floating rate payments are reset quarterly based on three-month LIBOR. The resets are concurrent with the interest payments made on the underlying debt. Changes in the spread between the fixed rate payment side of the swap and the floating rate receipt side of the swap offset 100 percent of the change in any period of the underlying debt s floating rate payments. The swap is used to reduce our risk of increased interest costs; however, when interest rates drop significantly below the swap rate, we lose the benefit that our floating rate debt would provide if not managed with a swap. The swap is considered 100 percent effective.

In addition, beginning in August 2012, we entered into a series of foreign currency swaps. The currently outstanding foreign currency swaps mature in December 2012. The foreign currency swaps are accounted for as cash flow hedges.

The fair values of our various derivative instruments are as follows:

FAIR VALUES OF DERIVATIVE INSTRUMENTS

(in thousands)

		November 30, 2012						
Designated as hedging instruments	**Hedge Type**	**Final Settlement Date**		**Notional Amount**		**Accrued Expenses and Other Current Liabilities**		**Other Liabilities, Noncurrent**
Foreign currency contracts - sell Canadian	Cash flow	12/2012	**$**	**3,000**	**$**	**75**	**$**	**-**
Foreign currency contracts - sell Euro	Cash flow	2/2013		**4,500**		**232**		**-**
Foreign currency contracts - sell Pounds	Cash flow	2/2013	**£**	**3,000**		**51**		**-**
Foreign currency swaps - buy Canadian	Cash flow	12/2012	**$**	**1,500**		**23**		**-**
Interest rate swap	Cash flow	6/2014	**$**	**75,000**		**3,023**		**2,673**
Total fair value					**$**	**3,404**	**$**	**2,673**

		February 29, 2012						
Designated as hedging instruments	**Hedge Type**	**Final Settlement Date**		**Notional Amount**		**Accrued Expenses and Other Current Liabilities**		**Other Liabilities, Noncurrent**
Foreign currency contracts - sell Canadian	Cash flow	12/2012	$	7,000	$	163	$	-
Interest rate swap	Cash flow	6/2014	$	75,000		3,531		5,022
Total fair value					$	3,694	$	5,022

The pre-tax effect of derivative instruments for the periods covered in the accompanying consolidated condensed financial statements are as follows:

PRE-TAX EFFECT OF DERIVATIVE INSTRUMENTS

(in thousands)

	Three Months Ended November 30,							
	Gain \ (Loss) Recognized in OCI (effective portion)		**Gain \ (Loss) Reclassified from Accumulated Other Comprehensive Loss into Income**			**Gain \ (Loss) Recognized as Income (1)**		
	2012	2011	**Location**	**2012**	2011	**Location**	**2012**	2011
Currency contracts and swaps - cash flow hedges	**$ (596)**	$ 682	SG&A	**$ (350)**	$ (75)	SG&A	**$ (93)**	$ 40
Interest rate swaps - cash flow hedges	**452**	187	Interest expense	**(1,000)**	(922)		**-**	-
Total	**$ (144)**	$ 869		**$ (1,350)**	$ (997)		**$ (93)**	$ 40

	Nine Months Ended November 30,							
	Gain \ (Loss) Recognized in OCI (effective portion)		**Gain \ (Loss) Reclassified from Accumulated Other Comprehensive Loss into Income**			**Gain \ (Loss) Recognized as Income (1)**		
	2012	2011	**Location**	**2012**	2011	**Location**	**2012**	2011
Currency contracts and swaps - cash flow hedges	**$ (619)**	$ 694	SG&A	**$ (313)**	$ (344)	SG&A	**$ (44)**	$ (138)
Interest rate swaps - cash flow hedges	**(49)**	(3,101)	Interest expense	**(2,906)**	(3,551)		**-**	-
Total	**$ (668)**	$ (2,407)		**$ (3,219)**	$ (3,895)		**$ (44)**	$ (138)

(1) The amounts shown represent the ineffective portion of the change in fair value of cash flow hedges.

We expect net losses of $0.38 million associated with foreign currency contracts and a foreign currency swap, and a loss of $3.02 million associated with our interest rate swap, currently reported in accumulated other comprehensive loss, to be reclassified into income over the next twelve months. The amount ultimately realized, however, will differ as exchange rates and interest rates change and the underlying contracts settle.

Counterparty Credit Risk - Financial instruments, including foreign currency contracts, foreign currency swaps and interest rate swaps, expose us to counterparty credit risk for nonperformance. We manage our exposure to counterparty credit risk by only dealing with counterparties who are substantial international financial institutions with significant experience using such derivative instruments. Although our theoretical credit risk is the replacement cost at the then- estimated fair value of these instruments, we believe that the risk of incurring credit risk losses is remote.

Note 13 *Repurchase of Helen of Troy Common Stock*

As of November 30, 2012, we are authorized by our Board of Directors to purchase up to 2,958,137 shares of common stock in the open market or through private transactions. Our current equity compensation plans include provisions that allow for the net exercise of stock options by all plan participants. In a net exercise, any required payroll taxes, federal withholding taxes and exercise price of the shares due from the option holder can be paid for by having the option holder tender back to the Company a number of shares at fair value equal to the amounts due. Net exercises are accounted for by the Company as a purchase and retirement of shares.

For the periods covered in the accompanying consolidated condensed financial statements, open market repurchase activity and common stock option exercises resulted in the following share repurchases:

SHARE REPURCHASES

	Three Months Ended November 30,		Nine Months Ended November 30,	
	2012	2011	**2012**	2011
Common stock repurchased on the open market Number of shares	**61,426**	-	**61,426**	-
Aggregate market value of shares (in thousands)	**$ 1,759**	$ -	**$ 1,759**	$ -
Average price per share	**$ 28.64**	$ -	**$ 28.64**	$ -
Common stock received from stock option exercises				
Number of shares	**1,752**	6,616	**48,791**	1,072,878
Aggregate market value of shares (in thousands)	**$ 58**	$ 187	**$ 1,615**	$ 38,368
Average price per share	**$ 33.18**	$ 28.23	**$ 33.11**	$ 35.76

Note 14 *Share-Based Compensation Plans*

We have options and restricted shares outstanding under two expired and three active share-based compensation plans.

During the three- and nine-month periods ended November 30, 2012, the Company granted options to purchase 1,500 and 309,500 shares of common stock, respectively. For the fiscal year to date, these options were granted at exercise prices ranging from $29.29 to $34.72 per share to certain of our officers, employees and new hires. The fair value of the options were estimated using the Black-Scholes option pricing model to estimate fair values ranging from $10.17 to $14.57 for grants with terms of four and five years. The following assumptions were used for the grants: expected lives ranging from 4.05 to 4.35 years; risk free interest rates ranging from 0.55 to 0.86 percent; zero dividend yield; and expected volatilities ranging from 45.11 to 52.48 percent.

During the three- and nine-month periods ended November 30, 2012, the Company granted 2,628 and 7,884 shares of restricted stock, respectively, to certain board members having fair values at the date of grant ranging from $30.30 to $32.88 per share and a total value granted of $0.08 and $0.25 million, respectively. The restricted stock awards vested immediately and were valued at the fair value of the Company s common stock at the date of the grant.

A significant portion of our Chief Executive Officer s current and long-term incentive compensation will be settled in restricted stock, as described below. The expense impact of this compensation for the three- and nine-month periods ended November 30, 2012 has been included in the following table.

On March 1, 2012, under the terms of his employment agreement, our Chief Executive Officer and President was granted 700,000 restricted stock units (the Performance RSUs), which may be earned in tranches based on the Company s achievement of specified performance goals for fiscal years 2013, 2014 and 2015. Any earned Performance RSUs are subject to additional time-based vesting requirements. Up to 100,000 and 200,000 Performance RSUs may be earned based on the Company s achievement of the specified performance goals for fiscal years 2013 and 2014, respectively. With respect to fiscal year 2015, up to 700,000 Performance RSUs (less the number of Performance RSUs previously earned, if any) may be earned based on the Company s achievement of either the specified performance goal for fiscal year 2015 or the three year average performance goal for the three fiscal years 2013 through 2015. A portion of any Performance RSUs earned in fiscal 2013 and 2014 will be subject to annual vesting requirements through fiscal 2015. The Performance RSUs had a fair value at the date of grant of $32.88 per share for a grant date fair value of $23.02 million. Compensation expense associated with Performance RSUs is equal to the market value of our common stock on the date of the grant multiplied by the number of Performance RSUs vesting during any given period. Expense for each tranche must be estimated until earned, subject to a probability assessment of achieving the performance criteria specified for the tranche. We are recording the expense for each tranche over the related service periods.

Our Chief Executive Officer and President is also eligible to receive an annual bonus, subject to the achievement of specified performance goals. Any such bonus that is earned and payable will be paid two-thirds in the form of cash or cash equivalents up to a maximum of $10.00 million. The remainder will be paid in the form of restricted stock. Any restricted stock granted will vest, with respect to annual bonuses for fiscal years 2013 and 2014, on February 28, 2015, and with respect to annual bonus for fiscal year 2015, on the date the Company certifies that the performance goals have been achieved. These restricted stock grants are accrued throughout the period they are expected to vest.

Accruals for Performance RSUs and restricted stock grants are shown in the line below entitled Performance based restricted stock awards and units.

During the three- and nine-month periods ended November 30, 2012, employees exercised stock options to purchase 25,050 and 155,956 shares of common stock, respectively.

We recorded share-based compensation expense in SG&A for the periods covered in the accompanying consolidated condensed financial statements as follows:

SHARE-BASED PAYMENT EXPENSE

(in thousands, except per share data)

	Three Months Ended November 30,				Nine Months Ended November 30,			
	2012		2011		**2012**		2011	
Stock options	**$**	**572**	$	537	**$**	**1,731**	$	1,541
Directors stock compensation		**120**		531		**357**		531
Performance based restricted stock awards and units		**701**		-		**2,296**		-
Employee stock purchase plan		**2**		-		**140**		159
Share-based payment expense		**1,395**		1,068		**4,524**		2,231
Less income tax benefits		**(203)**		(24)		**(661)**		(76)
Share-based payment expense, net of income tax benefits	**$**	**1,192**	$	1,044	**$**	**3,863**	$	2,155
Earnings per share impact of share-based payment expense:								
Basic	**$**	**0.04**	$	0.03	**$**	**0.12**	$	0.07
Diluted	**$**	**0.04**	$	0.03	**$**	**0.12**	$	0.07

Note 15 ***Subsequent Events***

Distribution Facility Construction Agreements - In December 2012, the Company entered into a series of agreements with various parties for the acquisition and construction of a new 1.3 million square foot distribution facility to be built to our specifications on approximately 84 acres of land in Olive Branch, Mississippi. The total cost of the project after certain incentives and sales tax exemptions is approximately $37.00 million, including distribution equipment and IT infrastructure. These costs are subject to usual and customary adjustments. The new facility will consolidate the operations of our U.S. based Personal Care and Healthcare / Home Environment appliance businesses. This will allow for continued expansion of our U.S. based Housewares and Personal Care liquid, solid- and powder-based personal care and grooming products within our existing 1.2 million square foot distribution facility in Southaven, Mississippi. We expect to fund the project out of a combination of cash from operations, our existing revolving line of credit and new long-term debt. The new facility is expected to become operational during the third quarter of fiscal year 2014. At that time, we will vacate an existing leased facility in Memphis, Tennessee.

ITEM 2. MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

This discussion contains a number of forward-looking statements, all of which are based on current expectations. Actual results may differ materially due to a number of factors, including those discussed in Part I, Item 3. Quantitative and Qualitative Disclosures about Market Risk and Information Regarding Forward Looking Statements in this report and Risk Factors in the Company s most recent annual report on Form 10-K and its other filings with the Securities and Exchange Commission (SEC). This discussion should be read in conjunction with our consolidated condensed financial statements included under Part I, Item 1 of this report.

RECENT DEVELOPMENTS:

In December 2012, the Company entered into a series of agreements with various parties for the acquisition and construction of a new 1.3 million square foot distribution facility to be built to our specifications on approximately 84 acres of land in Olive Branch, Mississippi. The total cost of the project after certain incentives and sales tax exemptions is approximately $37.00 million, including distribution equipment and IT infrastructure. These costs are subject to usual and customary adjustments. The new facility will consolidate the operations of our U.S. based Personal Care and Healthcare / Home Environment appliance businesses. This will allow for continued expansion of our U.S. based Housewares and Personal Care liquid, solid- and powder-based personal care and grooming products within our existing 1.2 million square foot distribution facility in Southaven, Mississippi. We expect to fund the project out of a combination of cash from operations, our existing revolving line of credit and new long-term debt. The new facility is expected to become operational during the third quarter of fiscal year 2014. At that time, we will vacate an existing leased facility in Memphis, Tennessee.

OVERVIEW OF THE QUARTER S RESULTS:

Our business is dependent on discretionary consumer demand for most of our products. Consumer demand is sensitive to a number of factors that influence consumer spending including general economic conditions, disposable income, fluctuating food, fuel and energy costs, recession and the possibility of recession, unemployment, housing market activity, and the uncertainty surrounding the U.S. Fiscal Cliff negotiations along with widespread skepticism about the related implementation of any resulting agreements. We have now been operating under a protracted environment of economic challenges driving consumer uncertainty since the 2008-2009 economic downturn. In the U.S., the economic recovery remains sluggish and holiday retail sales are reported to be lower than expected, although marginally improved over last year. Most longer-term economic forecasts suggest moderate domestic growth the rest of this decade. With respect to our international businesses, the recession in Europe continues to impact major markets, while in Latin America modest growth has begun in countries such as Mexico, Chile and Peru.

In our third fiscal quarter, we continued to be constrained by the current economic conditions. We continue to believe that increases in consumer spending are concentrated in non-discretionary categories. Consumers are cautious, thrifty and promotion oriented, which has reduced consumption and impacted sales mix in many of our product categories. During the latest quarter, our top-line performance was primarily driven by solid growth in our Housewares segment, the impact of our recent PUR acquisition, and modestly improved sales in the remaining core of our Healthcare / Home Environment segment. Net sales revenue in our Personal Care segment was essentially flat in comparison to the same period last year, which is an improvement in the segment s recent year-over-year trend. Promotional pressure, soft takeaway at retail, shelf placement challenges, cost pressures from our suppliers, and the general economic uncertainties discussed above continue to keep us cautious regarding our outlook for the remainder of fiscal 2013.

Consolidated net sales revenue for the three- and nine-month periods ended November 30, 2012 increased $35.81 and $74.55 million to $374.60 and $962.22 million, respectively, compared to $338.79 and $887.67 million, respectively, for the same periods last year. Net sales revenue in our Personal Care segment decreased $0.35 million, or 0.2 percent, for the three month period ended November 30, 2012, and decreased $8.44 million, or 2.2 percent, for the nine month period ended November 30, 2012, when compared to the same periods last year. Net sales revenue in our Housewares segment increased $6.56 million, or 10.7 percent, for the three month period ended November 30, 2012, and increased $14.59 million, or 8.2 percent, for the nine month period ended November 30, 2012, when compared to the same periods last year. Net sales revenue in our Healthcare / Home Environment segment increased $29.60 million, or 23.0 percent, for the three month period ended November 30, 2012, and increased $68.40 million, or 21.2 percent, for the nine month period ended November 30, 2012, when compared to the same periods last year. The Healthcare / Home Environment segment s results for the three- and nine-month periods ended November 30, 2012 include $28.08 and $78.62 million, respectively, of incremental net sales revenue from our PUR water filtration business, which was acquired on December 30, 2011. In addition to our net sales revenue performance discussed above, key results for the three- and nine-month periods ended November 30, 2012 include the following:

- Consolidated gross profit margin as a percentage of net sales revenue for the fiscal quarter ended November 30, 2012 increased 0.3 percentage points to 39.6 percent compared to 39.3 percent for the same period last year. Consolidated gross profit margin as a percentage of net sales revenue for the nine month period ended November 30, 2012 increased 0.2 percentage points to 40.2 percent compared to 40.0 percent for the same period last year.

- Selling, general and administrative expense (SG&A) as a percentage of net sales revenue increased 0.1 percentage points to 27.1 percent for the three months ended November 30, 2012 compared to 27.0 percent for the same period last year. SG&A as a percentage of net sales revenue for the nine months ended November 30, 2012 increased 0.3 percentage points to 28.8 percent compared to 28.5 percent for the same period last year.

- For the three- and nine- month periods ended November 30, 2012, operating income increased to $47.05 and $109.04 million compared to $41.83 and $102.83 million, respectively, for the same periods last year. For the three- and nine-month periods ended November 30, 2012, this represents a year-over-year increase of 12.5 and 6.0 percent for each period, respectively.

- For the three- and nine-month periods ended November 30, 2012, our net income was $37.72 and $84.16 million, respectively, compared to $32.88 and $81.08 million, respectively, for the same periods last year, a increase of 14.7 and 3.8 percent, respectively. For the three- and nine-month periods ended November 30, 2012, our diluted earnings per share was $1.18 and $2.64 compared to $1.04 and $2.56, respectively, for the same periods last year.

RESULTS OF OPERATIONS

Comparison of the three- and nine-month periods ended November 30, 2012 to the same periods ended November 30, 2011

The following table sets forth, for the periods indicated, our selected operating data, in U.S. Dollars, as a year-over-year percentage change and as a percentage of net sales revenue.

SELECTED OPERATING DATA

(dollars in thousands)

	Three Months Ended November 30,				% of Sales Revenue, net	
	2012	2011	**$ Change**	**% Change**	**2012**	2011
Sales revenue, net						
Personal Care	**$ 148,638**	$ 148,984	$ (346)	-0.2%	**39.7%**	44.0%
Housewares	**67,787**	61,223	6,564	10.7%	**18.1%**	18.1%
Healthcare / Home Environment **	**158,174**	128,578	29,596	23.0%	**42.2%**	37.9%
Total sales revenue, net	**374,599**	338,785	35,814	10.6%	**100.0%**	100.0%
Cost of goods sold	**226,146**	205,603	20,543	10.0%	**60.4%**	60.7%
Gross profit	**148,453**	133,182	15,271	11.5%	**39.6%**	39.3%
Selling, general, and administrative expense	**101,401**	91,354	10,047	11.0%	**27.1%**	27.0%
Operating income	**47,052**	41,828	5,224	12.5%	**12.6%**	12.3%
Nonoperating income (expense), net	**(16)**	190	(206)	*	**0.0%**	0.1%
Interest expense	**(3,232)**	(2,958)	(274)	9.3%	**-0.9%**	-0.9%
Total other income (expense)	**(3,248)**	(2,768)	(480)	17.3%	**-0.9%**	-0.8%
Income before income taxes	**43,804**	39,060	4,744	12.1%	**11.7%**	11.5%
Income tax expense	**6,085**	6,181	(96)	-1.6%	**1.6%**	1.8%
Net income	**$ 37,719**	$ 32,879	$ 4,840	14.7%	**10.1%**	9.7%

	Nine Months Ended November 30,				% of Sales Revenue, net	
	2012	2011	**$ Change**	**% Change**	**2012**	2011
Sales revenue, net						
Personal Care	**$ 378,554**	$ 386,998	$ (8,444)	-2.2%	**39.3%**	43.6%
Housewares	**192,606**	178,017	14,589	8.2%	**20.0%**	20.1%
Healthcare / Home Environment **	**391,061**	322,657	68,404	21.2%	**40.6%**	36.3%
Total sales revenue, net	**962,221**	887,672	74,549	8.4%	**100.0%**	100.0%
Cost of goods sold	**575,590**	532,295	43,295	8.1%	**59.8%**	60.0%
Gross profit	**386,631**	355,377	31,254	8.8%	**40.2%**	40.0%
Selling, general, and administrative expense	**277,590**	252,546	25,044	9.9%	**28.8%**	28.5%
Operating income	**109,041**	102,831	6,210	6.0%	**11.3%**	11.6%
Nonoperating income (expense), net	**38**	(325)	363	*	**0.0%**	0.0%

Interest expense		**(9,674)**		(9,652)		(22)	0.2%	**-1.0%**	-1.1%
Total other income (expense)		**(9,636)**		(9,977)		341	-3.4%	**-1.0%**	-1.1%
Income before income taxes		**99,405**		92,854		6,551	7.1%	**10.3%**	10.5%
Income tax expense		**15,246**		11,777		3,469	29.5%	**1.6%**	1.3%
Net income	**$**	**84,159**	$	81,077	$	3,082	3.8%	**8.7%**	9.1%

* Calculation is not meaningful

** Includes PUR net sales revenues for the three- and nine-month periods ended November 30, 2012 of $28.08 and $78.62 million, respectively.

Consolidated net sales revenue:

Consolidated net sales revenue for the three- and nine-month periods ended November 30, 2012 increased $35.81 and $74.55 million to $374.60 and $962.22 million, respectively, compared to $338.79 and $887.67

million, respectively, for the same periods last year. Net sales revenue in our Personal Care segment decreased $0.35 million, or 0.2 percent, for the three month period ended November 30, 2012, and decreased $8.44 million, or 2.2 percent, for the nine month period ended November 30, 2012, when compared to the same periods last year. Net sales revenue in our Housewares segment increased $6.56 million, or 10.7 percent, for the three month period ended November 30, 2012, and increased $14.59 million, or 8.2 percent, for the nine month period ended November 30, 2012, when compared to the same periods last year. Net sales revenue in our Healthcare / Home Environment segment increased $29.60 million, or 23.0 percent, for the three month period ended November 30, 2012, and increased $68.40 million, or 21.2 percent, for the nine month period ended November 30, 2012, when compared to the same periods last year. The Healthcare / Home Environment segment s results for the three- and nine-month periods ended November 30, 2012 include $28.08 and $78.62 million, respectively, of incremental net sales revenue from our PUR water filtration business, which was acquired on December 30, 2011.

Impact of acquisitions on net sales revenue:

Net sales revenue from the PUR acquisition contributed 8.3 and 8.9 percentage points, respectively, or $28.08 and $78.62 million, respectively, to our consolidated net sales revenue growth for the three- and nine-month periods ended November 30, 2012. The PUR business operates as part of the Healthcare / Home Environment segment. For the three months ended November 30, 2012, there was organic growth in our Housewares and Healthcare / Home Environment segments, and our Personal Care segment s core business was essentially flat. For the nine month period ended November 30, 2012, organic growth in our Housewares segment was offset by declines in our Personal Care and Healthcare / Home Environment segments core businesses. The following tables set forth the impact acquisitions had on our net sales revenue:

IMPACT OF ACQUISITIONS ON NET SALES REVENUE

(in thousands)

	Three Months Ended November 30,	
	2012	2011
Prior year s sales revenue, net	**$ 338,785**	$ 205,001
Components of net sales revenue change		
Core business	**7,738**	5,206
Incremental net sales revenue from acquisitions:		
Kaz (three months in fiscal 2012)	**-**	128,578
PUR (three months in fiscal 2013)	**28,076**	-
Change in sales revenue, net	**35,814**	133,784
Sales revenue, net	**$ 374,599**	$ 338,785
Total net sales revenue growth	**10.6%**	65.3%
Core business	**2.3%**	2.5%
Acquisitions	**8.3%**	62.7%

IMPACT OF ACQUISITIONS ON NET SALES REVENUE

(in thousands)

	Nine Months Ended November 30,	
	2012	2011
Prior year s sales revenue, net	**$ 887,672**	$ 539,977
Components of net sales revenue change		
Core business	**(4,070)**	18,525
Incremental net sales revenue from acquisitions:		
Pert Plus & Sure (one month in fiscal 2012)	**-**	6,513
Kaz (nine months in fiscal 2012)	**-**	322,657
PUR (nine months in fiscal 2013)	**78,619**	-
Change in sales revenue, net	**74,549**	347,695
Sales revenue, net	**$ 962,221**	$ 887,672
Total net sales revenue growth	**8.4%**	64.4%
Core business	**-0.5%**	3.4%
Acquisitions	**8.9%**	61.0%

In the above tables, core business is net sales revenue associated with product lines or brands after the first twelve months from the date a business, product line or brand was acquired. Net sales revenue from internally developed brands or product lines are always considered core business. Net sales revenue from acquisitions is net sales revenues associated with product lines or brands that we have acquired and operated for less than twelve months during each period presented.

Impact of foreign currencies on net sales revenue:

During the three- and nine-month periods ended November 30, 2012, we transacted approximately 18 and 17 percent, respectively, of our net sales revenues in foreign currencies. During the three- and nine-month periods ended November 30, 2011, we transacted approximately 20 and 19 percent, respectively, of our net sales revenues in foreign currencies. These transactions were primarily denominated in British Pounds, Euros, Mexican Pesos, Canadian Dollars, Japanese Yen, Australian Dollars, Chilean Pesos, Peruvian Soles, and Venezuelan Bolivares Fuertes. For the three- and nine-month periods ended November 30, 2012, the impact of net foreign currency exchange rates decreased our international net sales revenue by approximately $0.41 and $6.34 million, respectively. Most of the impact of these fluctuations affected sales in our Personal Care and Healthcare / Home Environment segments.

Segment net sales revenue:

We operate our business under three segments: Personal Care, Housewares and Healthcare / Home Environment. Our Personal Care segment s products include electric hair care, beauty care and wellness appliances; grooming tools and accessories; and liquid, solid- and powder-based personal care and grooming products. Our Housewares segment provides a broad range of innovative consumer products for the home. Product offerings include food preparation and storage, cleaning, organization, and baby and toddler care products. The Healthcare / Home Environment segment focuses on health care devices such as thermometers, blood pressure monitors, humidifiers, and heating pads; water filtration systems; and small home appliances such as air purifiers, portable heaters, fans, and bug zappers.

Personal Care Segment - Net sales revenue in the Personal Care segment for the three month period ended November 30, 2012 decreased $0.35 million, or 0.2 percent, to $148.64 million compared with $148.98 million for the same period last year. Net sales revenue in the Personal Care segment for the nine month period ended November 30, 2012 decreased $8.44 million, or 2.2 percent, to $378.55 million compared with $387.00 million for the same period last year.

For the three- and nine-month periods ended November 30, 2012, Personal Care net sales revenue was negatively impacted by the following factors:

- A difficult worldwide retail sales environment, resulting in soft consumer spending;
- Challenging macroeconomic conditions in Europe and Latin America;
- Increases in competitive trade promotional activities, including a major hair category launch by a significant competitor;
- The impact of product rationalization, inventory reduction and shifts in category emphasis by certain retailers; and
- The impact of foreign currency fluctuations on U.S. Dollar reported net sales revenue.

For the nine month period ended November 30, 2012, Personal Care net sales revenue was negatively impacted by the following factors, in addition to the factors listed above:

- A difficult year-over-year comparison due to new product roll-out with a key customer during the same period last year, compared with reorder activity for the same product in the current year; and
- Unforecasted demand and product availability issues with certain suppliers.

We continue to expect that net sales revenue performance in our Personal Care segment will be heavily dependent on the direction of consumer sentiment, which requires continued improvements in employment, housing markets and consumers personal finances.

Housewares Segment Segment net sales revenue for the three months ended November 30, 2012 increased $6.56 million, or 10.7 percent, to $67.79 million compared with $61.22 million for the same period last year. Segment net sales revenue for the nine months ended November 30, 2012 increased $14.59 million, or 8.2 percent, to $192.61 million compared with $178.02 million for the same period last year. The segment continues to experience growth in its food preparation, bath, cleaning, and baby and toddler categories.

Healthcare / Home Environment Segment net sales revenue for the three months ended November 30, 2012 increased $29.60 million, or 23.0 percent, to $158.17 million compared with $128.58 million for the same period last year. Segment net sales revenue for the nine months ended November 30, 2012 increased $68.40 million, or 21.2 percent, to $391.06 million compared with $322.66 million for the same period last year. The Healthcare / Home Environment segment s results for the three- and nine-month periods ended November 30, 2012 include $28.08 and $78.62 million, respectively, of incremental net sales revenue from our PUR water filtration business, which was acquired on December 30, 2011. The core business categories in the segment experienced a net sales revenue increase of $1.52 million, or 1.2 percent and a net sales revenue decline of $10.22 million, or 3.2 percent, respectively for the three- and nine-month periods ended November 30, 2012 compared to the same periods last year. While the Healthcare / Home Environment fiscal 2013 net sales revenue has benefited from strong Braun thermometry sales and strong summer season fan sales, net sales revenue over the three- and nine-month periods continued to be negatively impacted by the following factors:

- A difficult worldwide retail sales environment;

- The impact of high seasonal inventory levels at retail due to the previous warm winter and mild cold and flu season last year, which continues to impact early orders for the upcoming winter and cold and flu seasons;

- Lost shelf placement on certain key products due to competitive pricing pressures; and

- The impact of foreign currency fluctuations on U.S. Dollar reported net sales revenue.

Consolidated gross profit margin:

Consolidated gross profit margin as a percentage of net sales revenue for the three months ended November 30, 2012 increased 0.3 percentage points to 39.6 percent compared to 39.3 percent for the same period last year. Consolidated gross profit margin as a percentage of net sales revenue for the nine months ended November 30, 2012 increased 0.2 percentage points to 40.2 percent compared to 40.0 percent for the same period last year. In the third fiscal quarter and for the fiscal year-to-date, our consolidated gross profit margin continued to be unfavorably impacted by the combined effects of foreign currency exchange rates on net sales revenue and general product cost increases across all segments. These unfavorable impacts were offset by the PUR water filtration acquisition, which has favorably impacted consolidated gross profit margins.

Our product sourcing mix is heavily dependent on imports from China. China s currency is no longer pegged solely to the U.S. dollar. As a result, we believe China s currency may continue to appreciate against the U.S. Dollar in the short-to-intermediate-term, resulting in increased product costs over time. Furthermore, if increases in the underlying costs of labor and commodities in China continue, we expect that they would also result in future increases in our product costs.

Selling, general and administrative expense:

SG&A increased 0.1 percentage point to 27.1 percent of net sales revenue for the three month period ended November 30, 2012, compared to 27.0 percent for the same period last year. SG&A increased 0.3 percentage points to 28.8 percent of net sales revenue for the nine month period ended November 30, 2012, compared to 28.5 percent for the same period last year.

The year-over-year increase in SG&A as a percentage of net sales revenue for the third fiscal quarter is primarily due to:

- Higher overall media advertising costs;
- Higher depreciation as a result of an upgrade of our Enterprise Resource Planning system;
- Higher amortization of intangible assets as a result of the PUR acquisition; and
- A product packaging litigation expense in our Healthcare / Home Environment segment.

The fiscal year-to-date increase in SG&A as a percentage of net sales revenue is primarily due to the factors listed above and the following:

- Transition service fees incurred through June 2012 in connection with the acquisition of the PUR business, which we did not incur last year; and

- Higher incentive compensation expense associated with a new performance bonus plan for our Chief Executive Officer.

Operating income by segment:

The following table sets forth, for the periods indicated, our operating income by segment as a year-over-year percentage change and as a percentage of net sales revenue for each segment and the Company overall:

OPERATING INCOME BY SEGMENT

(dollars in thousands)

	Three Months Ended November 30,		$ Change	% Change	% of Sales Revenue, net	
	2012	2011			**2012**	2011
Personal Care	**$ 21,802**	$ 17,292	$ 4,510	26.1%	**14.7%**	11.6%
Housewares	**13,927**	11,016	2,911	26.4%	**20.5%**	18.0%
Healthcare / Home Environment *	**11,323**	13,520	(2,197)	-16.3%	**7.2%**	10.5%
Total operating income	**$ 47,052**	$ 41,828	$ 5,224	12.5%	**12.6%**	12.3%

	Nine Months Ended November 30,		$ Change	% Change	% of Sales Revenue, net	
	2012	2011			**2012**	2011
Personal Care	**$ 45,562**	$ 48,299	$ (2,737)	-5.7%	**12.0%**	12.5%
Housewares	**37,282**	33,854	3,428	10.1%	**19.4%**	19.0%
Healthcare / Home Environment *	**26,197**	20,678	5,519	26.7%	**6.7%**	6.4%
Total operating income	**$ 109,041**	**$ 102,831**	$ 6,210	6.0%	**11.3%**	11.6%

* Includes three- and nine-months of PUR operating income in fiscal 2013

We compute operating income for each segment based on net sales revenue, less cost of goods sold and any SG&A associated with the segment. The SG&A used to compute each segment s operating income is comprised of SG&A directly associated with the segment, plus overhead expenses that are allocable to the segment. We make allocations of overhead between operating segments using a number of relevant allocation criteria, depending on the nature of the expense, the most significant of which are relative revenues, estimates of relative labor expenditures, headcount, and facilities square footage. In fiscal 2013, we began making certain additional cost allocations to the Healthcare / Home Environment segment that were not made in fiscal 2012. These additional allocations are costs of corporate and operating functions that are shared by the segments. In the past year, we have integrated certain of the segment s corporate and operating functions into consolidated corporate and shared operating functions. In fiscal 2012, the Healthcare / Home Environment segment did not utilize these corporate and shared operating functions as extensively as in fiscal 2013. For the three- and nine-month periods ended November 30, 2012, the allocation totaled $4.25 and $12.47 million, respectively, compared to $1.51 and $4.52 million, respectively, for the same periods last year.

The Personal Care segment s operating income increased $4.51 million, or 26.1 percent, for the three month period ended November 30, 2012 compared to the same period last year. The Personal Care segment s operating income decreased $2.74 million, or 5.7 percent, for the nine month period ended November 30, 2012 compared to the same period last year.

The increase for the third fiscal quarter is principally due to:

- Reduced media advertising expenditures;

- Reduced warehousing and distribution expenditures; and

- Favorable net foreign exchange gains, when compared with the same period last year.

The fiscal year-to-date decrease is principally due to:

- A difficult worldwide retail sales environment;

- Challenging macroeconomic conditions in Europe and Latin America;
- Increases in competitive trade promotional activities, including a major hair category launch by a significant competitor;
- Increased competition from competitors who are offering heavy promotional price discounts to capture market share;
- The impact of foreign currency fluctuations on U.S. Dollar reported net sales revenue;
- Increased air freight costs incurred early in the fiscal year to mitigate the impact of product availability issues due primarily to the closure of a supplier;
- Product cost increases across most product categories; and
- Higher depreciation as a result of an upgrade of our Enterprise Resource Planning system.

The Housewares segment s operating income increased $2.91 million, or 26.4 percent, for the three month period ended November 30, 2012 compared to the same period last year. The Housewares segment s operating income increased $3.43 million, or 10.1 percent, for the nine month period ended November 30, 2012 compared to the same period last year. Increases in operating income for the three- and nine-month periods were due to increases in net sales revenue as a result of higher volume, better sales mix and price increases, partially offset by overall cost of goods sold increases.

The Healthcare / Home Environment segment s operating income decreased $2.20 million, or 16.3 percent, for the three month period ended November 30, 2012 compared to the same period last year. The decrease in operating income is due to product packaging litigation costs and higher corporate and shared operating function cost allocations, partially offset by the incremental impact of the PUR acquisition. The Healthcare / Home Environment segment s operating income increased $5.52 million, or 26.7 percent, for the nine month period ended November 30, 2012 compared to the same period last year. The increase in operating income for the fiscal year-to-date was principally the result of the incremental impact of the PUR acquisition. This increase was partially offset by a reduction in net sales revenues in the core business due to lost shelf placement on certain key products as a result of competitive pricing pressures, and higher corporate and shared operating function cost allocations.

Interest expense:

Interest expense for the three- and nine-month periods ended November 30, 2012 was $3.23 and $9.67 million, respectively, compared to $2.96 and $9.65 million, respectively, for the same periods last year. Interest expense was slightly higher when compared to the same periods last year due to higher levels of short-term debt.

Income tax expense:

Income tax expense as a percentage of income before taxes for the three- and nine-month periods ended November 30, 2012 was 13.9 and 15.3 percent, respectively, compared to 15.8 and 12.7 percent, respectively, for the same periods last year. During fiscal years 2012 and 2013, our effective tax rates have been trending up primarily due to the acquisitions of Kaz and PUR, which increased the proportion of taxable income in higher tax rate jurisdictions relative to total taxable income.

FINANCIAL CONDITION, LIQUIDITY AND CAPITAL RESOURCES

Selected measures of our liquidity and capital resources for the nine month periods ended November 30, 2012 and 2011 are shown below:

SELECTED MEASURES OF OUR LIQUIDITY AND CAPITAL UTILIZATION

	Nine Months Ended November 30,	
	2012	2011
Accounts Receivable Turnover (Days) (1)	**62.7**	62.9
Inventory Turnover (Times) (1)	**2.7**	3.0
Working Capital *(in thousands)*	**$217,033**	$229,298
Current Ratio	**1.6 : 1**	1.7 : 1
Debt to Equity Ratio (2)	**35.8%**	32.5%
Return on Average Equity (1)	**13.7%**	14.9%

(1) Accounts receivable turnover, inventory turnover and return on average equity computations use 12-month trailing sales, cost of sales or net income components as required by the particular measure. The current and four prior quarters ending balances of accounts receivable, inventory and equity are used for the purposes of computing the average balance component as required by the particular measure.

(2) Debt is defined as all debt outstanding at the balance sheet date. This includes the sum of the following lines on our consolidated balance sheets: Revolving line of credit, Long-term debt, current maturities and Long-term debt, excluding current maturities.

Operating activities:

Operating activities provided $24.33 million of cash during the first nine months of fiscal 2013, compared to $56.17 million of cash provided during the same period in fiscal 2012. The decrease in operating cash flow was primarily due to higher levels of receivables and inventory, when compared to the same period last year.

Accounts receivable increased $62.84 million to $258.12 million as of November 30, 2012, compared to $195.28 million at the end of fiscal 2012. Accounts receivable turnover improved slightly to 62.7 days at November 30, 2012 from 62.9 days at November 30, 2011. This calculation is based on a rolling five quarter accounts receivable balance.

Inventories increased $60.15 million to $306.29 million as of November 30, 2012, compared to $246.14 million at the end of fiscal 2012. Inventory turnover was 2.7 times at November 30, 2012, compared to 3.0 times at November 30, 2011. Inventories as of November 30, 2012 increased $54.53 million, when compared to November 30, 2011. The increase is primarily due to the prior warm winter and mild cold and flu season s negative impacts on our Healthcare / Home Environment segment shipments, the purchase of PUR inventories during the second fiscal quarter and the early ordering and holding of inventory to help mitigate the potential impact on fourth fiscal quarter deliveries due to the Chinese New Year extended factory holidays.

Working capital was $217.03 million at November 30, 2012, compared to $229.30 million at November 30, 2011. Our current ratio decreased to 1.6:1 at November 30, 2012, compared to 1.7:1 at November 30, 2011.

Investing activities:

Investing activities used $5.64 million of cash during the nine month period ended November 30, 2012. Highlights of those activities follow:

- We spent $2.43 million on molds, tooling and other production equipment, $3.20 million on information technology infrastructure, $0.50 million to acquire a new trademark, $0.20 million on the development of new patents, and $0.08 million on other capital asset additions; and

- We received proceeds of $0.74 million on a note receivable associated with the fiscal 2012 sale of a land parcel in El Paso, Texas.

Financing activities:

Financing activities used $24.41 million of cash during the nine month period ended November 30, 2012. Highlights of those activities follow:

- We had draws of $184.95 million against our revolving credit agreement;

- We repaid $212.65 million drawn against our revolving credit agreement;

- We repaid $3.00 million of long-term debt;

- Employees exercised options to purchase 155,956 shares of common stock and purchased 19,302 shares of common stock through our employee stock purchase plan, providing $2.44 million of cash;

- We purchased and retired a total of 61,426 common shares on the open market at a total purchase price of $1.76 million; and

- Tax benefits associated with the exercise of options provided $4.97 million of cash.

Revolving Line of Credit Agreement and Other Debt Agreements:

We have a Credit Agreement (the Credit Agreement) with Bank of America, N.A., that provides for an unsecured total revolving commitment of up to $250.00 million. The commitment under the Credit Agreement terminates on December 30, 2015. Borrowings under the Credit Agreement accrue interest at a Base Rate plus a margin of 0.00 to 1.125 percent per annum based on the Leverage Ratio (as defined in the Credit Agreement) at the time of borrowing. The base rate is equal to the highest of the Federal Funds Rate (as defined in the Credit Agreement) plus 0.50 percent, Bank of America s prime rate or the one-month LIBOR rate plus 1.00 percent. Alternatively, if we elect, borrowings accrue interest based on the respective 1-, 2-, 3-, or 6-month LIBOR rate plus a margin of 1.00 to 2.125 percent per annum based upon the Leverage Ratio at the time of the borrowing. We also incur loan commitment fees and letter of credit fees under the Credit Agreement. Outstanding letters of credit reduce the borrowing availability under the Credit Agreement on a dollar-for-dollar basis. As of November 30, 2012, the revolving loan principal balance was $143.40 million and there were $0.43 million of open letters of credit outstanding against the Credit Agreement. For the three- and nine-month periods ended November 30, 2012, borrowings under the Credit Agreement incurred interest charges at rates ranging from 1.59 to 4.00 percent during both periods, respectively. As of November 30, 2012, the amount available for borrowings under the Credit Agreement was $106.17 million.

In addition to the Credit Agreement, at November 30, 2012, we had an aggregate principal balance of $175.00 million of Senior Notes with varying maturities due between January 2014 and January 2018 and interest rates ranging from 3.90 to 6.01 percent. Up to $75.00 million of the debt can be prepaid without penalty while $100.00 million of the debt is subject to a make-whole premium if repaid before maturity.

All of our debt is unconditionally guaranteed, on a joint and several basis, by the Company and certain of its subsidiaries. Our debt agreements require the maintenance of certain financial covenants, including maximum leverage ratios, minimum interest coverage ratios and minimum consolidated net worth levels (as each of these terms are defined in the various agreements). Our debt agreements also contain other customary covenants, including, among other things, covenants restricting or limiting the Company, except under certain conditions set forth therein, from (1) incurring debt, (2) incurring liens on its properties, (3) making certain types of investments, (4) selling certain assets or making other fundamental changes relating to mergers and consolidations, and (5) repurchasing shares of our common stock and paying dividends. Our debt agreements also contain customary events of default, including failure to pay principal or interest when due, among others. Our debt agreements are cross-defaulted to each other. Upon an event of default under our debt agreements, the holders or lenders may, among other things, accelerate the maturity of any amounts outstanding under our debt. Under the terms of our Credit Agreement, the commitments of the lenders to make loans to us are several and not joint. Accordingly, if any lender fails to make loans to us, our available liquidity could be reduced by an amount up to the aggregate amount of such lender s commitments under the facility.

The table below provides the formulas for certain key financial covenants as defined in our various debt agreements:

Applicable Financial Covenant	**Credit Agreement**	**$75 Million Floating Rate Senior Notes**	**$100 Million 3.90% Fixed Rate Senior Notes**
Minimum Consolidated Net Worth	$530 Million + 100% of Increase in Equity Due to Sale of Equity Interests After August 31, 2010 + 40% of Fiscal Quarter Net Earnings After August 31, 2010 (1)	$260 Million + 25% of Fiscal Quarter Net Earnings After February 29, 2004 (1)	$500 Million + 25% of Fiscal Quarter Net Earnings After August 31, 2010 (1)
Interest Coverage Ratio	EBIT (2) ÷ Interest Expense (2) Minimum Required: 3.00 to 1.00	None	EBIT (2) ÷ Interest Expense (2) Minimum Required: 2.50 to 1.00
Maximum Leverage Ratio	Total Current and Long Term Debt (3) ÷ [EBITDA (2) + Pro Forma Effect of Acquisitions] Maximum Allowed: 3:00 to 1:00	Total Current and Long Term Debt (3) ÷ Total Capitalization (3) Maximum Allowed: 55%	Total Current and Long Term Debt (3) ÷ [EBITDA (2) + Pro Forma Effect of Acquisitions] Maximum Allowed: 3:25 to 1:00

Key Definitions:

EBIT:	Earnings Before Non-Cash Charges, Interest Expense and Taxes
EBITDA:	EBIT + Depreciation and Amortization Expense + Share Based Compensation
Total Capitalization:	Total Current and Long Term Debt + Total Equity
Pro Forma Effect of Acquisitions:	For any acquisition, pre-acquisition EBITDA of the acquired business is included so that the EBITDA of the acquired business included in the computation equals its twelve month trailing total.

Notes:

(1) Excluding any fiscal quarter net losses.

(2) Computed using totals for the latest reported four consecutive fiscal quarters.

(3) Computed using the ending balances as of the latest reported fiscal quarter.

As of November 30, 2012, all our debt agreements effectively limited our ability to incur more than an estimated $249.12 million of additional debt from all sources, including draws on the Credit Agreement. We are currently in compliance with the terms of our debt agreements.

Contractual obligations and commercial commitments:

Our contractual obligations and commercial commitments at November 30, 2012, were:

PAYMENTS DUE BY PERIOD - TWELVE MONTHS ENDED NOVEMBER 30:

(in thousands)

	Total	2013 1 year	2014 2 years	2015 3 years	2016 4 years	2017 5 years	After 5 years
Term debt - fixed rate	$ 100,000	$ -	$ 20,000	$ 20,000	$ 20,000	$ 20,000	$ 20,000
Term debt - floating rate (1)	75,000	-	75,000	-	-	-	-
Long-term incentive plan payouts	7,945	3,327	2,141	1,938	539	-	-
Interest on fixed rate debt	12,155	3,900	3,211	2,431	1,651	871	91
Interest on floating rate debt (1)	7,212	4,570	2,642	-	-	-	-
Open purchase orders	190,767	190,767	-	-	-	-	-
Minimum royalty payments	91,888	14,485	12,890	12,989	10,135	9,831	31,558
Advertising and promotional	66,118	10,269	5,847	5,988	5,626	5,772	32,616
Operating leases	21,670	6,328	5,637	5,125	2,028	1,253	1,299
Capital spending commitments	1,172	1,172	-	-	-	-	-
Total contractual obligations (2)	$ 573,927	$ 234,818	$ 127,368	$ 48,471	$ 39,979	$ 37,727	$ 85,564

(1) The Company uses an interest rate hedge agreement (the swap), in conjunction with its unsecured, floating interest rate, $75.00 million Senior Notes due June 2014. The swap hedges the variable LIBOR rates used to reset the floating rates on these Senior Notes. The swap effectively fixes the interest rates on the Senior Notes due June 2014 at 6.01 percent.

(2) In addition to the contractual obligations and commercial commitments in the table above, as of November 30, 2012, we have recorded a provision for our uncertain tax positions of $16.16 million. We are unable to reliably estimate the timing of future payments, if any, related to uncertain tax positions. Therefore, we have excluded these tax liabilities from the table above.

During fiscal 2012, we entered into an Amended and Restated Employment Agreement with Gerald J. Rubin, our Chief Executive Officer and President (the Revised Employment Agreement) and adopted the Helen of Troy Limited 2011 Annual Incentive Plan (the 2011 Bonus Plan). The 2011 Bonus Plan was approved by our shareholders at our Annual General Meeting held on October 11, 2011. The base and incentive compensation provisions of the Revised Employment Agreement are effective for fiscal years 2013 through 2015, subject to earlier termination by either party. Substantially all of Mr. Rubin s compensation pursuant to the Revised Employment Agreement is performance-based and contingent upon our achievement of specified performance goals. Pursuant to the Revised Employment Agreement, Mr. Rubin received a grant of 700,000 restricted stock units (the Performance RSUs), which may be earned in tranches based on the Company s achievement of specified performance goals for fiscal years 2013, 2014 and 2015. Any earned Performance RSUs are subject to additional time-based vesting requirements. Up to 100,000 and 200,000 Performance RSUs may be earned based on the Company s achievement of the specified performance goals for fiscal years 2013 and 2014, respectively. With respect to fiscal 2015, up to 700,000 Performance RSUs (less the number of Performance RSUs previously earned, if any) may be earned based on the Company s achievement of either the specified performance goal for fiscal year 2015 or the three year average performance goal for the three fiscal years 2013 through 2015. A portion of any Performance RSUs earned in fiscal 2013 and 2014 will be subject to annual vesting requirements through fiscal 2015. The Performance RSUs had a fair value at the date of grant of $32.88 per share for a grant date fair value of $23.02 million. Compensation expense associated with Performance RSUs is equal to the market value of our common stock on the date of the grant multiplied by the number of Performance RSUs vesting during any given period. Expense for each tranche must be estimated until earned, subject to a probability assessment of achieving the performance criteria specified for the tranche. We are recording the expense for each tranche over the related service periods.

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Mr. Rubin is also eligible to receive an annual bonus, subject to the achievement of specified performance goals. Any such bonus that is earned and payable will be paid two-thirds in the form of cash or cash equivalents up to a maximum of $10.00 million. The remainder will be paid in the form of restricted stock. Any restricted stock granted will vest, with respect to annual bonuses for fiscal years 2013 and 2014, on February 28, 2015, and with respect to annual bonus for fiscal year 2015, on the date the Company certifies that the performance goals have been achieved. Additionally, under the Revised Employment Agreement, three life insurance policies and the obligation to pay the associated premiums will be transferred to Mr. Rubin over the term of the agreement subject to the Company meeting certain performance conditions. The amount of the value of the transfer of each of the three life insurance policies (based on cash surrender values) is capped at $3.00, $4.00 and $7.00 million, respectively.

We currently expect Mr. Rubin to achieve certain performance goals for fiscal 2013 and the accompanying consolidated condensed financial statements include estimated accruals for his annual bonus, life insurance bonus and Performance RSUs, under the revised agreements. Accordingly, through the nine months ended November 30, 2012, we have accrued $11.41 million of expense to be settled as follows: $7.50 million in cash and $1.47 million of restricted stock for the annual bonus, $1.62 million in life insurance policy value and $0.82 million of Performance RSUs.

At this time we are unable to predict with a reasonable degree of certainty whether Mr. Rubin will achieve the performance goals for fiscal years 2014 and 2015. To the extent these performance goals are achieved (in full or in part), the resulting incentive compensation expense could have a significant impact upon future SG&A and net income.

Off-balance sheet arrangements:

We have no existing activities involving special purpose entities or off-balance sheet financing.

Current and future capital needs:

Based on our current financial condition and current operations, we believe that cash flows from operations and available financing sources will continue to provide sufficient capital resources to fund our foreseeable short- and long-term liquidity requirements. We expect our capital needs to stem primarily from the need to purchase sufficient levels of inventory and to carry normal levels of accounts receivable on our balance sheet. In addition, we continue to evaluate acquisition opportunities on a regular basis and may augment our internal growth with acquisitions of complementary businesses or product lines. We may finance acquisition activity with available cash, the issuance of common stock, additional debt, or other sources of financing, depending upon the size and nature of any such transaction and the status of the capital markets at the time of such acquisition.

In addition to repurchases of shares associated with the net settlement of director and employee stock options, the Company may elect to repurchase additional common stock from time to time based upon its assessment of its liquidity position and market conditions at the time, and subject to limitations contained in its debt agreements. For additional information, see Part II, Item 2. Unregistered Sales of Equity Securities and Use of Proceeds in this report.

CRITICAL ACCOUNTING POLICIES

The SEC defines critical accounting policies as those that are both most important to the portrayal of a company s financial condition and results, and require management s most difficult, subjective or complex judgments, often as a result of the need to make estimates about the effect of matters that are inherently uncertain. For a discussion of our critical accounting policies, see Part II, Item 7. Management s Discussion and Analysis of Financial Condition and Results of Operations , under the heading Critical Accounting Policies in our annual report on Form 10-K for the year ended February 29, 2012. There have been no material changes to the Company s critical accounting policies from the information provided in our annual report on Form 10-K.

NEW ACCOUNTING PRONOUNCEMENTS

See Note 2 New Accounting Pronouncements, to the accompanying consolidated condensed financial statements of this report, for a discussion of the status and potential impact of new accounting pronouncements.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Changes in currency exchange rates and interest rates are our primary financial market risks.

Foreign currency risk:

Our functional currency is the U.S. Dollar. By operating internationally, we are subject to foreign currency risk from transactions denominated in currencies other than the U.S. Dollar (foreign currencies). Such transactions include sales, certain inventory purchases and operating expenses. As a result of such transactions, portions of our cash, trade accounts receivable and trade accounts payable are denominated in foreign currencies. During the three- and nine-month periods ended November 30, 2012 approximately 18 and 17 percent, respectively, of our net sales revenue was in foreign currencies. During the three- and nine-month periods ended November 30, 2011, approximately 20 and 19 percent, respectively, of our net sales revenue was in foreign currencies. In each of the periods, sales were primarily denominated in British Pounds, Euros, Mexican Pesos, Canadian Dollars, Japanese Yen, Australian Dollars, Chilean Pesos, Peruvian Soles, and Venezuelan Bolivares Fuertes. We make most of our inventory purchases from the Far East and use the U.S. Dollar for such purchases. In our consolidated condensed statements of income, exchange gains and losses resulting from the remeasurement of foreign taxes receivable, taxes payable, deferred tax assets, and deferred tax liabilities are recognized in their respective income tax expense lines, and all other foreign exchange gains and losses from remeasurement are recognized in SG&A.

A significant portion of the products we sell are purchased from third-party manufacturers in China. During fiscal 2012 and 2011, the Chinese Renminbi appreciated against the U.S. Dollar approximately 4 percent each period. For the current fiscal year-to-date, the Renminbi s value against the U.S. Dollar has remained relatively stable. To the extent the Chinese Renminbi appreciates with respect to the U.S. Dollar in the future, the Company may experience cost increases on such purchases, and this can adversely impact profitability. China s currency intervention strategy with respect to the U.S. Dollar continues to evolve. Future interventions by China may result in further currency appreciation and increase our product costs over time.

We identify foreign currency risk by regularly monitoring our foreign currency-denominated transactions and balances. Where operating conditions permit, we reduce foreign currency risk by purchasing most of our inventory with U.S. Dollars and by converting cash balances denominated in foreign currencies to U.S. Dollars.

We have historically hedged against certain foreign currency exchange rate risk by using a series of forward contracts designated as cash flow hedges to protect against the foreign currency exchange risk inherent in our forecasted transactions denominated in currencies other than the U.S. Dollar. In these transactions, we execute a forward currency contract that will settle at the end of a forecasted period. Because the size and terms of the forward contract are designed so that its fair market value will move in the opposite direction and approximate magnitude of the underlying foreign currency s forecasted exchange gain or loss during the forecasted period, a hedging relationship is created. To the extent that we forecast the expected foreign currency cash flows from the period we enter into the forward contract until the date it will settle with reasonable accuracy, we significantly lower or materially eliminate a particular currency s exchange risk exposure over the life of the related forward contract. We enter into these types of agreements where we believe we have meaningful exposure to foreign currency exchange risk and the hedge pricing appears reasonable. It is not practical for us to hedge all our exposures, nor are we able to project in any meaningful way, the possible effect and interplay of all foreign currency fluctuations on translated amounts or future earnings. This is due to our constantly changing exposure to various currencies, the fact that each foreign currency reacts differently to the U.S. Dollar and the significant number of currencies involved. Accordingly, we will always be subject to foreign exchange rate-risk on exposures we have not hedged, and these risks may be material. We do not enter into any forward exchange contracts or similar instruments for trading or other speculative purposes. We expect that as currency market conditions warrant, and our foreign denominated transaction exposure grows, we will continue to execute additional contracts in order to hedge against certain potential foreign exchange losses.

Interest rate risk:

Interest on our outstanding debt as of November 30, 2012 is both floating and fixed. Fixed rates are in place on $100.00 million of Senior Notes due January 2018 at 3.90 percent and floating rates are in place on $143.40 million in advances against our Credit Agreement and $75.00 million of Senior Notes due June 2014. If short-term interest rates increase, we will incur higher interest rates on any outstanding balances under the Credit Agreement. The floating rate Senior Notes due June 2014 reset as described in Note 10 to the accompanying consolidated condensed financial statements, and have been effectively converted to fixed rate debt using an interest rate swap, as described below.

Our levels of debt, certain additional draws against the Credit Agreement (whose interest rates can vary with the term of each draw) and the uncertainty regarding the level of future interest rates increase our risk profile. We manage our floating rate debt using an interest rate swap. As of November 30, 2012, the swap converted an aggregate notional principal amount of $75.00 million from floating interest rate payments under our Senior Notes due June 2014 to fixed interest rate payments at 6.01 percent. In the swap transaction, we maintain contracts to pay fixed rates of interest on an aggregate notional principal amount of $75.00 million at a rate of 5.11 percent on our Senior Notes due June 2014, while simultaneously receiving floating rate interest payments set at 0.36 percent as of November 30, 2012 on the same notional amounts. The fixed rate side of the swap will not change over its life. The floating rate payments are reset quarterly based on three-month LIBOR. The resets are concurrent with the interest payments made on the underlying debt. Changes in the spread between the fixed rate payment side of the swap and the floating rate receipt side of the swap offset 100 percent of the change in any period of the underlying debt s floating rate payments. The swap is used to reduce our risk of increased interest costs; however, when interest rates drop significantly below the swap rate, we lose the benefit that our floating rate debt would provide if not managed with a swap. The swap is considered 100 percent effective.

In addition, beginning in August 2012, we entered into a series of foreign currency swaps. The currently outstanding foreign currency swaps mature in December 2012. The foreign currency swaps are accounted for as cash flow hedges.

The fair values of our various derivative instruments are as follows:

FAIR VALUES OF DERIVATIVE INSTRUMENTS

(in thousands)

November 30, 2012

Designated as hedging instruments	**Hedge Type**	**Final Settlement Date**		**Notional Amount**		**Accrued Expenses and Other Current Liabilities**		**Other Liabilities, Noncurrent**
Foreign currency contracts - sell Canadian	Cash flow	12/2012	$	3,000	$	75	$	-
Foreign currency contracts - sell Euro	Cash flow	2/2013		4,500		232		-
Foreign currency contracts - sell Pounds	Cash flow	2/2013	£	3,000		51		-
Foreign currency swaps - buy Canadian	Cash flow	12/2012	$	1,500		23		-
Interest rate swap	Cash flow	6/2014	$	75,000		3,023		2,673
Total fair value					$	3,404	$	2,673

February 29, 2012

Accrued Expenses

Designated as hedging instruments	**Hedge Type**	**Final Settlement Date**		**Notional Amount**		**and Other Current Liabilities**		**Other Liabilities, Noncurrent**
Foreign currency contracts - sell Canadian	Cash flow	12/2012	$	7,000	$	163	$	-
Interest rate swap	Cash flow	6/2014	$	75,000		3,531		5,022
Total fair value					$	3,694	$	5,022

Counterparty credit risk:

Financial instruments, including foreign currency contracts, foreign currency swaps and interest rate swaps, expose us to counterparty credit risk for nonperformance. We manage our exposure to counterparty credit risk by only dealing with counterparties who are substantial international financial institutions with significant experience using such derivative instruments. Although our theoretical credit risk is the replacement cost at the then-estimated fair value of these instruments, we believe that the risk of incurring credit risk losses is remote.

INFORMATION REGARDING FORWARD-LOOKING STATEMENTS

Certain written and oral statements made by our Company and subsidiaries of our Company may constitute forward-looking statements as defined under the Private Securities Litigation Reform Act of 1995. This includes statements made in this report, in other filings with the Securities and Exchange Commission (SEC), in press releases, and in certain other oral and written presentations. Generally, the words anticipates , believes , expects , plans , may , will , should , seeks , estimates , project , predict , potential , continue , intend identify forward-looking statements. All statements that address operating results, events or developments that we expect or anticipate will occur in the future, including statements related to sales, earnings per share results and statements expressing general expectations about future operating results, are forward-looking statements and are based upon our current expectations and various assumptions. We believe there is a reasonable basis for our expectations and assumptions, but there can be no assurance that we will realize our expectations or that our assumptions will prove correct. Forward-looking statements are subject to risks that could cause them to differ materially from actual results. Accordingly, we caution readers not to place undue reliance on forward-looking statements. We believe that these risks include, but are not limited to, the risks described in Part 1, Item 1A. Risk Factors of our annual report on Form 10-K for the year ended February 29, 2012 and risks otherwise described from time to time in our SEC reports as filed. Such risks, uncertainties and other important factors include, among others:

- the departure and recruitment of key personnel;

- our ability to deliver products to our customers in a timely manner and according to their fulfillment standards;

- our geographic concentration of certain U.S. distribution facilities, which at certain times operate at or near capacity, increases our exposure to significant shipping disruptions and added shipping and storage costs;

- our projections of product demand, sales and net income (including the Company s guidance for PUR net sales revenue and the expectation that the acquisition will be accretive) are highly subjective in nature and future sales and net income could vary in a material amount from such projections;

- expectations regarding the acquisition of Kaz, PUR and any other future acquisitions, including our ability to realize anticipated cost savings, synergies and other benefits along with our ability to effectively integrate acquired businesses;

- our relationship with key customers and licensors;

- the costs of complying with the business demands and requirements of large sophisticated customers;

- our dependence on foreign sources of supply and foreign manufacturing, and associated operational risks including but not limited to long lead times, consistent local labor availability and capacity, and timely availability of sufficient shipping carrier capacity;

- the impact of changing costs of raw materials and energy on cost of goods sold and certain operating expenses;
- circumstances which may contribute to future impairment of goodwill, intangible or other long-lived assets;
- the risks associated with the use of trademarks licensed from and to third parties;
- our dependence on the strength of retail economies and vulnerabilities to a prolonged economic downturn;
- our ability to develop and introduce a continuing stream of new products to meet changing consumer preferences;
- disruptions in U.S., European and other international credit markets;
- foreign currency exchange rate fluctuations;
- trade barriers, exchange controls, expropriations, and other risks associated with foreign operations;

- our leverage and the constraints it may impose on our ability to manage our cash resources and operate our business;
- the costs, complexity and challenges of upgrading and managing our global information systems;
- the risks associated with information security breaches;
- the risks associated with tax audits and related disputes with taxing authorities;
- the risks of potential changes in laws, including tax laws and the complexities of compliance with such laws; and
- our ability to continue to avoid classification as a controlled foreign corporation.

We undertake no obligation to publicly update or revise any forward-looking statements as a result of new information, future events or otherwise.

ITEM 4. CONTROLS AND PROCEDURES

DISCLOSURE CONTROLS AND PROCEDURES

Our management, under the supervision and with the participation of our Chief Executive Officer (CEO) and Chief Financial Officer (CFO), maintains disclosure controls and procedures as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934 (the Exchange Act) that are designed to provide reasonable assurance that information required to be disclosed in the reports that we file or submit under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in the SEC s rules and forms, and that such information is accumulated and communicated to management, including the CEO and CFO, as appropriate to allow timely decisions regarding required disclosures. Because of inherent limitations, disclosure controls and procedures, no matter how well designed and operated, can provide only reasonable, and not absolute, assurance that the objectives of disclosure controls and procedures are met.

Our management, including our CEO and CFO, has evaluated the effectiveness of our disclosure controls and procedures as of the end of the fiscal quarter ended November 30, 2012. Based upon that evaluation, the CEO and CFO concluded that our disclosure controls and procedures were effective at a reasonable level of assurance as of November 30, 2012, the end of the period covered by this quarterly report on Form 10-Q.

CHANGES IN INTERNAL CONTROL OVER FINANCIAL REPORTING

In connection with the evaluation described above, we identified no change in our internal control over financial reporting as defined in Rule 13a-15(f) of the Exchange Act that occurred during our fiscal quarter ended November 30, 2012, that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

We are involved in various legal claims and proceedings in the normal course of operations. We believe the outcome of these matters will not have a material adverse effect on our consolidated financial position, results of operations or liquidity.

ITEM 1A. RISK FACTORS

The ownership of our common stock involves a number of risks and uncertainties. When evaluating the Company and our business before making an investment decision regarding our securities, potential investors should carefully consider the risk factors and uncertainties described in Part 1, Item 1A. Risk Factors of our annual report on Form 10-K for the fiscal year ended February 29, 2012. Since the filing of our annual report on Form 10-K, there have been no material changes in our risk factors from those disclosed therein.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

On October 11, 2011, our Board of Directors approved a resolution to add 3,000,000 shares to the then-existing shares of common stock authorized for repurchase in open market or through private transactions. On October 31, 2011, our Board of Directors approved a resolution to extend our existing repurchase program through October 31, 2014. Under this program, as of November 30, 2012, we are authorized by our Board of Directors to purchase up to 2,958,137 shares of common stock in the open market or through private transactions. Our current equity compensation plans include provisions that allow for the net exercise of stock options by all plan participants. In a net exercise, any required payroll taxes, federal withholding taxes and exercise price of the shares due from the option holder can be paid for by having the option holder tender back to the Company a number of shares at fair value equal to the amounts due. Net exercises are accounted for by the Company as a purchase and retirement of shares.

During the three month period ended November 30, 2012, we repurchased and retired a total of 61,426 common shares on the open market at a total purchase price of $1.76 million and an average purchase price of $28.64. Also during this period, employees tendered 1,752 shares of common stock having an aggregate market value of $0.06 million, or an average of $33.18 per share, as payment for the exercise price arising from the exercise of options. We accounted for these tenders as a purchase and retirement of the shares. The following schedule sets forth the combined purchase activity from these transactions for the three month period ended November 30, 2012:

ISSUER PURCHASES OF EQUITY SECURITIES FOR THE THREE MONTHS ENDED NOVEMBER 30, 2012

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares	Maximum Number of Shares that May Yet Be

			Purchased as Part of Publicly Announced Plans or Programs	Purchased Under the Plans or Programs
September 1 through September 30, 2012	1,752	$33.18	1,752	3,019,563
October 1 through October 31, 2012	61,426	28.64	61,426	2,958,137
November 1 through November 30, 2012	-	-	-	2,958,137
Total	63,178	$28.77	63,178	

ITEM 6. EXHIBITS

(a) Exhibits

31.1*	Certification of the Chief Executive Officer required by Rule 13a-14(a) or Rule 15d-14(a) pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2*	Certification of the Chief Financial Officer required by Rule 13a-14(a) or Rule 15d-14(a) pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32**	Joint certification of the Chief Executive Officer and the Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS**	XBRL Instance Document
101.SCH**	XBRL Taxonomy Extension Schema
101.CAL**	XBRL Taxonomy Extension Calculation Linkbase
101.DEF**	XBRL Taxonomy Extension Definition Linkbase
101.LAB**	XBRL Taxonomy Extension Label Linkbase
101.PRE**	XBRL Taxonomy Extension Presentation Linkbase

* Filed herewith.

** Furnished herewith. With respect to Exhibit 101, as provided by Rule 406T of Regulation S-T, this information is furnished and not filed for purposes of Sections 11 and 12 of the Securities Act of 1933 and Section 18 of the Securities Exchange Act of 1934.

SIGNATURES

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

	HELEN OF TROY LIMITED (Registrant)
Date: January 9, 2013	/s/ Gerald J. Rubin Gerald J. Rubin Chairman of the Board, Chief Executive Officer, President, Director and Principal Executive Officer
Date: January 9, 2013	/s/ Thomas J. Benson Thomas J. Benson Senior Vice President and Chief Financial Officer
Date: January 9, 2013	/s/ Richard J. Oppenheim Richard J. Oppenheim Financial Controller and Principal Accounting Officer

Index to Exhibits

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