

HELEN OF TROY LTD  
Form 8-K  
October 13, 2016

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

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

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

Date of report (Date of earliest event reported): **October 6, 2016**

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**HELEN OF TROY LIMITED**

(Exact name of registrant as specified in its charter)

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Commission File Number: **001-14669**

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

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

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**CLARENDON HOUSE  
2 CHURCH STREET  
HAMILTON, BERMUDA**  
(Business address of registrant)

**ONE HELEN OF TROY PLAZA  
EL PASO, TEXAS 79912**  
(United States mailing address of registrant and zip code)

**915-225-8000**  
(Registrant's telephone number, including area code)

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

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 2.02 Results of Operation and Financial Condition.**

On October 6, 2016, Helen of Troy Limited (the Company) issued a press release announcing the results for the second fiscal quarter and six months ended August 31, 2016. Additionally, on October 6, 2016, the Company held a conference call discussing its results for the same period mentioned above. With this Form 8-K, we are furnishing copies of the press release (attached hereto as Exhibit 99.1) and the text of the conference call (attached hereto as Exhibit 99.2). The press release and copy of the text of this conference call are also provided on the Investor Relations Page of our website at: <http://www.hotus.com>. The information contained on this website is not included as a part of, or incorporated by reference into, this report.

The Company desires to avail itself of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995 (the Act) and is including this cautionary statement for the express purpose of availing itself of the protection afforded by the Act. The accompanying press release and conference call transcript contain certain forward-looking statements, which are subject to change. Any or all of the forward-looking statements may turn out to be wrong. They can be affected by inaccurate assumptions or by known or unknown risks and uncertainties. Many of these factors will be important in determining the Company's actual future results. Consequently, no forward-looking statement can be guaranteed. Actual future results may vary materially from those expressed or implied in any forward-looking statements. The forward-looking statements are qualified in their entirety by a number of risks that could cause actual results to differ materially from historical or anticipated results. Generally, the words anticipates, estimates, believes, expects, plans, may, will, should, seeks, project, predict, intends, and other similar words identify forward-looking statements. The Company cautions readers not to place undue reliance on forward-looking statements. The Company intends its forward-looking statements to speak only as of the time of such statements, and does not undertake to update or revise them as more information becomes available. The forward-looking statements contained in this press release should be read in conjunction with, and are subject to and qualified by, the risks described in the Company's Form 10-K for the year ended February 29, 2016 and in our other filings with the SEC. Investors are urged to refer to the risk factors referred to above for a description of these risks, which include, among others: the Company's ability to deliver products to our customers in a timely manner and according to their fulfillment standards; the Company's relationship with key customers and licensors; the costs of complying with the business demands and requirements of large sophisticated customers; our dependence on the strength of retail economies and vulnerabilities to any prolonged economic downturn; the retention and recruitment of key personnel; expectations regarding our recent and future acquisitions, including our ability to realize anticipated cost savings, synergies and other benefits along with our ability to effectively integrate acquired businesses; foreign currency exchange rate fluctuations; disruptions in U.S., U.K., Euro zone, Venezuela, and other international credit markets; risks associated with weather conditions, the duration and severity of the cold and flu season and other related factors; the Company's dependence on foreign sources of supply and foreign manufacturing, and associated operational risks including, but not limited, long lead times, consistent local labor availability and capacity, and timely availability of sufficient shipping carrier capacity; risks to the Nutritional Supplements segment associated with the availability, purity and integrity of materials used in the manufacture of vitamins, minerals and supplements; the impact of changing costs of raw materials, labor and energy on cost of goods sold and certain operating expenses; the Company's geographic concentration and peak season capacity of certain U.S. distribution facilities increases our exposure to significant shipping disruptions and added shipping and storage costs; the Company's projections of product demand, sales, and net income are highly subjective in nature and future sales and net income could vary in a material amount from such projections; 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; the Company's ability to develop and introduce a continuing stream of new products to meet changing consumer preferences; increased product liability and reputational risks associated with the formulation and distribution of vitamins, minerals and supplements; the risks associated with adverse publicity and negative public perception regarding the use of vitamins, minerals and supplements; trade barriers, exchange controls, expropriations, and other risks associated with foreign operations; the Company's debt leverage and the constraints it may impose on our cash resources and ability to operate our business; the costs, complexity and challenges of upgrading and managing our global information systems; the risks associated with information security breaches; the increased complexity of compliance with a number of new government regulations as a result of adding vitamins, minerals and supplements to the Company's portfolio of products; the risks associated with product recalls, product liability, other claims, and related litigation against us; the risks associated with tax audits and related disputes with taxing authorities; the risk of potential changes in laws, including tax laws, health insurance laws and regulations related to conflict minerals along with the costs and complexities of compliance with such laws; and the Company's ability to continue to avoid classification as a controlled foreign corporation.

The press release and copy of the text of this conference call include or refer to certain information that the Company believes is non-GAAP Financial Information as contemplated by SEC Regulation G, Rule 100. The press release contains tables that reconcile these measures to their corresponding GAAP based measures presented in the Company's Consolidated Statements of Income. The material limitation associated with the use of the non-GAAP financial measures is that the non-GAAP measures do not reflect the full economic impact of the Company's activities. These non-GAAP measures are not prepared in accordance with GAAP, are not an alternative to GAAP financial information, and may be calculated differently than non-GAAP financial information disclosed by other companies. Accordingly, undue reliance should not be placed on non-GAAP information.

The information in this Item 2.02 of this Form 8-K and Exhibits 99.1 and 99.2 attached hereto shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 or any proxy statement or report or other document we may file with the SEC, regardless of any general incorporation language in any such filing, except as shall be expressly set forth by specific reference in such filing.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<b>Exhibit Number</b>		<b>Description</b>
99.1		Press Release, dated October 6, 2016
99.2		Text of conference call held October 6, 2016

**Signatures**

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

**HELEN OF TROY LIMITED**

Date: October 13, 2016

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

**Index to Exhibits**

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