

HELEN OF TROY LTD  
Form 8-K  
August 31, 2012

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

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

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

Date of report (Date of earliest event reported): **August 28, 2012**

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**HELEN OF TROY LIMITED**

(Exact name of registrant as specified in its charter)

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Commission File Number: **001-14669**

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

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

**CLARENDON HOUSE**

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**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:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.07 Submission of Matters to a Vote of Security Holders.**

On August 28, 2012, Helen of Troy Limited (the "Company") held its Annual General Meeting of Shareholders (the "Annual Meeting"). The following proposals were submitted to a vote of the shareholders of the Company at the Annual Meeting:

1. Setting of the number of director positions at seven and the election of the seven nominees to the Company's Board of Directors.
2. An advisory vote on the Company's executive compensation.
3. Ratification of the appointment of Grant Thornton LLP as the Company's auditor and independent registered public accounting firm and the authorization of the Company's Audit Committee of the Board of Directors to set the auditor's remuneration.

***Board of Director Election Results***

The shareholders of the Company elected all of the Company's seven nominees for director. The votes for each director were as follows:

| <b>Name:</b>        | <b>For</b> | <b>Withheld</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|---------------------|------------|-----------------|----------------|-------------------------|
| Gary B. Abromovitz  | 26,006,355 | 1,587,060       | 40,723         | 2,634,020               |
| John B. Butterworth | 27,514,212 | 80,884          | 39,042         | 2,634,020               |
| Timothy F. Meeker   | 27,435,286 | 160,331         | 38,521         | 2,634,020               |
| Gerald J. Rubin     | 26,193,274 | 1,399,701       | 41,163         | 2,634,020               |
| William F. Susetka  | 27,442,874 | 151,342         | 39,922         | 2,634,020               |
| Adolpho R. Telles   | 27,225,367 | 366,358         | 42,413         | 2,634,020               |
| Darren G. Woody     | 27,434,785 | 159,199         | 40,154         | 2,634,020               |

***Advisory Vote to Approve the Compensation of our Named Executive Officers***

The shareholders of the Company approved the compensation of our named executive officers. The votes were cast as follows:

| <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|------------|----------------|----------------|-------------------------|
| 25,609,696 | 1,952,507      | 71,935         | 2,634,020               |

***Ratification of Grant Thornton LLP as the Company's Independent Registered Public Accounting Firm***

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Grant Thornton LLP was ratified to serve as the Company's auditor and independent registered public accounting firm and the Company's Audit Committee of the Board of Directors was authorized to set the auditor's remuneration. The votes were cast as follows:

| For        | Against | Abstain |
|------------|---------|---------|
| 30,200,892 | 39,961  | 27,305  |

**Signatures**

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

**HELEN OF TROY LIMITED**

Date: August 31, 2012

/s/ Thomas J. Benson  
Thomas J. Benson  
Senior Vice President and Chief Financial Officer