

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**

HELEN OF TROY LIMITED

(Exact name of registrant as specified in its charter)

Commission File Number: **001-14669**

Bermuda
(State or other jurisdiction of
incorporation or organization)

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

CLARENDON HOUSE

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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:

| Name: | For | Withheld | Abstain | Broker Non-Votes |
|---------------------|------------|-----------------|----------------|-------------------------|
| 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:

| For | Against | Abstain | Broker Non-Votes |
|------------|----------------|----------------|-------------------------|
| 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