

HELEN OF TROY LTD  
Form 8-K  
August 30, 2013

**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 27, 2013**

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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 27, 2013, 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 Company's seven nominees for director were each elected to serve a one-year term. The votes for each director were as follows:

<b>Name:</b>	<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
Gary B. Abromovitz	23,627,712	4,566,799	12,648	2,379,739
John B. Butterworth	26,996,228	1,198,120	12,811	2,379,739
Timothy F. Meeker	24,863,790	3,330,876	12,493	2,379,739
Gerald J. Rubin	26,756,555	1,436,633	13,971	2,379,739
William F. Susetka	24,862,363	3,332,176	12,620	2,379,739
Adolpho R. Telles	28,131,867	62,282	13,010	2,379,739
Darren G. Woody	24,862,497	3,332,042	12,620	2,379,739

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

The proposal to approve, on a non-binding advisory basis, the compensation of the Company's named executive officers was not approved, having received the following votes:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
3,444,818	24,460,010	302,331	2,379,739

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

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

<b>For</b>	<b>Against</b>	<b>Abstain</b>
30,528,409	27,765	30,724

**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 30, 2013

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