RAFF BERYL Form 4 December 06, 2018

# FORM 4

#### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB 3235-0287 Number:

**OMB APPROVAL** 

January 31, Expires:

2005

0.5

Estimated average burden hours per

response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

per share

(Print or Type Responses)

1. Name and AcRAFF BERY	Symbol	2. Issuer Name <b>and</b> Ticker or Trading Symbol HELEN OF TROY LTD [HELE]				5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last)	(First) (Mi	iddle) 3. Date of	Earliest Tra	insaction					~)
1 HELEN O		(Month/Day/Year) 12/03/2018				X Director Officer (giv below)		Owner or (specify	
EL PASO, T	(Street) X 79912		dment, Dat h/Day/Year)	_			6. Individual or J Applicable Line) _X_ Form filed by Form filed by Person		erson
(City)	(State) (Z	Zip) Table	I - Non-De	erivative S	Securit	ties Acc	quired, Disposed o	of, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securi onAcquired Disposed (Instr. 3,	d (A) or d of (D)	)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common									
Shares, par value \$0.10	12/03/2018		A	121	A	( <u>1</u> ) ( <u>2</u> )	3,548	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. 5. TransactionNumber Code of (Instr. 8) Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		<b>S</b>		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Common share tax-offset right	<u>(2)</u>	12/03/2018		A	0 (2)	12/03/2018	12/03/2018	Common share tax-offset right	0 (2)
Common share tax-offset right	(2)	12/03/2018		X	0	12/03/2018	12/03/2018	Common share tax-offset right	0 (2)

#### **Reporting Owners**

Reporting Owner Name / Address	Relationships					
.r. g	Director	Director 10% Owner Of		Other		
RAFF BERYL 1 HELEN OF TROY PLAZA	X					
EL PASO, TX 79912	21					

## **Signatures**

Tessa N. Judge as Attorney-In-Fact for Beryl
B. Raff

\*\*Signature of Reporting Person

Date

## **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Grant of restricted stock, which vested immediately and is accompanied by a tax-offset right.
- (2) The accompanying tax-offset right entitles the reporting person to receive, upon vesting of the restricted stock, a cash amount to pay certain tax liabilities incurred in connection with the event.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 2