

HELEN OF TROY LTD  
Form 8-K  
September 02, 2010

**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 31, 2010**

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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 31, 2010, Helen of Troy Limited (the Company) held its 2010 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. The setting of the number of director positions at eight and the election of the eight nominees to the Company's Board of Directors.
2. The 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 eight nominees for director. The votes for each director were as follows:

<b>Name:</b>	<b>For</b>	<b>Withheld</b>	<b>Broker Non-Votes</b>
Gary B. Abromovitz	24,221,314	335,445	3,401,847
John B. Butterworth	24,508,248	48,511	3,401,847
Timothy F. Meeker	24,458,210	98,549	3,401,847
Gerald J. Rubin	24,108,501	448,258	3,401,847
Stanlee N. Rubin	22,754,277	1,802,482	3,401,847
William F. Susetka	24,456,469	100,290	3,401,847
Adolpho R. Telles	24,498,354	58,405	3,401,847
Darren G. Woody	24,458,282	98,477	3,401,847

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

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:

<b>For</b>	<b>Against</b>	<b>Abstain</b>
27,898,059	25,686	34,861

**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: September 2, 2010

/s/ Vincent D. Carson  
Vincent D. Carson  
Vice President, General Counsel and Secretary