

HELEN OF TROY LTD  
Form 8-K  
April 30, 2004

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

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**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): **April 29, 2004**

**HELEN OF TROY LIMITED**

(Exact Name of Registrant as Specified in its Charter)

**Bermuda**  
(State or Other Jurisdiction  
of Incorporation)

**001-14669**  
(Commission  
File Number)

**74-2692550**  
(IRS Employer  
Identification No.)

**Clarendon House  
Church Street  
Hamilton, Bermuda**  
(Business Address of Registrant)

**One Helen of Troy Plaza  
El Paso, Texas 79912**  
(United States Mailing Address of Registrant)

Registrant's telephone number, including area code: **(915) 225-8000**

**No Change**  
(Former Name or Former Address, if Changed Since Last Report)

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Item 5. Other Events and Required FD Disclosure.

Item 7. Financial Statements, Pro Forma Financial Information and Exhibits.

SIGNATURE

EXHIBIT INDEX

Acquisition Agreement

Press Release

Press Release

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**Item 5. Other Events and Required FD Disclosure.**

On April 30, 2004, Helen of Troy Limited (the Company) announced that it had entered into an Acquisition Agreement, dated April 29, 2004 (the Acquisition Agreement), with World Kitchen (GHC), LLC, WKI Holding Company, Inc., World Kitchen, Inc. (collectively, World Kitchen), and Helen of Troy Limited (Barbados) (HoT Barbados) pursuant to which HoT Barbados will purchase certain of the assets of World Kitchen's OXO International division (the Business) and assume certain of the liabilities relating to the Business for an aggregate purchase price of \$275 million, subject to adjustment based on the inventory of the Business on the closing date. The Company will guarantee HoT Barbados' obligations under the Acquisition Agreement. A copy of the Company's press release announcing this transaction and the signing of the Acquisition Agreement is attached as Exhibit 99.1 hereto and is incorporated herein by reference. The foregoing description is qualified in its entirety by reference to Exhibits 2.1 and 99.1 attached hereto.

On April 30, 2004, the Company announced that it had sold its 55% ownership interest in Tactica International, Inc. (Tactica) to the current operating management of Tactica. A copy of the Company's press release announcing this sale is attached as Exhibit 99.2 hereto and is incorporated herein by reference. The foregoing description is qualified in its entirety by reference to Exhibit 99.2 attached hereto.

**Item 7. Financial Statements, Pro Forma Financial Information and Exhibits.**

(c) Exhibits.

<b>Exhibit Number</b>	<b>Description</b>
2.1	Acquisition Agreement, dated April 29, 2004, by and among World Kitchen (GHC), LLC, WKI Holding Company, Inc., World Kitchen, Inc., Helen of Troy Limited (Barbados), and Helen of Troy Limited (Bermuda).
99.1	Press Release, dated April 30, 2004.
99.2	Press Release, dated April 30, 2004.

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**SIGNATURE**

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 thereunto duly authorized.

**HELEN OF TROY LIMITED**

Date: April 30, 2004

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

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