

**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: December 5, 2017 (Date of earliest event reported: November 29, 2017)

TCP INTERNATIONAL HOLDINGS LTD.

(Exact name of registrant as specified in its charter)

Switzerland
(State or other jurisdiction of
incorporation or organization)

1-36521
(Commission File Number)

Not Applicable
(I.R.S. Employer
Identification No.)

**Alte Steinhauserstrasse 1
6330 Cham, Switzerland**
(Address of principal executive offices)

(330) 995-6111
(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 (see General Instruction A.2. below):

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2). Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 2.04. Triggering Events That Accelerate or Increase a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement

On November 29, 2017, the Company received a notice of default and reservation of rights from its lender under that certain Amended and Restated Revolving Credit and Security Agreement dated September 29, 2016 (as amended, supplemented, restated or otherwise modified from time to time (the "Credit Agreement"). The events of default include (i) the failure to deliver the audited annual financial statements of the borrowers under the Credit Agreement for the fiscal years ended on or about December 31, 2015 and December 31, 2016, and (ii) a Change of Control (as defined in the Credit Agreement) as a result of the resignation of the Company's Chief Financial Officer.

The lender reserved all of the rights and remedies available to it under the Credit Agreement, any of the related documents, applicable law and otherwise, including the right to increase the rate of interest on the principal amount of the outstanding obligations under the Credit Agreement retroactive to the day on which the events of default occurred. To date, the Company has not received notice that the lenders have exercised any such rights or remedies.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

TCP INTERNATIONAL HOLDINGS LTD.

By: /s/ Brian Catlett

Brian Catlett
Chief Executive Officer

Date: December 5, 2017