

**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: August 10, 2016 (Date of earliest event reported: August 4, 2016)

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))

Item 5.02 Departure of Director or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(b) On August 4, 2016, K.R. “Kaj” den Daas, who currently serves as Chief Executive Officer of TCP International Holdings Ltd. (“TCP International”) and its subsidiary Technical Consumer Products, Inc. (“TCP” and, collectively with TCP International, the “Company”), informed the Company that he intends to resign from his employment with the Company for personal reasons, effective October 3, 2016. Consistent with the terms of his notice, Mr. den Daas’ last day of employment with the Company will be October 3, 2016 (the “Termination Date”).

Under the terms of the employment agreement entered into by and between TCP and Mr. den Daas on December 18, 2015 (the “Agreement”), Mr. den Daas’ resignation will be treated as a resignation from the Company without Good Reason (as defined in the Agreement). As a result, under the terms of the Agreement, Mr. den Daas will receive from the Company, to the extent permitted by applicable law, any (i) Base Salary (as defined in the Agreement) earned, but unpaid, (ii) payment for earned but unused vacation time, and (iii) business expenses incurred, but not yet reimbursed (in each case, only up to the Termination Date).

The Agreement imposes various restrictive covenants on Mr. den Daas, including non-competition, non-solicitation, non-disparagement and confidentiality covenants, which remain in effect in accordance with their terms. The non-competition and non-solicitation covenants prohibit Mr. den Daas from engaging in certain activities for a period of one year after he ceases to be employed by TCP.

The foregoing summary of the provisions of the Agreement applicable to Mr. den Daas’ resignation from his employment without Good Reason is qualified in its entirety by reference to the complete text of the Agreement, which is incorporated herein by reference and a copy of which was included as Exhibit 99.1 to the Current Report on Form 8-K filed by TCP International on December 22, 2015.

(c) The Board of Directors of the Company has named Brian Catlett, the Company’s current Chief Financial Officer and Treasurer, as interim Chief Executive Officer and Zachary Guzy, the Company’s current Global Corporate Controller, as interim Chief Financial Officer, each effective on October 3, 2016.

Mr. Catlett, age 54, has served as the Company’s Chief Financial Officer since January 2014 after serving as the Company’s Senior Vice President of Global Finance since 2012. For over 25 years, Mr. Catlett has served in various executive capacities including chief financial officer and managing partner of a private equity fund. From 2004 until 2012, Mr. Catlett was a partner in Consumer Innovation Partners, a consumer products private equity fund. Mr. Catlett holds a bachelor’s degree in Business Administration from the University of Iowa.

Mr. Guzy, age 40, has served as the Company’s Global Corporate Controller since June 2012. Before joining the Company, Mr. Guzy served in various capacities with The Lubrizol Corporation from 2008 to May 2012, including as a segment Finance Director and as Manager of External Financial Reporting. Prior to that, he was an audit manager for a global accounting firm. Mr. Guzy holds a bachelor’s degree in Accountancy from Miami University and is a certified public accountant.

There is no arrangement or understanding between Mr. Catlett or Mr. Guzy and any other person pursuant to which Mr. Catlett or Mr. Guzy was selected as an officer of the Company. Except as described herein, there are no existing or currently proposed transactions to which TCP International or any of its subsidiaries is a party and in which Mr. Catlett or Mr. Guzy has a direct or indirect material interest. There are no family relationships between Mr. Catlett or Mr. Guzy and any of the directors or officers of TCP International or any of its subsidiaries.

Item 7.01 Regulation FD.

On August 10, 2016, the Company issued a press release announcing the resignation of K.R. den Daas as Chief Executive Officer and the appointment of Brian Catlett, the Company’s Chief Financial Officer, as interim Chief Executive Officer and providing an update on its Audit Committee investigation. A copy of the press release is furnished as Exhibit 99.1 hereto and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

EXHIBIT INDEX	DESCRIPTION
99.1	Press release, dated August 10, 2016

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 Financial Officer and Treasurer

Date: August 10, 2016



TCP Announces Resignation of K.R. “Kaj” den Daas as CEO and Appointment of Brian Catlett as Interim CEO; Provides Update on Audit Committee Investigation

AURORA, Ohio - August 10, 2016 - TCP International Holdings Ltd. (NYSE: TCPI), a leading global manufacturer and distributor of energy efficient lighting technologies, today announced that Chief Executive Officer K.R. “Kaj” den Daas has resigned for personal reasons, effective October 3, 2016.

The Board of Directors named Brian Catlett, currently Chief Financial Officer, as interim CEO and Zachary Guzy, currently the Company’s Global Corporate Controller, as interim CFO, as of October 3. The Board will engage a national search firm to identify qualified candidates for the CEO position.

“We appreciate the stable leadership Kaj has provided during his tenure with TCP and thank him for his many efforts in building and maintaining our business and vendor and customer relationships during a particularly challenging time for the Company,” said Lead Director Ralph Della Ratta Jr. “We believe that Kaj’s efforts have been instrumental in positioning us for future growth.”

Mr. den Daas, a Dutch native who came out of retirement to become CEO on June 30, 2015, informed the Board that he intends to return to Europe to be closer to his family in the Netherlands. His resignation is unrelated to the Audit Committee investigation underway since late last year.

“I have enjoyed the opportunity to work with the talented and hardworking team at TCP, and I am proud of where we have positioned the Company in the marketplace,” said Mr. den Daas. “However, I feel that stepping down at this time is something that I must do for my family.”

Mr. Catlett has served as Chief Financial Officer since January 2014 after serving as Senior Vice President of Global Finance since 2012. He has served in various executive capacities for over 25 years, including chief financial officer and managing partner of a private equity fund. From 2004 until 2012, Mr. Catlett was a partner in Consumer Innovation Partners, a consumer products private equity fund. He holds a bachelor’s degree in Business Administration from the University of Iowa.

Mr. Guzy, who has served as Global Corporate Controller since June 2012, is responsible for directing the Company’s global accounting activities, including SEC reporting and the relationship with external auditors. He holds a bachelor’s degree in Accountancy from Miami University and is a certified public accountant.

Separately, the Audit Committee of the Board of Directors stated that it is in the process of obtaining what it believes are the last pieces of information from banks in China and Hong Kong necessary to allow it to complete its investigation into certain payments made by the Company’s Chairman, Ellis Yan, and into potential related party transactions involving Ellis Yan and the Company’s Vice Chairman, Solomon Yan. Pending the review of this information, the Audit Committee anticipates completing its investigation by the end of September 2016.

Based upon the investigative procedures to date, the Company has not identified any material adjustments to its financial results. However, the investigation is still ongoing and there can be no assurance that material adjustments to previously issued financial statements will not be required. The Company is taking the actions necessary to enable it to complete its financial statements and prepare its delinquent reports as soon as practical once it has obtained the necessary information to issue its financial statements.

At present, the Company is unable to state when it will be in a position to issue its financial statements for the three and nine months ended September 30, 2015, the fiscal year ended December 31, 2015, the three months ended March 31, 2016, or the three and six months ended June 30, 2016. It is also unable to state when it will be able to regain compliance with its SEC reporting obligations. TCP's common shares may be subject to delisting by the New York Stock Exchange if it does not regain compliance with its obligations by September 30, 2016. The Company does not believe that it will be able to regain compliance by that date, and intends to request a further extension from the New York Stock Exchange. Under applicable New York Stock Exchange rules, the date by which the Company would have to be compliant with its reporting obligations could be extended until no later than November 24, 2016.

About TCP

TCP is a leading global manufacturer and distributor of energy efficient lighting technologies. TCP's extensive product offerings include LED and CFL lamps and fixtures and other energy efficient lighting products. TCP has the largest combined number of LED and CFL ENERGY STAR® compliant lighting products. TCP's products are currently offered through thousands of retail and C&I distributors. Since TCP's inception, it has sold more than one billion energy efficient lighting products. For more information, visit <http://www.tcpi.com>.

Forward Looking Statements

Certain statements in this release may constitute "forward-looking" statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934 based on management's current opinions, expectations, beliefs, plans, objectives, assumptions or projections regarding future events or future results. Forward looking statements in this press release include, but are not limited to, the Company's expectations regarding its future profitability, its ongoing Audit Committee investigation and its ability to comply with SEC reporting obligations and New York Stock Exchange listing requirements. These forward-looking statements are only predictions, not historical fact, and involve certain risks and uncertainties, as well as assumptions. Actual results, levels of activity, performance, achievements and events could differ materially from those stated, anticipated or implied by such forward-looking statements. While TCP believes that its assumptions are reasonable, it is very difficult to predict the impact of known factors, and, of course, it is impossible to anticipate all factors that could affect actual results. There are a number of risks and uncertainties that could cause actual results to differ materially from forward-looking statements made herein. Such forward-looking statements are made only as of the date of this release. TCP expressly disclaims any obligation or undertaking to release any updates or revisions to any forward-looking statements contained herein to reflect any change in its expectations with regard thereto or changes in events, conditions or circumstances on which any statement is based.

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