

**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: February 3, 2017 (Date of Earliest Event Reported: January 31, 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))

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

On January 31, 2017, Ellis Yan resigned from the Board of Directors (the "Board") of TCP International Holdings Ltd. (the "Company") and as director of all affiliates of the Company. Mr. Ellis Yan previously served as Chairman of the Board. A copy of Mr. Ellis Yan's letter of resignation is attached as Exhibit 17.1 hereto.

On February 1, 2017, Solomon Yan resigned from the Board of the Company and as director of all affiliates of the Company. Mr. Solomon Yan previously served as Vice-Chairman of the Board. A copy of Mr. Solomon Yan's letter of resignation is attached as Exhibit 17.2 hereto.

On February 2, 2017, the Board appointed Brian Catlett as the Company's Chief Executive Officer. Mr. Catlett, age 55, previously had served as the Company's Interim Chief Executive Officer since October 2016, and as its Chief Financial Officer from January 2014 to October 2016 and as Senior Vice President of Global Finance for the Company from 2012 to 2014. Before joining the Company, Mr. Catlett 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. He holds a bachelor's degree in Business Administration from the University of Iowa.

On February 2, 2017, the Board appointed Zachary Guzy as the Company's Chief Financial Officer. Mr. Guzy, age 40, had served as the Company's Interim Chief Financial Officer since October 2016, and as its Global Corporate Controller from June 2012 until October 2016. 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. He holds a bachelor's degree in Accountancy from Miami University and is a certified public accountant.

The Company will amend this current report on Form 8-K to disclose the entry into any new material compensatory plan, contract or arrangement or any material amendment to an existing compensatory plan, contract or arrangement with, or the grant of any award under any compensatory plan, contract or arrangement to, Mr. Catlett or Mr. Guzy in connection with the foregoing appointments.

Item 7.01 Regulation FD Disclosure.

On February 3, 2017, the Company issued a press release announcing the resignation of Ellis Yan and Solomon Yan from the Board, the appointment of George Strickler as Chairman of the Board, and the appointment of Brian Catlett as Chief Executive Officer and Zachary Guzy as Chief Financial Officer. 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
17.1	Letter from Mr. Ellis Yan, dated January 31, 2017
17.2	Letter from Mr. Solomon Yan, dated February 1, 2017
99.1	Press release, dated February 3, 2017

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/ Zachary Guzy

Zachary Guzy
Chief Financial Officer

Date: February 3, 2017

January 31, 2017

TCP International Holdings Ltd.
Alte Steinhäuserstrasse 1
6330 Cham, Switzerland

Re: Resignation

To the Board of Directors:

Reference is made to TCP International Holdings Ltd., a Switzerland corporation ("**TCPI**", and together with all of TCPI's direct and indirect subsidiaries (collectively, the "*Affiliates*").

The undersigned hereby resigns as (i) a director of TCPI, (ii) an officer of TCPI, (iii) a director or an officer of each of the Affiliates, such resignation to be effective immediately and automatically and without any further action by TCPI or the Affiliates, including, without limitation, as a director of TCPI or any of the Affiliates, as an officer of TCPI or the Affiliates, and as Chairman of the Board of TCPI or the Affiliates.

/s/ Ellis Yan
Ellis Yan

Notice of Resignation

TCPI

Dear TCPI and the Board of Directors of TCPI:

I hereby resign from all of the following positions with respect to the following companies:

TCPI: Vice Chairman, Director;

TCP Hong Kong Holding Company: Director

Shanghai Qiangling Electronics Co., Ltd: Legal Representative, Director and the General Manager;

Shanghai Tiancanbao Illuminating Electricals Trading Co., Ltd: Legal Representative, Chairman and the General Manager;

Zhenjiang Qiangling Electronic Co., Ltd: Legal Representative, Chairman;

Zhenjiang Qiangling Illuminating Co., Ltd: Legal Representative, Chairman and the General Manager

Yangzhou Qiangling Co., Ltd: Legal Representative, Director;

Yangzhou Tiancan Lighting Glass Co., Ltd: Legal Representative, Chairman;

HuaiAn Qiangling Illuminating Co., Ltd: Director and General Manager

I hereby request the Shareholders, Board of Directors, Board of Supervisors (if any of TCPI and the above referenced companies to decide my resignation request and proceed with the change of the Legal Representative, Director, General Manager and Supervisor.

This resignation letter shall come into force with 15 days from the receipt of this notice.

Sincerely,

/s/ Zhaoling Yan Solomon Yan

Zhaoling Yan

Dated: February 1, 2017



**TCP BOARD ELECTS GEORGE STRICKLER AS NEW CHAIRMAN
TO REPLACE ELLIS YAN, NAMES BRIAN CATLETT AS CHIEF EXECUTIVE OFFICER AND ZACHARY GUZY AS
CHIEF FINANCIAL OFFICER**

AURORA, Ohio - February 3, 2017 - TCP International Holdings Ltd. (OTC: TCPIF) today announced that Ellis and Solomon Yan have resigned from the Board of Directors. The Board has elected George Strickler as Chairman, effective immediately.

The Board also named Brian Catlett as Chief Executive Officer and Zachary Guzy as Chief Financial Officer, effective immediately. They had been serving as Interim Chief Executive Officer and Interim Chief Financial Officer, respectively, for the Company since October 3, 2016.

“We believe having Mr. Strickler as Chairman will be a benefit to the Company, our shareholders and our customers,” said Catlett. “We expect a smooth transition for customers, employees and all of our stakeholders as we move forward to build a stronger company for the future. Under the leadership of Mr. Strickler as our new Chairman, the Board will remain steadfast in its commitment to the highest corporate governance standards and serving the interests of our shareholders.”

“TCP remains well-positioned in the marketplace to continue providing excellent products and service to our customers,” said Strickler. “In their interim roles, Mr. Catlett and Mr. Guzy have performed exceptionally well and the Board is pleased to make their appointments permanent. Both have provided outstanding leadership to the organization and will continue to provide stability during this transition. I look forward to working with them, the Board, and the rest of our management team to further strengthen TCP and achieve future growth.”

Strickler has served as an independent director of TCP since June 2014. He has served as the Executive Vice President of Stoneridge, Inc. since August 2016, and previously served as its Chief Financial Officer from January 2006 until August 2016. He holds a bachelor’s degree in accounting from Penn State University and a master’s of business administration from the University of Akron.

Catlett previously served as Senior Vice President of Global Finance for the Company from 2012 to 2014 and Chief Financial Officer from January 2014 to October 2016. He has served in various executive capacities for over 25 years, including chief financial officer and managing partner of a private equity fund. He holds a bachelor’s degree in business administration from the University of Iowa.

Guzy was Global Corporate Controller for the Company from June 2012 until his appointment as Interim CFO in October 2016. He holds a bachelor’s degree in accounting from Miami University and is a certified public accountant.

As previously disclosed, the Company is working diligently to implement remedial actions that will allow the completion and filing of its financial statements for the years ended December 31, 2016 and 2015, and the outstanding quarterly periods therein, as expeditiously as possible. The Company’s recently completed Audit Committee investigation found, among other things, that actions related to certain payments by Ellis Yan and related party transactions involving Ellis Yan and Solomon Yan resulted in a material weakness in the effectiveness of the Company’s internal control over financial reporting. Ellis and Solomon Yan stepped down from day-to-day involvement in the operations of the Company in 2015 and 2016, respectively.

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 is a proud ENERGY STAR® partner of the U.S. Environmental Protection Agency. 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 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 expectation regarding its future profitability and its ability to comply with SEC reporting obligations. 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.

Contact:

Zachary Guzy
Chief Financial Officer
330-954-7689
ir@tcpi.com