

| OMB APPROVAL | |
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| | | |
|---|--|---|
| 1. Name and Address of Reporting Person* <u>Fernandez Jorge Carlos</u> (Last) (First) (Middle) <u>C/O TCP INTERNATIONAL HOLDINGS LTD.</u> <u>325 CAMPUS DRIVE</u> (Street) <u>AURORA OH 44202</u> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>TCP International Holdings Ltd. [TCPI]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Senior VP Latin America</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>06/25/2014</u> | |
| 4. If Amendment, Date of Original Filed (Month/Day/Year) <u>07/03/2014</u> | | |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|-------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | |
|--|--|--------------------------------------|--|--------------------------------|--|-----|--|-----------------|---|--|--|---|--|-------|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | | | | | | Title |
| Restricted Share Units | (1) | 06/25/2014 | | A | 71,429 | | (2) | (2) | Common Shares | 71,429 | \$0.00 | 71,429 | D | |

Explanation of Responses:

- Each restricted share unit represents a contingent right to receive one common share of TCP International Holdings Ltd.
- Mr. Fernandez received restricted share units representing 71,429 shares. 14,286 shares are subject to the following vesting schedule: one-third (1/3) will vest on each of February 28, 2015, July 31, 2015 and July 31, 2016. As restricted share units vest, the vested units are automatically converted to vested common stock on a one-for-one basis on the vesting date. 57,143 shares are subject to the following vesting schedule: (i) one-half (1/2) will vest on February 28, 2015; (ii) one-quarter (1/4) will vest on April 30, 2015; and (iii) one-quarter (1/4) will vest on July 31, 2015, in each instance, subject to certain performance standards.

Remarks:

/s/ Laura Hauser, Attorney-in-Fact for Jorge Fernandez 07/03/2014

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.