

**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: November 5, 2015 (Date of earliest event reported November 5, 2015)

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 Steinhäuserstrasse 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 2.02 Results of Operations and Financial Condition.

On November 5, 2015, TCP International Holdings Ltd. (the "Company") issued a press release announcing preliminary financial results for the third quarter 2015. A copy of the press release is furnished as Exhibit 99.1 hereto.

The information in this Item 2.02, including Exhibit 99.1, shall not be deemed "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section. Furthermore, the information in this report shall not be deemed incorporated by reference into the filings of the Company under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, whether made before or after the date hereof, except as shall be expressly set forth by separate reference in such filing.

Item 7.01 Regulation FD Disclosure.

On November 5, 2015, the Company issued a press release announcing that the Audit Committee of the Company's Board of Directors is conducting an internal investigation concerning the scope and propriety of payments made by its Chairman with his personal funds relating to the Company's business. The Audit Committee also is investigating whether relationships exist between its Chairman and Vice-Chairman and certain vendors. The Company also announced that it does not anticipate filing its Quarterly Report on Form 10-Q for the period ended September 30, 2015, by November 23, 2015. A copy of the press release is furnished as Exhibit 99.1 hereto.

Item 9.01 Financial Statements and Exhibits.

<u>EXHIBIT INDEX</u>	<u>DESCRIPTION</u>
99.1	Press release dated November 5, 2015

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: November 5, 2015



TCP Announces Delay in Reporting Third Quarter 2015 Financial Results

Aurora, Ohio (November 5, 2015) - TCP International Holdings Ltd. (NYSE: TCPI) today announced that it will delay the release of its third quarter financial results due to a pending Audit Committee investigation. TCP also announced that it does not anticipate filing its third quarter Form 10-Q by the extended due date of November 23, 2015.

The Audit Committee of TCP's Board of Directors is conducting an internal investigation concerning the scope and propriety of payments made by its Chairman with his personal funds relating to TCP's business. The Audit Committee also is investigating whether relationships exist between its Chairman and Vice-Chairman and certain vendors. The Audit Committee has dedicated significant resources to its investigation, including the retention of independent legal and accounting advisors, in order to conduct a thorough and expeditious review.

TCP will take steps to report third quarter financial results and file its third quarter Form 10-Q as soon as practicable after the conclusion of its investigation. TCP does not intend to comment further regarding the investigation until it is completed.

Preliminary financial results for the third quarter 2015 are expected to include revenues within the range of \$89 million to \$91 million, with diluted earnings per share within the range of \$0.00 to \$0.03 per share. Revenue decreased in the quarter, compared with the third quarter of 2014, due to lower sales of both CFL and LED products primarily due to lower demand in North America and Asia. Based upon the investigative procedures to date, TCP 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 these preliminary results will not be required.

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, internet-based lighting control solutions 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, including those related to the timing and outcome of TCP's Audit Committee investigation. Actual results may differ materially from those implied by such forward-looking statements, which are made only as of the date of this release, due to, among other reasons, ancillary or unforeseen implications of TCP's Audit Committee investigation. TCP expressly disclaims any obligation or undertaking to update such forward-looking statements, except as required by law.

Contact

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