

CSS INDUSTRIES INC
Form SC TO-I/A
March 16, 2005

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SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Amendment No. 3

to

SCHEDULE TO

(Rule 14d-100)

**Tender Offer Statement under Section 14(d)(1) or 13(e)(1)
of the Securities Exchange Act of 1934**

CSS Industries, Inc.

(Name of Subject Company (Issuer))
CSS Industries, Inc. (Offeror)

(Names of Filing Persons (Identifying Status as Offeror, Issuer or Other Person))
Common Stock, Par Value \$.10 Per Share

(Title of Class of Securities)
125906107

(CUSIP Number of Class of Securities)
Michael A. Santivaschi, Esquire
CSS Industries, Inc.
1845 Walnut Street
Philadelphia, Pennsylvania 19103
(215) 569-9900

(Name, Address, and Telephone Numbers of Person Authorized to Receive Notices and Communications on Behalf of
Filing Persons)
With a copy to:

Alan Singer, Esquire
Morgan, Lewis & Bockius LLP
1701 Market Street
Philadelphia, PA 19103-2921
(215) 963-5000

Calculating of Filing Fee

Transaction Valuation*	Amount of Filing Fee
\$52,500,000	\$6,180

*

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Estimated for purposes of calculating the amount of the filing fee only. This amount assumes the purchase of 1,500,000 shares of common stock, par value \$.10 per share, at the maximum tender offer price of \$35.00 per share in cash.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid:	\$6,180
Form or Registration No.:	Schedule TO-I
Filing Party:	CSS Industries, Inc.
Date Filed:	February 3, 2005

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

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Item 11. Additional Information.

Item 12. Exhibits.

SIGNATURE

EXHIBIT INDEX

PRESS RELEASE DATED MARCH 16, 2005

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This Amendment No. 3 amends and supplements the Tender Offer Statement on Schedule TO originally filed with the Securities and Exchange Commission on February 3, 2005 by CSS Industries, Inc., a Delaware corporation (the Company), relating to the tender offer by the Company to purchase up to 1,500,000 shares of its common stock, par value \$.10 per share, or such fewer number of shares as are properly tendered and not properly withdrawn. CSS is offering to purchase these shares at a price not greater than \$35.00 per share nor less than \$30.00 per share, net to the seller in cash, without interest, as specified by stockholders tendering their shares. CSS offer is made on the terms and subject to the conditions set forth in the Offer to Purchase, dated February 3, 2005, and in the related Letter of Transmittal, which, as amended or supplemented from time to time, together constitute the offer.

This Amendment No. 3 is intended to satisfy the reporting requirements of Rule 13e-4(c)(2) promulgated under the Securities Exchange Act of 1934, as amended. Copies of the Offer to Purchase and the related Letter of Transmittal were previously filed with the Schedule TO as Exhibits (a)(1)(A) and (a)(1)(B), respectively.

The information in the Offer to Purchase and the Letter of Transmittal is incorporated in this Amendment No. 3 to the Schedule TO by reference in response to all of the applicable items in the Schedule TO, except that such information is hereby amended and supplemented to the extent specifically provided herein.

Item 11. *Additional Information.*

Item 11 of the Schedule TO, is hereby amended and supplemented by adding the following:

On March 16, 2005, the Company issued a press release announcing the final results of the tender offer, which expired at 5:00 p.m. New York City time, on Friday, March 4, 2005. A copy of the press release is filed as Exhibit (a)(5)(D) to this Schedule TO and is incorporated herein by reference.

Item 12. *Exhibits.*

Item 12 of the Schedule TO is hereby amended and supplemented by adding the following:

(a)(5)(D) Press Release, dated March 16, 2005

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SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

/s/ Stephen V. Dubin

Stephen V. Dubin
Executive Vice President and General Counsel

March 16, 2005

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EXHIBIT INDEX

(a)(1)(A)	Offer to Purchase, dated February 3, 2005*
(a)(1)(B)	Letter of Transmittal*
(a)(1)(C)	Notice of Guaranteed Delivery*
(a)(1)(D)	Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees, dated February 3, 2005*
(a)(1)(E)	Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees, dated February 3, 2005*
(a)(1)(F)	Guidelines for Certification of Taxpayer Identification on Substitute Form W-9*
(a)(2) - (a)(4)	Not applicable
(a)(5)(A)	Letter to Stockholders from the President and Chief Executive Officer, dated February 3, 2005*
(a)(5)(B)	Press Release dated February 3, 2005*
(a)(5)(C)	Press Release dated March 7, 2005*
(a)(5)(D)	Press Release dated March 16, 2005**
(d)(1)	CSS Industries, Inc. 1995 Stock Option Plan for Non-Employee Directors. (incorporated by reference to Exhibit 10.2 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 1996)*
(d)(2)	CSS Industries, Inc. 2000 Stock Option Plan for Non-Employee Directors (incorporated by reference to Exhibit 10.14 to the Company's Annual Report on Form 10-K/A for the fiscal year ended March 31, 2002)*
(d)(3)	CSS Industries, Inc. 1994 Equity Compensation Plan (as last amended August 7, 2002)(incorporated by reference to Exhibit 10.29 to Company's Annual Report on Form 10-K for the fiscal year ended March 31, 2004)*
(d)(4)	CSS Industries, Inc. 2004 Equity Compensation Plan (incorporated by reference to Exhibit 4 to the Company's Registration Statement on Form S-8 (No. 333-118008))*

* Previously filed.

** Filed herewith.