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CSS INDUSTRIES INC
Form SC 13D/A
January 18, 2005

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 3)

CSS INDUSTRIES, INC.

(Name of Issuer)

Common Stock, \$.10 par value

(Title of Class of Securities)

178666 10 3

(CUSIP Number)

Alan Singer, Esq.
Morgan, Lewis & Bockius LLP
1701 Market Street
Philadelphia, PA 19103-2921
(215) 963-5224

(Name, Address and Telephone Number of Person Authorized
to Receive Notices and Communications)

November 8, 2004

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this Schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box | |

Note: Schedules filed in paper format shall include a signed original and two copies of the Schedule including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

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1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Ellen B. Kurtzman

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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
 (b) [X]

3 SEC USE ONLY

4 SOURCE OF FUNDS
 OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
 PURSUANT TO ITEM 2(d) OR 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION
 United States of America

| | | |
|---|----|--|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER 2,352,780 Shares |
| | 8 | SHARED VOTING POWER 505,267 Shares |
| | 9 | SOLE DISPOSITIVE POWER 2,352,780 Shares |
| | 10 | SHARED DISPOSITIVE POWER 505,267 Shares |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 2,858,047 Shares

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
 CERTAIN SHARES* [X]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 23.9%

14 TYPE OF REPORTING PERSON*
 IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

1 NAMES OF REPORTING PERSONS
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

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Delv, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) [X]

3 SEC USE ONLY

4 SOURCE OF FUNDS
OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2(d) OR 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

| | | |
|---|----|--|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER 750,000 Shares |
| | 8 | SHARED VOTING POWER 0 Shares |
| | 9 | SOLE DISPOSITIVE POWER 750,000 Shares |
| | 10 | SHARED DISPOSITIVE POWER 0 Shares |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
750,000 Shares

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES* []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
6.3%

14 TYPE OF REPORTING PERSON*
PN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

1 NAMES OF REPORTING PERSONS

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I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Trust FBO Ellen B. Kurtzman under the 2002 Farber Children's Trusts dated December 12, 2002

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) [X]

3 SEC USE ONLY

4 SOURCE OF FUNDS
OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2(d) OR 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION
United States of America

| | | |
|---|----|--|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER 0 Shares |
| | 8 | SHARED VOTING POWER 750,000 Shares |
| | 9 | SOLE DISPOSITIVE POWER 0 Shares |
| | 10 | SHARED DISPOSITIVE POWER 750,000 Shares |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
750,000 Shares

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES* []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
6.3%

14 TYPE OF REPORTING PERSON*
OO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Trust FBO David M. Farber under the 2002 Farber Children's
Trusts dated December 12, 2002

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) [X]

3 SEC USE ONLY

4 SOURCE OF FUNDS
OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2(d) OR 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION
United States of America

| | | |
|---|----|--|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER 0 Shares |
| | 8 | SHARED VOTING POWER 750,000 Shares |
| | 9 | SOLE DISPOSITIVE POWER 0 Shares |
| | 10 | SHARED DISPOSITIVE POWER 750,000 Shares |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
750,000 Shares

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES* []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
6.3%

14 TYPE OF REPORTING PERSON*
OO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

The Jack Farber 2003 Irrevocable Trust dated December 15, 2003

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) [X]

3 SEC USE ONLY

4 SOURCE OF FUNDS
00

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2(d) OR 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION
United States of America

| | | |
|---|----|--|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER 865,151 Shares |
| | 8 | SHARED VOTING POWER 0 Shares |
| | 9 | SOLE DISPOSITIVE POWER 865,151 Shares |
| | 10 | SHARED DISPOSITIVE POWER 0 Shares |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
865,151 Shares

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES* []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
7.2%

14 TYPE OF REPORTING PERSON*
00

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

The Vivian Farber 2003 Irrevocable Trust dated December 15, 2003

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) [X]

3 SEC USE ONLY

4 SOURCE OF FUNDS
OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2(d) OR 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION
United States of America

| | | |
|---|----|--|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER 351,042 Shares |
| | 8 | SHARED VOTING POWER 0 Shares |
| | 9 | SOLE DISPOSITIVE POWER 351,042 Shares |
| | 10 | SHARED DISPOSITIVE POWER 0 Shares |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
351,042 Shares

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES* []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
2.9%

14 TYPE OF REPORTING PERSON*
OO

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This Amendment No. 3 amends the Schedule 13D, as previously amended, filed by Ellen B. Kurtzman, Delv, L.P. (the "Partnership"), Trust FBO Ellen B. Kurtzman under The 2002 Farber Children's Trusts dated December 12, 2002 (the "EBK Trust"), Trust FBO David M. Farber under The 2002 Farber Children's Trusts dated December 12, 2002 (the "DMF Trust," and together with the EBK Trust, the "Children's Trusts"), The Jack Farber 2003 Irrevocable Trust dated December 15, 2003 (the "Jack Farber Trust") and The Vivian Farber 2003 Irrevocable Trust dated December 15, 2003 (the "Vivian Farber Trust") with respect to the common stock, par value \$.10 per share ("Common Stock") of CSS Industries, Inc., a Delaware corporation ("CSS").

Item 5. INTEREST IN SECURITIES OF THE ISSUER

Ellen B. Kurtzman may be deemed to beneficially own 2,858,047 shares of Common Stock (23.9 percent of the issued and outstanding Common Stock of CSS, based upon information provided by the Company in its Form 10-Q for the quarter ended September 30, 2004 indicating that 11,943,592 shares of Common Stock were issued and outstanding on October 28, 2004). Of that amount, she has sole voting and investment power with regard to 2,352,780 shares and shared voting and investment power with regard to 505,267 shares. The shares as to which Ellen B. Kurtzman has sole voting and investment power are as follows:

- o 161,587 shares of Common Stock owned directly.
- o 136,776 shares of Common Stock held by the Farber Family Charitable Lead Annuity Trust (the "Farber Charitable Trust"), of which Ellen B. Kurtzman is the sole trustee.
- o 750,000 shares of Common Stock (6.3 percent of the issued and outstanding Common Stock of CSS) owned by the Partnership. Ellen B. Kurtzman exercises voting and investment power through Delv, Inc. (the "General Partner"), a Delaware corporation and general partner of the Partnership, which has the sole voting and investment power with regard to the shares of Common Stock owned by the Partnership. One-half of the outstanding common stock of the General Partner is held by each of the Children's Trusts, for which Ellen B. Kurtzman serves as sole trustee. As a result, the Children's Trusts may be deemed to have shared voting and investment power with regard to the 750,000 shares held by the Partnership. Ellen B. Kurtzman also is the sole director of the General Partner and serves as the President, Secretary and Treasurer of the General Partner. In that capacity, Ellen B. Kurtzman has the power to act on behalf of the General Partner to vote and dispose of shares held by the Partnership. The General Partner holds a 0.1 percent interest in the Partnership, and the remaining 99.9 percent interest in the Partnership is owned by the 2003 Farber Family Trust (the "2003 Trust"), of which Ellen B. Kurtzman is the sole trustee. Because the limited partners of the Partnership, in their capacity as limited partners, do not have power to vote or dispose of the shares of Common Stock held by the Partnership, the 2003 Trust is not deemed to have voting

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or investment power with respect to the Common Stock held by the Partnership. The 2003 Trust does not otherwise have voting or investment power with respect to any shares of Common Stock.

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- o 865,151 shares (7.2 percent of the issued and outstanding stock of CSS) held by the Jack Farber Trust, of which Ellen B. Kurtzman is the sole trustee and Jack Farber is the sole beneficiary.
- o 351,042 shares held by the Vivian Farber Trust, of which Ellen B. Kurtzman is the sole trustee and Vivian Farber is the sole beneficiary.

Ellen B. Kurtzman may also be deemed to have sole voting and investment power with respect to 88,224 shares held by the Farber Family Foundation, Inc., a charitable foundation (the "Farber Family Foundation"). As a matter of policy, the Farber Family Foundation does not vote the shares of Common Stock that it owns. Although she is including shares held by the Farber Family Foundation in her beneficial ownership for purposes of this Amendment No. 3, Ellen B. Kurtzman continues to disclaim any beneficial ownership in the shares held by the Farber Family Foundation.

In addition, Ellen B. Kurtzman shares voting and investment power with respect to the following shares of common stock:

- o 83,475 shares of Common Stock owned by trusts for the benefit of two of her children, for which she serves as co-trustee with her mother.
- o 176,292 shares of Common Stock owned by two trusts (the "Two Trusts"), one for the benefit of her son and one for the benefit of her nephew, for which she serves as co-trustee with her brother.

Ellen B. Kurtzman may also be deemed to share voting and investment power with regard to 245,500 shares owned by the Farber Family Foundation. Ellen B. Kurtzman, Jack Farber, her father, Vivian Farber, her mother and David M Farber, her brother are members, officers and directors of the Farber Family Foundation. As noted above, as a matter of policy, the Farber Family Foundation does not vote the shares of Common Stock that it owns. Ellen B. Kurtzman disclaims any beneficial ownership in the shares held by the Farber Family Foundation. Additional information relating to Jack Farber, Vivian Farber and David M. Farber is set forth in Appendix A to this schedule.

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On November 8, 2004, the Jack Farber Trust contributed 50,000 shares of Common Stock to each of the Farber Family Foundation and Jack Farber. On December 13, 2004, the Farber Charitable Trust contributed 42,502 shares of Common Stock to the Farber Family Foundation. Ellen B. Kurtzman has sole voting

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and investment power with respect to the 42,502 shares contributed to the Farber Family Foundation. In addition, subsequent to the filing date of Amendment No. 2 to the Schedule 13D, Ellen B. Kurtzman sold an aggregate of 70,000 shares of Common Stock, as follows:

| Date of Sale ----- | Number of Shares ----- | Price of Share (\$) ----- |
|-----------------------|------------------------------|---------------------------------|
| June 4, 2004 | 1,000 | 34.70 |
| June 4, 2004 | 1,000 | 34.74 |
| June 4, 2004 | 1,000 | 34.75 |
| June 4, 2004 | 1,400 | 34.76 |
| June 4, 2004 | 1,100 | 34.77 |
| June 4, 2004 | 1,500 | 34.78 |
| June 4, 2004 | 2,000 | 34.80 |
| June 4, 2004 | 1,000 | 34.85 |
| June 7, 2004 | 500 | 34.64 |
| June 7, 2004 | 800 | 34.49 |
| June 8, 2004 | 3,300 | 34.24 |
| June 8, 2004 | 1,400 | 34.29 |
| June 8, 2004 | 100 | 34.30 |
| June 9, 2004 | 3,900 | 34.00 |
| June 14, 2004 | 300 | 35.14 |
| June 14, 2004 | 700 | 35.15 |
| June 14, 2004 | 500 | 35.19 |
| June 15, 2004 | 1,100 | 35.10 |
| June 16, 2004 | 2,500 | 35.00 |
| June 16, 2004 | 700 | 35.05 |
| June 16, 2004 | 100 | 35.07 |
| June 16, 2004 | 200 | 35.09 |
| June 17, 2004 | 1,000 | 34.90 |
| June 17, 2004 | 1,000 | 34.93 |
| June 18, 2004 | 1,900 | 35.00 |
| June 21, 2004 | 4,000 | 34.78 |
| June 22, 2004 | 1,000 | 34.70 |
| June 22, 2004 | 1,400 | 34.78 |
| June 22, 2004 | 100 | 34.79 |
| June 22, 2004 | 200 | 34.85 |
| June 23, 2004 | 800 | 34.85 |
| June 23, 2004 | 2,500 | 34.99 |
| June 28, 2004 | 500 | 35.60 |

| | | |
|---------------|-------|-------|
| June 28, 2004 | 300 | 35.49 |
| June 29, 2004 | 4,800 | 35.02 |
| June 29, 2004 | 200 | 35.05 |
| June 29, 2004 | 1,000 | 35.19 |
| June 30, 2004 | 600 | 35.03 |
| July 1, 2004 | 1,900 | 34.70 |
| July 1, 2004 | 400 | 34.71 |
| July 1, 2004 | 300 | 34.73 |
| July 6, 2004 | 1,500 | 34.55 |
| July 6, 2004 | 2,300 | 34.60 |
| July 7, 2004 | 6,000 | 34.40 |
| July 7, 2004 | 100 | 34.41 |
| July 7, 2004 | 100 | 34.59 |

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| | | |
|---------------|-------|-------|
| July 15, 2004 | 3,000 | 34.00 |
| July 15, 2004 | 1,500 | 34.03 |
| July 15, 2004 | 1,500 | 34.05 |
| July 15, 2004 | 1,000 | 34.10 |
| July 15, 2004 | 200 | 34.27 |
| July 15, 2004 | 1,600 | 34.40 |
| July 15, 2004 | 400 | 34.42 |
| July 15, 2004 | 200 | 34.43 |
| July 15, 2004 | 200 | 34.44 |
| July 15, 2004 | 400 | 34.51 |

All of these transactions were effected in the public trading markets pursuant to a plan intended to comply with Rule 10b5-1(c) under the Securities Exchange Act.

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SIGNATURE

After reasonable inquiry and to the best of our knowledge and belief, we certify that the information set forth in this statement is true, complete and correct.

ELLEN B. KURTZMAN

Ellen B. Kurtzman

DELV, L.P.

By: DELV, INC., its General Partner

By: ELLEN B. KURTZMAN

Ellen B. Kurtzman, President

TRUST FBO ELLEN B. KURTZMAN UNDER THE 2002 FARBER
CHILDREN'S TRUSTS DATED DECEMBER 12, 2002

By: ELLEN B. KURTZMAN

Ellen B. Kurtzman, Trustee

TRUST FBO DAVID M. FARBER UNDER THE 2002 FARBER
CHILDREN'S TRUSTS DATED DECEMBER 12, 2002

By: ELLEN B. KURTZMAN

Ellen B. Kurtzman, Trustee

THE JACK FARBER 2003 IRREVOCABLE TRUST DATED
DECEMBER 15, 2003

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By: ELLEN B. KURTZMAN

Ellen B. Kurtzman, Trustee

THE VIVIAN FARBER 2003 IRREVOCABLE TRUST DATED
DECEMBER 15, 2003

By: ELLEN B. KURTZMAN

Ellen B. Kurtzman, Trustee

Date: January 14, 2005

CUSIP No. 178666 10 3

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APPENDIX A

| Name | Address | Present principal occupation and name, principal business of any corporation or other entity in which such employment is held |
|----------------------|---|--|
| ----- Jack Farber | ----- CSS Industries, Inc. 1845 Walnut Street Philadelphia, PA 19103 | ----- Chairman of the Board of Industries, Inc. (the issuer and seller of seasonal products), 1845 Walnut Street PA 19103 |
| Vivian Farber | 3056 Miro Drive North Palm Beach Gardens, FL 33410 | Private investor |
| David M. Farber | Marshall Auto Sales 6050 Old York Road Philadelphia, PA 19141 | President, Marshall Auto Sales dealer), 6050 Old York Road 19141 |

During the last five years, none of the persons listed above have been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

During the last five years, none of the persons listed above was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, Federal or state securities laws or finding any violation with respect to such laws.

All of the persons listed above are United States citizens.

