

AMERICAN GREETINGS CORP  
Form S-8  
June 29, 2009

As filed with the Securities and Exchange Commission on June 29, 2009

Registration No. 333-

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**FORM S-8**  
**REGISTRATION STATEMENT**

*UNDER*  
*THE SECURITIES ACT OF 1933*

**American Greetings Corporation**

(Exact name of registrant as specified in its charter)

**Ohio**  
(State or other jurisdiction of  
incorporation or organization)

**One American Road**

**36-0065325**  
(I.R.S. Employer  
Identification No.)

**44144**

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Cleveland, Ohio  
(Address of Principal Executive Offices)

(Zip Code)

**American Greetings Corporation**

**2007 Omnibus Incentive Compensation Plan**

(Full title of plan)

**Catherine M. Kilbane, Esq.**

**Senior Vice President, General Counsel and Secretary**

**One American Road, Cleveland, Ohio 44144**

(Name and address of agent for service)

**(216) 252-7300**

(Telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer   
Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

	<b>Amount</b>	<b>Proposed</b>	<b>Proposed</b>	
	<b>to be</b>	<b>maximum offering</b>	<b>maximum aggregate</b>	<b>Amount of</b>
<b>Title of securities to be registered</b>	<b>registered (1)</b>	<b>price per share</b>	<b>offering price</b>	<b>registration fee</b>
Class A common shares, \$1.00 par value	1,600,000	\$9.94(2)	\$15,904,000(2)	\$887.44
Class B common shares, \$1.00 par value	400,000	\$9.94(2)	\$3,976,000(2)	\$221.86

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- (1) This Registration Statement covers 1,600,000 additional Class A common shares, par value \$1.00 per share, of American Greetings Corporation (the Corporation or the Registrant ) and 400,000 additional Class B common shares, par value \$1.00 per share, of the Corporation available for issuance pursuant to awards under the Corporation s 2007 Omnibus Incentive Compensation Plan (the Plan ). Pursuant to Rule 416 under the Securities Act of 1933, as amended, this Registration Statement also covers additional Class A and Class B common shares that may be issued or become issuable under the terms of the Plan in order to prevent dilution resulting from any stock split, stock dividend, recapitalization or other similar transaction.
- (2) Estimated in accordance with Rules 457(c) and (h) solely for the purpose of calculating the registration fee and based upon the average of the high and low prices as reported on the New York Stock Exchange on June 25, 2009. There is no separate trading market for the Class B common shares.

**EXPLANATORY NOTE**

The Corporation filed a Registration Statement on Form S-8 (File No. 333-144220) with the Securities and Exchange Commission on June 29, 2007 under which the Corporation originally registered 2,800,000 shares of Class A common shares, and 700,000 shares of Class B common shares for issuance under the Plan. On June 26, 2009, the Corporation's stockholders approved the reservation of an additional 1,600,000 Class A common shares and 400,000 Class B common shares for issuance under the Plan. This Registration Statement is being filed to register an additional 1,600,000 Class A common shares and 400,000 shares of Class B common shares which may be awarded under the Plan.

This Registration Statement on Form S-8 is filed pursuant to General Instruction E of Form S-8 and relates to the Registration Statement on Form S-8 (File No. 333-144220). Pursuant to General Instruction E of Form S-8, except for such changes as are set forth herein, the contents of the Registration Statement on Form S-8 (File No. 333-144220) are incorporated by reference and made a part hereof.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 5. Interests of Named Experts and Counsel.**

Catherine M. Kilbane, who has passed upon the legality of the common shares covered by this Registration Statement, is Senior Vice President, General Counsel and Secretary of the Corporation. As of the date of this Registration Statement, Ms. Kilbane was employed by the Corporation and was the beneficial owner of approximately 125,600 shares of Class A common shares of the Registrant, all of which are made up of options to purchase Class A common shares that are currently exercisable or exercisable within sixty days of the date of this Registration Statement.

**Item 8. Exhibits**

- Exhibit 4.1 American Greetings Corporation 2007 Omnibus Incentive Compensation Plan, as amended effective April 17, 2009 (incorporated by reference to the Form 8-K filed with the Commission on June 26, 2009)
- Exhibit 4.2 Amended and Restated Articles of Incorporation (incorporated by reference to the Form 8-K filed with the Commission on July 1, 2008)
- Exhibit 4.3 Amended and Restated Code of Regulations (incorporated by reference to the Form 8-K filed with the Commission on July 1, 2008)
- Exhibit 5 Opinion of Catherine M. Kilbane, Senior Vice President, General Counsel and Secretary as to the legality of the common shares being registered
- Exhibit 23.1 Consent of Independent Registered Public Accounting Firm
- Exhibit 23.2 Consent of Catherine M. Kilbane, Senior Vice President, General Counsel and Secretary (included in Opinion filed as Exhibit 5 hereto)
- Exhibit 24.1 Powers of Attorney (included on signature page)

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Cleveland, State of Ohio, as of June 29, 2009.

**American Greetings Corporation**

By: /s/ Zev Weiss  
Zev Weiss  
Chief Executive Officer

KNOW ALL BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Zev Weiss, Jeffrey Weiss or Catherine M. Kilbane, or any one of them, his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign this Registration Statement and any and all post-effective amendments to the Registration Statement, and to file the same with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his or her substitutes may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons as of June 29, 2009 in the capacities indicated.

/s/ Morry Weiss

Morry Weiss Director

/s/ Zev Weiss

Zev Weiss Chief Executive Officer (principal executive officer); Director

/s/ Jeffrey M. Weiss

Jeffrey M. Weiss Director

/s/ Scott S. Cowen

Scott S. Cowen Director

/s/ Jeffrey D. Dunn

Jeffrey D. Dunn Director

/s/ Michael J. Merriman, Jr.

Michael J. Merriman, Jr. Director

/s/ William E. MacDonald, III

William E. MacDonald, III Director

Director

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Charles A. Ratner

/s/ Jerry Sue Thornton

Jerry Sue Thornton

Director

/s/ Stephen J. Smith

Stephen J. Smith

Senior Vice President; Chief Financial Officer (principal financial officer)

/s/ Joseph Cipollone

Joseph Cipollone

Vice President and Corporate Controller; Chief Accounting Officer (principal accounting officer)