

CSS INDUSTRIES INC
Form SC 13D/A
December 21, 2012

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)

125906 10 7
(CUSIP Number)

Justin W. Chairman, Esq.

Morgan, Lewis & Bockius LLP

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1701 Market Street

Philadelphia, PA 19103-2921

(215) 963-5000

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

November 30, 2012

(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 "

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1 Names of reporting persons

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (Entities Only)

Jack Farber

2 Check the appropriate box if a member of a group (see instructions)

(a)

(b)

3 SEC use only

4 Source of funds

OO

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

..

6 Citizenship or place of organization

United States of America

Number of 7 Sole voting power

shares

beneficially 180,746 Shares

8 Shared voting power

owned by

each

reporting 338,767 Shares

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person 9 Sole dispositive power

with

180,746 Shares
10 Shared dispositive power

338,767 Shares
11 Aggregate amount beneficially owned by each reporting person

519,513 Shares
12 Check if the aggregate amount in Row (11) excludes certain shares (see instructions)

x
13 Percent of class represented by amount in Row (11)

5.4%
14 Type of reporting person (see instructions)

IN

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This Amendment No. 3 amends the Schedule 13D, as previously amended, filed by Jack Farber with respect to the common stock, par value \$.10 per share (the Common Stock), of CSS Industries, Inc., a Delaware corporation (CSS).

Item 4. Purpose of Transaction.

Jack Farber serves as Chairman of the Board of Directors of CSS and he, and the other entities identified in Item 5 below, may from time to time engage in transactions involving the acquisition or disposition of Common Stock. Jack Farber and David M. Farber, Jack Farber's son, were co-trustees of a trust for the benefit of David M. Farber (the David Farber Trust). David M. Farber passed away in October 2012, and Jack Farber is now the sole trustee for the David Farber Trust. Under the indenture of trust for the David Farber Trust, action of a majority of the trustees of the David Farber Trust was required to vote or dispose of the shares of Common Stock owned by the David Farber Trust.

In September 2012, Jack Farber and David M. Farber caused the David Farber Trust to enter into a plan intended to comply with Rule 10b5-1(c) under the Securities Exchange Act of 1934. Under the plan, the David Farber Trust had the ability to sell up to 60,383 shares of Common Stock, subject to minimum price conditions. As of December 19, 2012, the David Farber Trust has sold all 60,383 shares of Common Stock under the plan, including the shares of Common Stock reflected as having been sold in Item 5. See Item 5 for further information.

Except as set forth above, Jack Farber has no plans or proposals that may relate to or would result in any of the actions described in paragraphs (a) through (j) of Item 4.

Item 5. Interest in Securities of the Issuer

Jack Farber may be deemed to beneficially own 519,513 shares of Common Stock (5.4% of the issued and outstanding shares of Common Stock of CSS, based upon information set forth in CSS Form 10-Q for the quarter ended September 30, 2012, indicating that 9,574,918 shares of Common Stock were issued and outstanding on October 30, 2012). Of that amount, he has sole voting and investment power with regard to 180,746 shares of Common Stock held by the Jack Farber Revocable Trust. Jack Farber is the sole trustee of this trust. In addition, Jack Farber may be deemed to have shared voting and investment power with regard to 338,767 shares of Common Stock. Shares as to which he has shared voting and investment power include the following:

151,042 shares of Common Stock held by The Vivian Farber Revocable Trust. Vivian Farber, Jack Farber's wife, is the sole trustee of this trust;

123,145 shares of Common Stock held by The Vivian Farber 2012 Annuity Trust. Vivian Farber is the sole trustee of this trust; and

64,580 shares of Common Stock held by The Vivian Farber 2011 Annuity Trust. Vivian Farber is the sole trustee of this trust.

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In addition, Jack Farber may also have been deemed to have shared voting and investment power with respect to 31,676 shares of Common Stock that were held by the Farber Foundation, Inc. (the "Farber Foundation"), a charitable foundation. Jack Farber, Christopher J. Munyan, an officer and director of CSS, and Vincent A. Paccapaniccia, an officer of CSS, are the members of, and together with William G. Kiesling, an officer of CSS, are the directors of, the Farber Foundation. Between February 7, 2012 and February 15, 2012, the Farber Foundation sold 31,676 shares of Common Stock and no longer holds any shares of Common Stock. As a matter of policy, the Farber Foundation did not vote the shares of Common Stock that it owned. Jack Farber disclaimed beneficial ownership with regard to these shares.

The shares listed as beneficially owned by Mr. Farber do not include shares held by the Farber Family Foundation, Inc. (the "Farber Family Foundation"), a charitable foundation. Jack Farber, his wife and his daughter are the members, officers and directors of the Farber Family Foundation. However, only his daughter has voting and investment power with regard to shares of Common Stock held by the Farber Family Foundation. As a matter of policy, the Farber Family Foundation does not vote the shares of Common Stock that it owns.

Prior to this Amendment No. 3, Jack Farber's Schedule 13D indicated that he owned 43,475 shares of Common Stock held by trusts for his grandchildren because Vivian Farber was a trustee of such trusts. Vivian Farber no longer serves as a trustee of such trusts and thus such shares are no longer deemed to be owned beneficially by Jack Farber. In addition, Jack Farber also previously reported ownership of 12,275 shares of Common Stock previously held by a trust for which Vivian Farber is trustee. These shares have been transferred to trusts for the benefit of Jack Farber's children of which neither Jack nor Vivian Farber is a trustee, and thus such shares are no longer deemed to be owned beneficially by Jack Farber.

Between August 24, 2009 and March 18, 2010, the Jack Farber Revocable Trust sold 36,205 shares of Common Stock as follows:

| Date of Sale | Number of Shares | Price Per Share (\$) |
|---------------------|-----------------------------|-------------------------------------|
| August 24, 2009 | 94 | 22.50 |
| August 24, 2009 | 200 | 22.70 |
| August 24, 2009 | 100 | 22.72 |
| August 24, 2009 | 200 | 22.73 |
| August 24, 2009 | 300 | 22.74 |
| August 24, 2009 | 500 | 22.87 |
| August 24, 2009 | 100 | 22.88 |
| August 24, 2009 | 400 | 22.89 |
| August 25, 2009 | 206 | 22.02 |
| August 25, 2009 | 1,600 | 22.14 |
| August 25, 2009 | 200 | 22.24 |
| August 25, 2009 | 200 | 22.25 |
| August 25, 2009 | 1,000 | 22.40 |
| August 25, 2009 | 4,900 | 22.50 |
| October 7, 2009 | 1,000 | 21.75 |
| October 7, 2009 | 4,000 | 21.80 |
| October 7, 2009 | 100 | 21.82 |
| October 7, 2009 | 100 | 21.83 |
| October 7, 2009 | 1,000 | 21.85 |
| October 7, 2009 | 1,000 | 21.90 |

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| Date of Sale | Number of Shares | Price Per Share (\$) |
|---------------------|-----------------------------|-------------------------------------|
| October 8, 2009 | 800 | 21.80 |
| March 23, 2010 | 500 | 21.75 |
| March 23, 2010 | 1,000 | 21.80 |
| March 23, 2010 | 300 | 21.85 |
| April 20, 2010 | 552 | 21.75 |
| April 23, 2010 | 1,868 | 21.75 |
| April 23, 2010 | 200 | 21.76 |
| April 23, 2010 | 200 | 21.77 |
| April 23, 2010 | 146 | 21.80 |
| April 23, 2010 | 500 | 21.90 |
| April 26, 2010 | 680 | 21.75 |
| April 26, 2010 | 1,000 | 21.76 |
| April 26, 2010 | 800 | 21.80 |
| April 26, 2010 | 1,000 | 21.82 |
| April 27, 2010 | 500 | 21.75 |
| April 28, 2010 | 2,054 | 21.75 |
| April 29, 2010 | 2,000 | 21.75 |
| April 29, 2010 | 2,000 | 21.80 |
| April 29, 2010 | 500 | 21.81 |
| May 17, 2010 | 300 | 21.75 |
| May 18, 2010 | 305 | 21.75 |
| May 18, 2010 | 1,700 | 21.79 |
| May 18, 2010 | 100 | 21.84 |
| TOTAL | 36,205 | |

The sales listed in the table above were effected in the public trading markets pursuant to a plan intended to comply with Rule 10b5-1(c) under the Securities Exchange Act of 1934.

In addition, the Jack Farber Revocable Trust donated 50,000 shares to the Farber Family Foundation on November 30, 2012.

Between September 26, 2012 and December 19, 2012, the David Farber Trust sold 60,383 shares of Common Stock as follows:

| Date of Sale | Number of Shares | Price Per Share (\$) |
|---------------------|-----------------------------|-------------------------------------|
| September 26, 2012 | 100 | 20.78 |
| September 26, 2012 | 100 | 20.79 |
| September 26, 2012 | 3 | 20.85 |
| September 26, 2012 | 127 | 20.86 |
| September 26, 2012 | 210 | 20.91 |
| September 26, 2012 | 68 | 20.98 |
| September 26, 2012 | 100 | 21.03 |
| September 26, 2012 | 100 | 21.08 |
| September 26, 2012 | 200 | 21.10 |
| September 26, 2012 | 100 | 21.12 |
| September 26, 2012 | 100 | 21.13 |
| September 26, 2012 | 100 | 21.16 |

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| Date of Sale | Number of Shares | Price Per Share (\$) |
|---------------------|-----------------------------|-------------------------------------|
| September 27, 2012 | 300 | 20.74 |
| September 27, 2012 | 100 | 20.75 |
| September 27, 2012 | 300 | 20.76 |
| September 27, 2012 | 400 | 20.77 |
| September 27, 2012 | 100 | 20.78 |
| September 27, 2012 | 108 | 20.82 |
| September 27, 2012 | 100 | 20.91 |
| September 28, 2012 | 100 | 20.53 |
| September 28, 2012 | 100 | 20.56 |
| September 28, 2012 | 100 | 20.58 |
| September 28, 2012 | 100 | 20.62 |
| September 28, 2012 | 45 | 20.63 |
| September 28, 2012 | 100 | 20.65 |
| September 28, 2012 | 100 | 20.68 |
| September 28, 2012 | 100 | 20.73 |
| September 28, 2012 | 100 | 20.74 |
| September 28, 2012 | 100 | 20.77 |
| October 1, 2012 | 300 | 20.50 |
| October 1, 2012 | 200 | 20.53 |
| October 1, 2012 | 200 | 20.55 |
| October 1, 2012 | 100 | 20.56 |
| October 1, 2012 | 300 | 20.57 |
| October 1, 2012 | 100 | 20.60 |
| October 1, 2012 | 100 | 20.63 |
| October 1, 2012 | 100 | 20.65 |
| October 1, 2012 | 2 | 20.72 |
| October 1, 2012 | 1 | 20.78 |
| October 1, 2012 | 2 | 20.84 |
| October 2, 2012 | 100 | 20.52 |
| October 2, 2012 | 100 | 20.54 |
| October 8, 2012 | 209 | 20.50 |
| October 17, 2012 | 6 | 20.50 |
| November 6, 2012 | 2 | 20.50 |
| November 6, 2012 | 149 | 20.52 |
| November 26, 2012 | 550 | 20.50 |
| November 26, 2012 | 98 | 20.51 |
| November 26, 2012 | 2 | 20.52 |
| November 26, 2012 | 200 | 20.58 |
| November 29, 2012 | 4,054 | 20.50 |
| November 29, 2012 | 1,303 | 20.51 |
| November 29, 2012 | 916 | 20.52 |
| November 29, 2012 | 303 | 20.53 |
| November 29, 2012 | 1,000 | 20.54 |
| November 29, 2012 | 300 | 20.55 |
| November 29, 2012 | 94 | 20.56 |
| November 29, 2012 | 128 | 20.57 |
| November 29, 2012 | 300 | 20.58 |
| November 29, 2012 | 16 | 20.61 |
| November 30, 2012 | 1,100 | 20.50 |
| November 30, 2012 | 1,787 | 20.52 |

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1,384

20.50

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| Date of Sale | Number of Shares | Price Per Share (\$) |
|---------------------|-----------------------------|-------------------------------------|
| December 4, 2012 | 7 | 20.51 |
| December 4, 2012 | 207 | 20.52 |
| December 4, 2012 | 295 | 20.53 |
| December 5, 2012 | 1,400 | 20.50 |
| December 5, 2012 | 500 | 20.51 |
| December 5, 2012 | 300 | 20.52 |
| December 5, 2012 | 100 | 20.53 |
| December 5, 2012 | 1,000 | 20.54 |
| December 5, 2012 | 300 | 20.54 |
| December 5, 2012 | 200 | 20.55 |
| December 5, 2012 | 200 | 20.55 |
| December 5, 2012 | 20 | 20.62 |
| December 10, 2012 | 2,028 | 20.50 |
| December 10, 2012 | 2,276 | 20.51 |
| December 10, 2012 | 507 | 20.52 |
| December 10, 2012 | 400 | 20.53 |
| December 10, 2012 | 300 | 20.53 |
| December 10, 2012 | 758 | 20.54 |
| December 10, 2012 | 1,247 | 20.55 |
| December 11, 2012 | 275 | 20.50 |
| December 11, 2012 | 101 | 20.51 |
| December 11, 2012 | 224 | 20.52 |
| December 11, 2012 | 100 | 20.53 |
| December 17, 2012 | 2,393 | 20.50 |
| December 17, 2012 | 310 | 20.51 |
| December 17, 2012 | 1,133 | 20.52 |
| December 17, 2012 | 1,099 | 20.53 |
| December 17, 2012 | 901 | 20.54 |
| December 17, 2012 | 898 | 20.55 |
| December 17, 2012 | 253 | 20.56 |
| December 17, 2012 | 449 | 20.57 |
| December 17, 2012 | 200 | 20.58 |
| December 17, 2012 | 102 | 20.59 |
| December 17, 2012 | 100 | 20.61 |
| December 17, 2012 | 300 | 20.62 |
| December 17, 2012 | 24 | 20.63 |
| December 17, 2012 | 76 | 20.67 |
| December 17, 2012 | 100 | 20.68 |
| December 18, 2012 | 3,237 | 20.50 |
| December 18, 2012 | 100 | 20.51 |
| December 18, 2012 | 1,395 | 20.51 |
| December 18, 2012 | 1,234 | 20.52 |
| December 18, 2012 | 100 | 20.53 |
| December 18, 2012 | 1,500 | 20.53 |
| December 18, 2012 | 1,056 | 20.54 |
| December 18, 2012 | 437 | 20.55 |
| December 18, 2012 | 100 | 20.56 |
| December 18, 2012 | 520 | 20.56 |
| December 18, 2012 | 100 | 20.57 |
| December 18, 2012 | 243 | 20.57 |

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| Date of Sale | Number of Shares | Price Per Share (\$) |
|---------------------|-----------------------------|-------------------------------------|
| December 18, 2012 | 100 | 20.59 |
| December 18, 2012 | 100 | 20.60 |
| December 18, 2012 | 113 | 20.61 |
| December 18, 2012 | 200 | 20.65 |
| December 18, 2012 | 100 | 20.66 |
| December 18, 2012 | 17 | 20.69 |
| December 19, 2012 | 600 | 20.50 |
| December 19, 2012 | 600 | 20.51 |
| December 19, 2012 | 500 | 20.52 |
| December 19, 2012 | 100 | 20.53 |
| December 19, 2012 | 500 | 20.54 |
| December 19, 2012 | 547 | 20.55 |
| December 19, 2012 | 400 | 20.56 |
| December 19, 2012 | 100 | 20.57 |
| December 19, 2012 | 300 | 20.58 |
| December 19, 2012 | 300 | 20.59 |
| December 19, 2012 | 100 | 20.60 |
| December 19, 2012 | 300 | 20.60 |
| December 19, 2012 | 200 | 20.61 |
| December 19, 2012 | 400 | 20.62 |
| December 19, 2012 | 200 | 20.63 |
| December 19, 2012 | 300 | 20.63 |
| December 19, 2012 | 100 | 20.64 |
| December 19, 2012 | 529 | 20.65 |
| December 19, 2012 | 302 | 20.66 |
| December 19, 2012 | 100 | 20.67 |
| December 19, 2012 | 300 | 20.69 |
| December 19, 2012 | 100 | 20.70 |
| December 19, 2012 | 500 | 20.70 |
| December 19, 2012 | 100 | 20.71 |
| December 19, 2012 | 100 | 20.71 |
| December 19, 2012 | 193 | 20.72 |
| December 19, 2012 | 207 | 20.73 |
| December 19, 2012 | 500 | 20.74 |
| December 19, 2012 | 400 | 20.75 |
| December 19, 2012 | 100 | 20.76 |
| December 19, 2012 | 100 | 20.79 |
| December 19, 2012 | 200 | 20.81 |
| TOTAL | 60,383 | |

The sales listed in the table above were effected in the public trading markets pursuant to a plan intended to comply with Rule 10b5-1(c) under the Securities Exchange Act of 1934.

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Between February 7, 2012 and February 15, 2012, the Farber Foundation sold 31,676 shares of Common Stock as follows:

| Date of Sale | Number of Shares | Price Per Share (\$) |
|---------------------|-----------------------------|-------------------------------------|
| February 7, 2012 | 3,507 | 21.00 |
| February 7, 2012 | 2,000 | 21.02 |
| February 7, 2012 | 1,000 | 21.03 |
| February 8, 2012 | 500 | 20.91 |
| February 8, 2012 | 1,370 | 21.00 |
| February 8, 2012 | 1,000 | 21.04 |
| February 9, 2012 | 2,000 | 20.98 |
| February 10, 2012 | 8,000 | 20.95 |
| February 13, 2012 | 2,000 | 21.09 |
| February 13, 2012 | 1 | 21.22 |
| February 14, 2012 | 298 | 20.79 |
| February 14, 2012 | 2,000 | 20.80 |
| February 14, 2012 | 5,000 | 20.85 |
| February 15, 2012 | 2,116 | 20.93 |
| February 15, 2012 | 884 | 20.99 |
| TOTAL | 31,676 | |

The sales listed in the table above were effected in the public trading markets.

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SIGNATURE

After reasonable 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/ Jack Farber
Jack Farber

Date: December 21, 2012