

Edgar Filing: CSS INDUSTRIES INC - Form SC 13D

CSS INDUSTRIES INC  
Form SC 13D  
April 04, 2005

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

SCHEDULE 13D

UNDER THE SECURITIES EXCHANGE ACT OF 1934  
(AMENDMENT NO. 33) (1)

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)

March 16, 2005  
-----

(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.

- 
- (1) The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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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\* (A)   
(B)

-----

3 SEC USE ONLY

-----

4 SOURCE OF FUNDS PF, 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        | 112,510 Shares |
|   | 8  | SHARED VOTING POWER      | 353,245 Shares |
|   | 9  | SOLE DISPOSITIVE POWER   | 112,510 Shares |
|   | 10 | SHARED DISPOSITIVE POWER | 353,245 Shares |

-----

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 465,755 Shares

-----

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

-----

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 4.5%

-----

14 TYPE OF REPORTING PERSON\* IN

-----

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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This Amendment No. 33 amends the Schedule 13D filed by Jack Farber with respect to shares of common stock, par value \$.10 per share ("Common Stock"), of CSS Industries, Inc., a Delaware corporation ("CSS"), as such statement has been amended from time to time.

Item 5. INTEREST IN SECURITIES OF THE ISSUER.

-----

Jack Farber may be deemed to beneficially own 465,755 shares of Common

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Stock (4.5% of the issued and outstanding Common Stock of CSS, based upon information provided by CSS indicating that 10,384,534 shares of Common Stock were issued and outstanding on March 16, 2005). Of that amount, he has sole voting and investment power with regard to 112,510 shares of Common Stock that he owns directly and may be deemed to have shared voting and investment power with regard to 353,245 shares of Common Stock. Shares as to which he has shared voting and investment power include the following:

- o 80,383 shares of Common Stock held by a trust for the benefit of David M. Farber, Jack Farber's son, for which Jack Farber and David M. Farber are co-trustees (the "David Farber Trust"). A majority of the trustees of the David Farber Trust is required to vote or dispose of the shares of Common Stock owned by the David Farber Trust; and
- o 83,475 shares of Common Stock owned by trusts for the benefit of two of Jack Farber's grandchildren (together, the "Grandchildren Trusts"), for which Jack Farber's wife serves as co-trustee with his daughter.

In addition, Jack Farber may be deemed to share voting and investment power with respect to shares of Common Stock held by the following entities. Jack Farber disclaims beneficial ownership with regard to these shares:

- o 157,711 shares held by the Farber Family Foundation, Inc. (the "Farber Family Foundation"). Jack Farber, Vivian Farber, his wife, Ellen B. Kurtzman, his daughter and David M. Farber, his son, are the members, officers and directors of the Farber Family Foundation, which is a charitable foundation. As a matter of policy, the Farber Family Foundation does not vote the shares of Common Stock that it owns. The shares described above in this paragraph do not include 48,639 shares that are held by the Farber Family Foundation with respect to which Ellen B. Kurtzman has sole voting and investment power, and this Schedule does not reflect transactions in shares of Common Stock with respect to which Ellen B. Kurtzman has sole voting and investment power.
- o 31,676 shares held by the Farber Foundation, Inc. (the "Farber Foundation"). Jack Farber, Steven V. Dubin, an officer and director of CSS, and Clifford E. Pietrafitta, an officer of CSS, are members of, and together with David J. M. Erskine, a director and officer of CSS, are directors of, the Farber Foundation, which is a charitable foundation. As a matter of policy, the Farber Foundation does not vote the shares of common stock that it owns.

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Additional information regarding the persons other than Jack Farber identified in this item is contained in Appendix A attached hereto.

The shares referenced as being beneficially owned by Jack Farber do not include shares owned by the Farber Family Charitable Lead Annuity Trust (the "Farber Charitable Trust"). Ellen B. Kurtzman is the sole trustee of the Farber Charitable Trust.

Following the date of the last transaction reported in Amendment No. 32 to Jack Farber's Schedule 13D, Jack Farber received 100,000 shares of Common Stock as a result of a contribution made to him on February 23, 2005 by the Jack Farber 2003 Irrevocable Trust dated December 15, 2003 (the "2003 Trust"). Ellen B. Kurtzman is the sole trustee of the 2003 Trust.

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In connection with an issuer tender offer by CSS, which was completed on March 16, 2005, the David Farber Trust sold 77,920 shares of Common Stock and the Farber Family Foundation sold 43,289 shares.

In addition, Jack Farber and the Farber Family Foundation sold an aggregate of 110,500 shares of Common Stock as follows:

### JACK FARBER

| DATE OF SALE<br>----- | NUMBER<br>OF SHARES<br>----- | PRICE<br>PER SHARE (\$)<br>----- |
|-----------------------|------------------------------|----------------------------------|
| January 18, 2005      | 4,700                        | 31.90                            |
| January 18, 2005      | 1,100                        | 31.91                            |
| January 18, 2005      | 200                          | 31.89                            |
| January 24, 2005      | 3,000                        | 31.60                            |
| January 25, 2005      | 3,000                        | 31.75                            |
| January 31, 2005      | 2,000                        | 32.00                            |
| January 31, 2005      | 2,800                        | 31.99                            |
| January 31, 2005      | 1,200                        | 31.92                            |
| February 7, 2005      | 1,100                        | 32.41                            |
| February 7, 2005      | 800                          | 32.44                            |
| February 7, 2005      | 1,100                        | 32.47                            |
| February 7, 2005      | 3,000                        | 32.58                            |
| February 14, 2005     | 2,000                        | 32.90                            |
| February 15, 2005     | 2,000                        | 32.70                            |
| February 15, 2005     | 2,000                        | 32.50                            |
| February 22, 2005     | 800                          | 32.59                            |
| February 23, 2005     | 2,000                        | 32.45                            |
| February 23, 2005     | 1,200                        | 32.50                            |
| February 24, 2005     | 2,000                        | 32.40                            |
| February 28, 2005     | 2,700                        | 33.00                            |
| March 1, 2005         | 3,300                        | 33.00                            |
| March 7, 2005         | 1,100                        | 33.36                            |
| March 7, 2005         | 700                          | 33.40                            |

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### JACK FARBER (CONT'D)

| DATE OF SALE<br>----- | NUMBER<br>OF SHARES<br>----- | PRICE<br>PER SHARE (\$)<br>----- |
|-----------------------|------------------------------|----------------------------------|
| March 7, 2005         | 1,000                        | 33.50                            |
| March 7, 2005         | 1,000                        | 33.60                            |
| March 7, 2005         | 1,000                        | 33.68                            |
| March 7, 2005         | 800                          | 33.70                            |
| March 7, 2005         | 300                          | 33.71                            |
| March 7, 2005         | 100                          | 33.72                            |
| March 14, 2005        | 2,000                        | 34.00                            |
| March 14, 2005        | 1,600                        | 34.04                            |
| March 16, 2005        | 200                          | 33.68                            |
| March 16, 2005        | 2,200                        | 33.65                            |
| March 21, 2005        | 5,900                        | 33.60                            |
| March 21, 2005        | 100                          | 33.70                            |
| March 28, 2005        | 1,000                        | 34.70                            |
| March 28, 2005        | 300                          | 34.80                            |
| March 29, 2005        | 1,700                        | 34.70                            |
| March 29, 2005        | 1,000                        | 34.78                            |
| March 29, 2005        | 1,000                        | 34.84                            |
| March 29, 2005        | 1,000                        | 34.90                            |

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TOTAL 66,000

FARBER FAMILY FOUNDATION

| DATE OF SALE     | NUMBER OF SHARES | PRICE PER SHARE (\$) |
|------------------|------------------|----------------------|
| January 18, 2005 | 7,700            | 32.00                |
| January 19, 2005 | 11,500           | 32.00                |
| January 19, 2005 | 1,000            | 32.02                |
| January 25, 2005 | 4,300            | 32.00                |
| January 25, 2005 | 5,000            | 32.00                |
| March 15, 2005   | 5,000            | 33.55                |
| March 21, 2005   | 4,800            | 33.60                |
| March 21, 2005   | 200              | 33.61                |
| March 28, 2005   | 1,000            | 34.80                |
| March 28, 2005   | 2,000            | 34.60                |
| March 28, 2005   | 600              | 34.70                |
| March 28, 2005   | 400              | 34.72                |
| March 29, 2005   | 1,000            | 34.63                |
| TOTAL            | 44,500           |                      |

The sales by Jack Farber and the Farber Family Foundation were effected in the public trading markets pursuant to plans intended to comply with Rule 10b5-1(c) under the Securities Exchange Act.

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As a result of these transactions, Jack Farber ceased to be a beneficial owner of five percent of the outstanding Common Stock on March 16, 2005.

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: April 4, 2005

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APPENDIX A

| Name  | Address | Present principal occupation and name, principal business of any corporation or other entity in which such employee |
|-------|---------|---|
| ----- | -----   | -----   |

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|                         |  |  |
|-------------------------|--|--|
| Vivian Farber           | 3056 Miro Drive North<br>Palm Beach Gardens,<br>FL 33410             | Private investor   |
| Ellen B. Kurtzman       | 1105 North Market St.<br>Wilmington, DE 19801                        | Management of trusts and<br>the benefit of family me<br>partnership that holds a<br>investments), 1105 North<br>Wilmington, DE 19801     |
| David M. Farber         | Marshall Auto Sales<br>6050 Old York Road<br>Philadelphia, PA 19141  | President, Marshall Auto<br>dealer), 6050 Old York R<br>19141  |
| Steven V. Dubin         | CSS Industries, Inc.<br>1845 Walnut Street<br>Philadelphia, PA 19103 | Executive Vice President<br>Inc. (the issuer - a man<br>of seasonal and social e<br>1845 Walnut Street, Phil                             |
| Clifford E. Pietrafitta | CSS Industries, Inc.<br>1845 Walnut Street<br>Philadelphia, PA 19103 | Vice President - Finance<br>Officer, CSS Industries,<br>a manufacturer and selle<br>social expression produc<br>Street, Philadelphia, PA |
| David J. M. Erskine     | CSS Industries, Inc.<br>1845 Walnut Street<br>Philadelphia, PA 19103 | President and Chief Execo<br>CSS Industries, Inc. (th<br>manufacturer and seller<br>social expression produc<br>Street, Philadelphia, PA |

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

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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 mandatory 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.