

CSS INDUSTRIES INC  
Form 8-K  
May 21, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**Form 8-K**

**Current Report**

**Pursuant to Section 13 or 15(d) of The**  
**Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): May 15, 2012**

**CSS Industries, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**1-2661**  
(Commission  
File Number)

**13-1920657**  
(IRS Employee  
Identification No.)

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**1845 Walnut Street, Philadelphia, PA**

(Address of principal executive offices)

**Registrant's telephone number, including area code: (215) 569-9900**

**19103**  
(Zip Code)

**Not Applicable**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

On May 15, 2012, the Human Resources Committee of our Board of Directors approved cash payouts to our named executive officers under our Management Incentive Program for our fiscal year ended March 31, 2012 as follows: Mr. Munyan \$318,703; Mr. Paccapaniccia \$152,556; Mr. Kiesling \$148,990; and Ms. Gilner \$52,000. Additionally, the Human Resources Committee on the same date approved an amendment to the Company's Severance Pay Plan for Senior Management (the Plan). The amendment changes the Plan's definition of Senior Management Employee to include certain additional positions. The foregoing description of such amendment is qualified in its entirety by the provisions of such amendment, a copy of which is filed herewith as Exhibit 10.1.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

10.1 Amendment 2012-1 to the CSS Industries, Inc. Severance Pay Plan for Senior Management.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CSS Industries, Inc.  
(Registrant)

By: /s/ William G. Kiesling  
William G. Kiesling

Vice President    Legal and Human Resources and  
General Counsel

Date: May 21, 2012

**EXHIBIT INDEX**

<b>Exhibit</b>	<b>Description</b>
10.1	Amendment 2012-1 to the CSS Industries, Inc. Severance Pay Plan for Senior Management.