

CSS INDUSTRIES INC  
Form 8-K  
March 25, 2015  
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): March 24, 2015

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 Employer Identification No.)
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1845 Walnut Street, Philadelphia, PA (Address of principal executive offices)	19103 (Zip Code)
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Registrant's telephone number, including area code: (215) 569-9900

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))
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Item 1.01 Entry into a Material Definitive Agreement.

On March 24, 2015, CSS Industries, Inc. (the "Company") entered into Amendment No. 2 (the "Amendment") to the Credit Agreement dated March 17, 2011 (as amended, the "Credit Agreement") with Wells Fargo Bank, National Association, as administrative agent and as a lender, and Citizens Bank of Pennsylvania, as a lender. The Amendment extends the expiration date of the Credit Agreement from March 17, 2016 to March 16, 2020. The Amendment also increases the dollar amount of Permitted Acquisitions (as defined in the Credit Agreement), increases the dollar amount required to be maintained under the Tangible Net Worth (as defined in the Credit Agreement) covenant, and increases the Unused Fee (as defined in the Credit Agreement) required to be paid by the Company. In connection with entering into the Amendment, the Company paid an amendment fee of \$100,000.

The preceding description of the Amendment is qualified in its entirety by the provisions of the Amendment, which is filed herewith as Exhibit 10.1.

Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.

On March 24, 2015, the Company entered into the Amendment described in Item 1.01 of this report. The information set forth in Item 1.01 of this report is incorporated by reference into this Item 2.03.

Item 9.01 Financial Statements and Exhibits.

- (d) Exhibits
- 10.1 Amendment No. 2 to Credit Agreement dated March 17, 2011 among CSS Industries, Inc., as borrower, certain subsidiaries of CSS Industries, Inc., as guarantors, Wells Fargo Bank, National Association, as administrative agent and as a lender, and Citizens Bank of Pennsylvania, as a lender.

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/ Vincent A. Paccapaniccia  
Vincent A. Paccapaniccia  
Vice President-Finance and  
Chief Financial Officer

Date: March 25, 2015

EXHIBIT INDEX

Exhibit No.	Description
10.1	Amendment No. 2 to Credit Agreement dated March 17, 2011 among CSS Industries, Inc., as borrower, certain subsidiaries of CSS Industries, Inc., as guarantors, Wells Fargo Bank, National Association, as administrative agent and as a lender, and Citizens Bank of Pennsylvania, as a lender.

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