

CSS INDUSTRIES INC  
Form 8-K  
June 19, 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): June 18, 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 Employer  
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 5.03 Amendments to Articles of Incorporation or Bylaws; Changes in Fiscal Year.**

On June 18, 2012, the Board of Directors of CSS Industries, Inc. (the Company ) amended Section 4.02 of the Company s bylaws. As amended, Section 4.02 of the bylaws reads as follows:

SECTION 4.02. Number. The board of directors shall consist of such number of directors as may be determined from time to time by resolution of the board of directors, but in no case shall the number be less than three (3). Should the board of directors fail to fix the number of directors as aforesaid, the number shall be fixed by the stockholders.

Prior to the amendment, Section 4.02 of the bylaws contained a provision requiring that the board of directors consist of not less than seven, nor more than 25, directors.

**Item 9.01 Financial Statements and Exhibits.**

The following Exhibit is being filed herewith:

<b>Exhibit No.</b>	<b>Description</b>
3.1	Amendment to Bylaws adopted June 18, 2012

**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: June 19, 2012

**Exhibit Index**

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4