

CSS INDUSTRIES INC  
Form 8-K  
June 18, 2008

**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 12, 2008**

**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.)

**1845 Walnut Street, Philadelphia, PA**

(Address of Principal Executive Offices)

**19103**

(Zip Code)

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))

**Item 8.01. Other Events.**

On June 12, 2008, the Board of Directors of CSS Industries, Inc. adopted certain amendments to update and clarify the terms of the CSS Industries, Inc. 2004 Equity Compensation Plan (the 2004 Stock Plan ). Effective June 12, 2008, the 2004 Stock Plan was amended and restated to reflect these amendments, which do not require stockholder approval. A copy of the 2004 Stock Plan, as amended and restated as of June 12, 2008, is filed herewith as Exhibit 10.1.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

10.1 CSS Industries, Inc. 2004 Equity Compensation Plan (amended and restated as of June 12, 2008).

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**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 18, 2008

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**EXHIBIT INDEX**

| <b>Exhibit</b> | <b>Description</b>                                                                             |
|----------------|------------------------------------------------------------------------------------------------|
| 10.1           | CSS Industries, Inc. 2004 Equity Compensation Plan (amended and restated as of June 12, 2008). |
|                | 4                                                                                              |
|                | 4                                                                                              |