

CSS INDUSTRIES INC
Form SC 13D/A
October 08, 2009

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

SCHEDULE 13D

**Under the Securities Exchange Act of 1934
(Amendment No. 10)***

CSS INDUSTRIES, INC.

(Name of Issuer)

Common Stock, \$.10 par value

(Title of Class of Securities)

125906 10 7

(CUSIP Number)

Justin W. Chairman, Esq.

Morgan, Lewis & Bockius LLP

1701 Market Street

Philadelphia, PA 19103-2921

(215) 963-5000

(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications)

August 10, 2009

(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 §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

* 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 disclosures provided in a prior cover page.

The information required on 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 (Act) 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).

CUSIP No. 125906 10 7

NAMES OF REPORTING PERSONS

1

Ellen B. Farber (f/k/a Ellen B. Kurtzman)

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

United States of America

SOLE VOTING POWER

7

NUMBER OF 873,719 Shares

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8

0 Shares

SOLE DISPOSITIVE POWER

EACH REPORTING 9

PERSON 873,719 Shares

WITH SHARED DISPOSITIVE POWER

10

0 Shares

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

873,719 Shares

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

9.1%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

IN

CUSIP No. 125906 10 7

NAMES OF REPORTING PERSONS

1

Delv, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

NUMBER OF 592,218 Shares

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8

0 Shares

SOLE DISPOSITIVE POWER

EACH REPORTING 9

PERSON 592,218 Shares

WITH SHARED DISPOSITIVE POWER

10

0 Shares

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

592,218 Shares

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

6.2%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

PN

CUSIP No. 125906 10 7

NAMES OF REPORTING PERSONS

1

Trust FBO Ellen B. Farber under the 2002 Farber Children's Trusts dated December 12, 2002

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Florida

SOLE VOTING POWER

7

NUMBER OF 0 Shares

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8

592,218 Shares

SOLE DISPOSITIVE POWER

EACH REPORTING 9

PERSON 0 Shares

WITH SHARED DISPOSITIVE POWER

10

592,218 Shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

592,218 Shares

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

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

6.2%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

CUSIP No. 125906 10 7

NAMES OF REPORTING PERSONS

1

Trust FBO David M. Farber under the 2002 Farber Children's Trusts dated December 12, 2002

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Florida

SOLE VOTING POWER

7

NUMBER OF 0 Shares

SHARED VOTING POWER

8

SHARES BENEFICIALLY OWNED BY 592,218 Shares

SOLE DISPOSITIVE POWER

9

EACH REPORTING

PERSON 0 Shares

WITH SHARED DISPOSITIVE POWER

10

592,218 Shares

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

592,218 Shares

12

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

6.2%

14

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

CUSIP No. 125906 10 7

NAMES OF REPORTING PERSONS

1

BLK Investments L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Pennsylvania

SOLE VOTING POWER

7

NUMBER OF 66,457 Shares

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8

0 Shares

SOLE DISPOSITIVE POWER

EACH REPORTING 9

PERSON 66,457 Shares

WITH SHARED DISPOSITIVE POWER

10

0 Shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

66,457 Shares

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

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

0.7%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

CUSIP No. 125906 10 7

This Amendment No. 10 amends the Schedule 13D, as previously amended, filed by Ellen B. Farber (f/k/a Ellen B. Kurtzman), Delv, L.P. (the Partnership), Trust FBO Ellen B. Farber under The 2002 Farber Children s Trusts dated December 12, 2002 (the EBF Trust), Trust FBO David M. Farber under The 2002 Farber Children s Trusts dated December 12, 2002 (the DMF Trust, and together with the EBF Trust, the Children s Trusts), Oliver Ernest Associates, LP, a Delaware limited partnership (Oliver Ernest LP) and The David M. Farber Trust dated March 29, 2006 (the David Farber 2006 Trust) with respect to the common stock, par value \$.10 per share (Common Stock) of CSS Industries, Inc., a Delaware corporation (CSS). As a result of the transactions described in Item 5, BLK Investments L.P. (BLK Investments) is joining this Schedule 13D filing as part of this Amendment No. 10.

Item 2. Identity and Background.

- (a) BLK Investments is joining in this filing, and the following information in this Item 2 supplements the information set forth in Item 2 of the initial filing of the Schedule 13D and in Item 2 of the subsequent amendments to this Schedule 13D. BLK Investments is a Delaware limited partnership. The EBF Trust is the general partner of BLK Investments, and Ellen B. Farber is the sole trustee of the EBF Trust.
- (b) The business address of BLK Investments is 801 Cassatt Road, Suite 111, Berwyn, PA 19312.
- (c) The principal business of BLK Investments is to manage its assets.
- (d) BLK Investments has not been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) during the last five years.
- (e) During the last five years, BLK Investments was not a party to a civil proceeding of a judicial or administrative body as a result of which proceeding such entity or person was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violations with respect to such laws.

Item 5. Interest in Securities of the Issuer

Ellen B. Farber may be deemed to beneficially own 873,719 shares of Common Stock (9.1 percent of the issued and outstanding Common Stock of CSS, based upon information provided by CSS in its quarterly report on Form 10-Q for the quarter ended June 30, 2009 indicating that 9,606,306 shares of Common Stock were issued and outstanding on July 28, 2009). She has sole voting and investment power with regard to all of such shares, described as follows:
83,667 shares of Common Stock owned directly.

592,218 shares of Common Stock (6.2 percent of the issued and outstanding Common Stock of CSS) owned by the Partnership. Ellen B. Farber exercises voting and investment power over these shares through Delv, Inc. (the General Partner), a Delaware corporation and general partner of the Partnership, which

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has the sole voting and investment power with regard to the shares of Common Stock owned by the Partnership. One-half of the outstanding common stock of the General Partner is held by each of the Children's Trusts, for which Ellen B. Farber serves as sole trustee. As a result, the Children's Trusts may be deemed to have shared voting and investment power with regard to the 592,218 shares held by the Partnership. Ellen B. Farber also is the sole director of the General Partner and serves as the President, Secretary and Treasurer of the General Partner. In that capacity, Ellen B. Farber has the power to act on behalf of the General Partner to vote and dispose of shares held by the Partnership. The General Partner holds a 0.1 percent interest in the Partnership, and the remaining 99.9 percent interest in the Partnership is owned by the 2003 Farber Family Trust (the 2003 Trust), of which Ellen B. Farber is the sole trustee. Because the limited partners of the Partnership, in their capacity as limited partners, do not have power to vote or dispose of the shares of Common Stock held by the Partnership, the 2003 Trust is not deemed to have voting or investment power with respect to the Common Stock held by the Partnership. The 2003 Trust does not otherwise have voting or investment power with respect to any shares of Common Stock.

66,457 shares of Common Stock (0.7 percent of the issued and outstanding Common Stock of CSS) owned by BLK Investments. Ellen B. Farber exercises voting and investment power over these shares through the EBF Trust, the general partner of BLK Investments, which has the sole voting and investment power with regard to the shares of Common Stock owned by BLK Investments. Ellen B. Farber is the sole trustee of the EBF Trust, and in that capacity, Ellen B. Farber has the power to act on behalf of the EBF Trust, in its capacity as the general partner of BLK Investments, to vote and dispose of shares held by BLK Investments.

Ellen B. Farber may also be deemed to have sole voting and investment power with respect to 131,377 shares held by the Farber Family Foundation, Inc., a charitable foundation (the Farber Family Foundation). Ellen B. Farber, Jack Farber, her father, Vivian Farber, her mother, and David M. Farber, her brother, are members, officers and directors of the Farber Family Foundation. However, only Ellen B. Farber has authority to exercise voting and investment power with respect to shares of Common Stock currently held by the Farber Family Foundation. As a matter of policy, the Farber Family Foundation does not vote the shares of Common Stock that it owns. Ellen B. Farber disclaims any beneficial ownership in the shares held by the Farber Family Foundation.

Prior to the transfers discussed below, Ellen B. Farber also shared voting and investment power with respect to the following shares of Common Stock:

20,800 shares of Common Stock owned by a trust for the benefit of her son, Blake Kurtzman (the BK Trust), for which she serves as co-trustee with Matthew Kamens and Lester Lipschutz.

22,675 shares of Common Stock owned by a trust for the benefit of her daughter, Leigh Ann Kurtzman (the LAK Trust), for which she serves as co-trustee with Matthew Kamens and Lester Lipschutz.

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22,982 shares of Common Stock owned by a trust for the benefit of her son, Kenneth Kurtzman (the KK Trust), for which she serves as co-trustee with Matthew Kamens and Lester Lipschutz.

On October 31, 2008, the BK Trust, the LAK Trust and KK Trust contributed 46,300 of such shares to BLK Investments, and they contributed the remaining 20,157 shares to BLK Investments on November 7, 2008. Ellen B. Farber, as trustee of the EBF Trust, now has sole voting and investment power as to such shares of Common Stock, as described above.

In addition, subsequent to the filing date of Amendment No. 9 to the Schedule 13D, the Partnership sold an aggregate of 157,782 shares of Common Stock as follows:

| Date of Sale | Number of Shares | Price Per Share (\$) |
|---------------------|-------------------------|-----------------------------|
| May 27, 2009 | 1,000 | 20.70 |
| June 4, 2009 | 6,000 | 20.00 |
| June 4, 2009 | 1,000 | 20.01 |
| June 4, 2009 | 1,158 | 20.05 |
| June 5, 2009 | 400 | 20.05 |
| June 10, 2009 | 500 | 19.20 |
| June 10, 2009 | 500 | 19.25 |
| June 10, 2009 | 1500 | 19.30 |
| June 10, 2009 | 500 | 19.39 |
| June 11, 2009 | 8,113 | 19.00 |
| June 11, 2009 | 600 | 19.02 |
| June 11, 2009 | 500 | 19.05 |
| June 11, 2009 | 800 | 19.10 |
| June 11, 2009 | 200 | 19.12 |
| June 11, 2009 | 400 | 19.29 |
| June 11, 2009 | 100 | 19.31 |
| July 28, 2009 | 400 | 23.00 |
| July 28, 2009 | 100 | 23.02 |
| July 28, 2009 | 300 | 23.03 |
| July 28, 2009 | 200 | 23.04 |
| July 28, 2009 | 100 | 23.07 |
| July 28, 2009 | 100 | 23.08 |
| July 28, 2009 | 300 | 23.09 |
| July 28, 2009 | 100 | 23.10 |
| July 28, 2009 | 100 | 23.11 |
| July 28, 2009 | 500 | 23.13 |
| July 28, 2009 | 100 | 23.28 |
| July 28, 2009 | 100 | 23.35 |
| July 28, 2009 | 400 | 23.37 |
| July 30, 2009 | 1,200 | 23.00 |

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| Date of Sale | Number of Shares | Price Per Share (\$) |
|---------------------|-----------------------------|---------------------------------|
| July 30, 2009 | 1,000 | 23.01 |
| July 30, 2009 | 1,000 | 23.10 |
| July 30, 2009 | 3,900 | 23.24 |
| July 30, 2009 | 1,100 | 23.25 |
| July 30, 2009 | 1,000 | 23.29 |
| July 30, 2009 | 2,000 | 23.30 |
| July 30, 2009 | 950 | 23.39 |
| July 30, 2009 | 251 | 23.44 |
| July 30, 2009 | 50 | 23.46 |
| July 31, 2009 | 4,000 | 23.00 |
| July 31, 2009 | 1,000 | 23.01 |
| July 31, 2009 | 298 | 23.30 |
| July 31, 2009 | 200 | 23.31 |
| July 31, 2009 | 2 | 23.34 |
| July 31, 2009 | 5,000 | 23.40 |
| July 31, 2009 | 1,000 | 23.49 |
| July 31, 2009 | 200 | 23.50 |
| August 4, 2009 | 2,500 | 22.99 |
| August 4, 2009 | 5,000 | 23.00 |
| August 4, 2009 | 1,000 | 23.01 |
| August 6, 2009 | 8,970 | 22.00 |
| August 6, 2009 | 10 | 22.01 |
| August 6, 2009 | 10 | 22.04 |
| August 6, 2009 | 10 | 22.06 |
| August 6, 2009 | 700 | 22.10 |
| August 6, 2009 | 300 | 22.13 |
| August 7, 2009 | 3,027 | 22.00 |
| August 7, 2009 | 3,500 | 22.10 |
| August 7, 2009 | 2,500 | 22.15 |
| August 7, 2009 | 1,200 | 22.49 |
| August 10, 2009 | 18,000 | 21.75 |
| August 10, 2009 | 1,000 | 21.80 |
| August 10, 2009 | 800 | 21.83 |
| August 10, 2009 | 200 | 21.84 |
| August 10, 2009 | 1,000 | 21.85 |
| August 10, 2009 | 397 | 21.98 |
| August 11, 2009 | 500 | 21.75 |
| August 12, 2009 | 10,000 | 21.75 |
| August 12, 2009 | 1,000 | 21.77 |
| August 12, 2009 | 700 | 21.80 |
| August 18, 2009 | 4,200 | 22.00 |
| August 18, 2009 | 800 | 22.42 |

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| Date of Sale | Number of Shares | Price Per Share (\$) |
|---------------------|-----------------------------|---------------------------------|
| August 19, 2009 | 100 | 21.75 |
| August 19, 2009 | 100 | 22.01 |
| August 19, 2009 | 454 | 22.04 |
| August 20, 2009 | 5,900 | 21.75 |
| August 20, 2009 | 6,832 | 21.80 |
| August 20, 2009 | 100 | 21.90 |
| August 21, 2009 | 300 | 21.95 |
| August 21, 2009 | 200 | 21.97 |
| August 21, 2009 | 400 | 22.00 |
| August 21, 2009 | 4,393 | 22.01 |
| August 21, 2009 | 300 | 22.05 |
| August 21, 2009 | 300 | 22.06 |
| August 21, 2009 | 321 | 22.07 |
| August 21, 2009 | 3,068 | 22.10 |
| August 21, 2009 | 87 | 22.12 |
| August 21, 2009 | 386 | 22.14 |
| August 21, 2009 | 100 | 22.15 |
| August 21, 2009 | 2,000 | 22.20 |
| August 21, 2009 | 172 | 22.44 |
| August 24, 2009 | 1,000 | 22.50 |
| August 24, 2009 | 2,306 | 22.60 |
| August 24, 2009 | 1,600 | 22.88 |
| August 24, 2008 | 100 | 22.90 |
| August 25, 2009 | 400 | 21.80 |
| August 25, 2009 | 200 | 21.90 |
| August 26, 2009 | 517 | 21.75 |
| August 27, 2009 | 2,591 | 21.58 |
| August 27, 2009 | 308 | 21.59 |
| August 27, 2009 | 1700 | 21.60 |
| August 27, 2009 | 1 | 21.61 |
| August 28, 2009 | 2,000 | 22.00 |
| August 28, 2009 | 1,500 | 22.17 |
| August 28, 2009 | 200 | 22.18 |
| August 28, 2009 | 300 | 22.21 |

TOTAL**157,782**

The sales by Delv listed in the table above were effected in the public trading markets under a Registration Statement on Form S-3 (Commission File No. 333-156031).

On October 1, 2009, Ellen B. Farber resigned as Manager of Oliver Ernest Associates, LLC, a Delaware limited liability company that is the general partner of Oliver Ernest LP, a Delaware limited partnership, which at the time of her resignation held 66,732 shares of

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Common Stock. Prior to her resignation, she had exercised voting and investment power over these shares in her capacity as Manager of Oliver Ernest Associates, LLC. Following her resignation, Ms. Farber has no voting or dispositive control as to such shares.

Item 7. Material to be Filed as Exhibits.

6. Agreement relating to joint filing of this statement. Exhibit 6 provides as follows:

By the execution of this Amendment No. 10 to Schedule 13D, each of the persons signing this Amendment No. 10 to Schedule 13D agrees that this Amendment No. 10 to Schedule 13D and any further amendment to the Schedule 13D shall be filed on behalf of each of them.

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SIGNATURE

After reasonable inquiry and to the best of our knowledge and belief, we certify that the information set forth in this statement is true, complete and correct.

/s/ Ellen B. Farber
Ellen B. Farber

DELV, L.P.

By: DELV, INC., its General Partner

By: /s/ Ellen B. Farber
Ellen B. Farber, President

TRUST FBO ELLEN B. FARBER UNDER
THE 2002 FARBER CHILDREN S TRUSTS
DATED DECEMBER 12, 2002

By: /s/ Ellen B. Farber
Ellen B. Farber, Trustee

TRUST FBO DAVID M. FARBER UNDER
THE 2002 FARBER CHILDREN S TRUSTS
DATED DECEMBER 12, 2002

By: /s/ Ellen B. Farber
Ellen B. Farber, Trustee

Signatures continued on next page

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Signatures continued from previous page

BLK INVESTMENTS L.P.

By: Trust FBO Ellen B. Farber under the
2002 Farber Children's Trusts Dated
December 12, 2002, its General Partner

By: /s/ Ellen B. Farber
Ellen B. Farber, Trustee

Date: October 8, 2009

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