

CSS INDUSTRIES INC  
Form 8-K  
April 30, 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): April 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))

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

On April 24, 2015, the Human Resources Committee ("Committee") of our Board of Directors ("Board") set the terms of the bonus program for our fiscal year ending March 31, 2016 (our 2016 fiscal year), including the threshold, target and maximum award levels for each of our named executive officers participating in such bonus program. These determinations were as follows:

Executive officer name and title	Bonus program threshold, target and maximum award levels for fiscal 2016		
	Threshold (\$)	Target (\$)	Maximum (\$)
Christopher J. Munyan President and Chief Executive Officer	98,659	626,008	1,252,017
Vincent A. Paccapaniccia Vice President - Finance and Chief Financial Officer	47,455	301,110	602,221
William G. Kiesling Vice President - Legal and Human Resources and General Counsel	45,896	291,218	582,435
Christian A. Sorensen Vice President - Operations	26,615	168,879	337,758

The performance period for the awards in the table above is our 2016 fiscal year. Each bonus program award has two components: (i) an earnings per share ("EPS") component and (ii) a discretionary component. Eighty percent of each executive's target amount is attributable to the EPS component, and the remaining 20% is attributable to the discretionary component.

The EPS component was awarded under and is subject to the terms and conditions of our Management Incentive Program. The sole metric for determining whether, and the extent to which, the EPS component will be paid is our diluted earnings per share for our 2016 fiscal year. No amounts will be paid under the EPS component unless we attain EPS of not less than a minimum "threshold" level set by the Committee. If the minimum level is exceeded, the amount to be paid under the EPS component will depend on the extent to which the attained level of EPS exceeds the threshold level. The Committee also set the "target" and "maximum" EPS levels that must be reached in order for the EPS component to be paid at the target and maximum levels, respectively. For purposes of determining payouts under the EPS component, EPS will be adjusted to account for the occurrence of certain specified events. The amounts payable, if any, under the EPS component will not be determined until after the performance period is completed.

The extent to which the discretionary component is paid, if at all, will be determined by, and in the sole discretion of, the Committee.

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)

Date: April 30, 2015

By: /s/ William G. Kiesling  
William G. Kiesling  
Vice President–Legal and Human Resources and  
General Counsel