

elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 1.01 Entry into a Material Definitive Agreement.

On July 9, 2018, CSS Industries, Inc. (the “Company”) entered into Amendment No. 4 (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, among other modifications, (i) modifies the definition of Consolidated EBIT (as defined in the Credit Agreement) to allow for the add-back of certain acquisition and integration costs; and (ii) modifies the definition of Permitted Acquisition (as defined in the Credit Agreement) to adjust the maximum consideration payable under such definition.

The preceding description of the Amendment is qualified in its entirety by the provisions of the Amendment, which is filed herewith as Exhibit 99.1.

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

On July 9, 2018, 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.

Exhibit No. Description

99.1 Amendment No. 4 to Credit Agreement, dated as of July 9, 2018, 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.

EXHIBIT INDEX

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|----------------|--|
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3

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: July 12, 2018 By: /s/ John
M.
Roselli
John M.
Roselli
Executive
Vice
President –
Finance
and Chief
Financial
Officer