

CSS INDUSTRIES INC  
Form 10-Q  
October 27, 2015  
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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D. C. 20549

FORM 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2015

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_  
Commission file number 1-2661

CSS INDUSTRIES, INC.  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)  
1845 Walnut Street, Philadelphia, PA  
(Address of principal executive offices)  
(215) 569-9900  
(Registrant's telephone number, including area code)

13-1920657  
(I.R.S. Employer  
Identification No.)  
19103  
(Zip Code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15 (d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.  Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such period that the registrant was required to submit and post such files).  Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer   
Non-accelerated filer  Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).  
 Yes  No

As of October 23, 2015, there were 9,030,893 shares of common stock outstanding which excludes shares which may still be issued upon exercise of stock options or upon vesting of restricted stock unit grants.



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CONSOLIDATED STATEMENTS OF OPERATIONS

(Unaudited)

(In thousands, except per share data)

|  | Three Months Ended<br>September 30, |           | Six Months Ended<br>September 30, |           |
|--|-------------------------------------|-----------|-----------------------------------|-----------|
|  | 2015                                | 2014      | 2015                              | 2014      |
| Sales  | \$111,477                           | \$106,092 | \$155,705                         | \$154,349 |
| Costs and expenses                           |                                     |           |                                   |           |
| Cost of sales                                | 73,686                              | 70,695    | 105,472                           | 104,353   |
| Selling, general and administrative expenses | 20,100                              | 19,895    | 37,400                            | 36,652    |
| Interest (income) expense, net               | (10                                 | ) 17      | (82                               | ) (4      |
| Other expense (income), net                  | 48                                  | —         | —                                 | (79       |
|  | 93,824                              | 90,607    | 142,790                           | 140,922   |
| Income before income taxes                   | 17,653                              | 15,485    | 12,915                            | 13,427    |
| Income tax expense                           | 6,424                               | 5,638     | 4,754                             | 4,905     |
| Net income                                   | \$11,229                            | \$9,847   | \$8,161                           | \$8,522   |
| Net income per common share:                 |                                     |           |                                   |           |
| Basic  | \$1.23                              | \$1.06    | \$0.88                            | \$0.91    |
| Diluted                                      | \$1.22                              | \$1.05    | \$0.87                            | \$0.91    |
| Weighted average shares outstanding:         |                                     |           |                                   |           |
| Basic  | 9,148                               | 9,323     | 9,245                             | 9,316     |
| Diluted                                      | 9,237                               | 9,397     | 9,345                             | 9,393     |
| Cash dividends per share of common stock     | \$0.18                              | \$0.15    | \$0.36                            | \$0.30    |

See notes to consolidated financial statements.

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CSS INDUSTRIES, INC. AND SUBSIDIARIES  
 CONDENSED CONSOLIDATED BALANCE SHEETS  
 (In thousands)

|  | September 30,<br>2015<br>(Unaudited) | March 31,<br>2015<br>(Audited) | September 30,<br>2014<br>(Unaudited) |
|--|--------------------------------------|--------------------------------|--------------------------------------|
| Assets   |                                      |                                |                                      |
| Current assets   |                                      |                                |                                      |
| Cash and cash equivalents  | \$27,745                             | \$36,429                       | \$26,840                             |
| Short-term investments   | 24,929                               | 69,845                         | 29,961                               |
| Accounts receivable, net of allowances of \$1,375, \$1,059 and \$1,326 | 95,080                               | 42,052                         | 97,502                               |
| Inventories  | 79,265                               | 65,491                         | 74,980                               |
| Deferred income taxes  | 4,652                                | 4,375                          | 4,287                                |
| Other current assets   | 10,587                               | 11,235                         | 14,347                               |
| Total current assets   | 242,258                              | 229,427                        | 247,917                              |
| Property, plant and equipment, net                                     | 25,769                               | 25,493                         | 25,854                               |
| Deferred income taxes  | —                                    | 582                            | 1,539                                |
| Other assets   |                                      |                                |                                      |
| Goodwill   | 15,820                               | 15,820                         | 15,083                               |
| Intangible assets, net   | 31,770                               | 33,048                         | 27,049                               |
| Other  | 5,810                                | 5,103                          | 4,191                                |
| Total other assets   | 53,400                               | 53,971                         | 46,323                               |
| Total assets   | \$321,427                            | \$309,473                      | \$321,633                            |
| Liabilities and Stockholders' Equity                                   |                                      |                                |                                      |
| Current liabilities  |                                      |                                |                                      |
| Accounts payable   | \$27,165                             | \$12,917                       | \$27,505                             |
| Accrued payroll and other compensation                                 | 7,368                                | 9,054                          | 7,087                                |
| Accrued customer programs  | 3,920                                | 4,042                          | 5,687                                |
| Accrued income taxes   | 3,173                                | 745                            | 3,719                                |
| Other current liabilities  | 9,641                                | 8,247                          | 9,125                                |
| Total current liabilities  | 51,267                               | 35,005                         | 53,123                               |
| Deferred income taxes  | 239                                  | —                              | —                                    |
| Long-term obligations  | 4,295                                | 4,213                          | 4,680                                |
| Stockholders' equity   | 265,626                              | 270,255                        | 263,830                              |
| Total liabilities and stockholders' equity                             | \$321,427                            | \$309,473                      | \$321,633                            |
| See notes to consolidated financial statements.                        |                                      |                                |                                      |

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CSS INDUSTRIES, INC. AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF CASH FLOWS  
(Unaudited)  
(In thousands)

|  | Six Months Ended September<br>30, |          |
|--|-----------------------------------|----------|
|  | 2015                              | 2014     |
| Cash flows from operating activities:  |                                   |          |
| Net income   | \$8,161                           | \$8,522  |
| Adjustments to reconcile net income to net cash used for operating activities: |                                   |          |
| Depreciation and amortization  | 4,102                             | 3,917    |
| Accretion of investment discount   | (160)                             | (99)     |
| Provision for accounts receivable allowances                                   | 1,530                             | 1,003    |
| Deferred tax provision   | 745                               | 674      |
| Stock-based compensation expense   | 867                               | 1,017    |
| Changes in assets and liabilities:   |                                   |          |
| Accounts receivable  | (54,558)                          | (53,262) |
| Inventory  | (13,774)                          | (14,077) |
| Other assets   | (293)                             | (946)    |
| Accounts payable   | 13,942                            | 16,842   |
| Other accrued liabilities  | 2,077                             | 4,642    |
| Total adjustments  | (45,522)                          | (40,289) |
| Net cash used for operating activities   | (37,361)                          | (31,767) |
| Cash flows from investing activities:  |                                   |          |
| Maturities of investment securities  | 70,000                            | —        |
| Purchase of held-to-maturity investment securities                             | (24,924)                          | —        |
| Purchase of a business   | —                                 | (5,142)  |
| Purchase of property, plant and equipment                                      | (2,817)                           | (1,531)  |
| Proceeds from sale of fixed assets   | 23                                | 5        |
| Net cash provided by (used for) investing activities                           | 42,282                            | (6,668)  |
| Cash flows from financing activities:  |                                   |          |
| Dividends paid   | (3,321)                           | (2,796)  |
| Purchase of treasury stock   | (10,000)                          | —        |
| Exercise of stock options, net of tax withholdings                             | —                                 | 41       |
| Payments for tax withholding on net restricted stock settlements               | (518)                             | (291)    |
| Tax effect on stock awards   | 234                               | 121      |
| Net cash used for financing activities   | (13,605)                          | (2,925)  |
| Net decrease in cash and cash equivalents                                      | (8,684)                           | (41,360) |
| Cash and cash equivalents at beginning of period                               | 36,429                            | 68,200   |
| Cash and cash equivalents at end of period                                     | \$27,745                          | \$26,840 |
| See notes to consolidated financial statements.                                |                                   |          |

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CSS INDUSTRIES, INC. AND SUBSIDIARIES  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
September 30, 2015  
(Unaudited)

(1) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

CSS Industries, Inc. (collectively with its subsidiaries, "CSS" or the "Company") has prepared the consolidated financial statements included herein pursuant to the rules and regulations of the Securities and Exchange Commission. The Company has condensed or omitted certain information and footnote disclosures normally included in consolidated financial statements prepared in accordance with accounting principles generally accepted in the United States pursuant to such rules and regulations. In the opinion of management, the statements include all adjustments (which include normal recurring adjustments) required for a fair presentation of financial position, results of operations and cash flows for the interim periods presented. These consolidated financial statements should be read in conjunction with the consolidated financial statements and notes thereto included in the Company's Annual Report on Form 10-K for the fiscal year ended March 31, 2015. The results of operations for the interim periods are not necessarily indicative of the results for the full year.

The Company's fiscal year ends on March 31. References to a particular fiscal year refer to the fiscal year ending in March of that year. For example, "fiscal 2016" refers to the fiscal year ending March 31, 2016.

Principles of Consolidation

The consolidated financial statements include the accounts of the Company and all of its subsidiaries. All significant intercompany transactions and accounts have been eliminated in consolidation.

Nature of Business

CSS is a consumer products company primarily engaged in the design, manufacture, procurement, distribution and sale of all occasion and seasonal social expression products, principally to mass market retailers. These all occasion and seasonal products include decorative ribbons and bows, journals, boxed greeting cards, classroom exchange Valentines, gift tags, gift bags, gift card holders, gift wrap, decorations, floral accessories, craft and educational products, Easter egg dyes and novelties, memory books, scrapbooks, stickers, infant and wedding photo albums, stationery, and other items that commemorate life's celebrations. The seasonal nature of CSS' business has historically resulted in lower sales levels and operating losses in the first and fourth quarters and comparatively higher sales levels and operating profits in the second and third quarters of the Company's fiscal year, which ends March 31, thereby causing significant fluctuations in the quarterly results of operations of the Company.

The Company's principal operating subsidiaries include Berwick Offray LLC ("Berwick Offray"), Paper Magic Group, Inc. ("Paper Magic") and C.R. Gibson, LLC ("C.R. Gibson").

Reclassification

Certain prior period amounts have been reclassified to conform with the current year classification.

Foreign Currency Translation and Transactions

Translation adjustments are charged or credited to a separate component of stockholders' equity. Gains and losses on foreign currency transactions are not material and are included in other expense (income), net in the consolidated statements of operations.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Judgments and assessments of uncertainties are required in applying the Company's accounting policies in many areas. Such estimates pertain to revenue recognition, the valuation of inventory and accounts receivable, the assessment of the recoverability of goodwill and other intangible and long-lived assets, income tax accounting, the valuation of stock-based awards and resolution of litigation and other proceedings. Actual results could differ from these estimates.





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## Short-Term Investments

The Company categorizes and accounts for its short-term investment holdings as held-to-maturity securities. Held-to-maturity securities are recorded at amortized cost which approximates fair value at September 30, 2015, March 31, 2015 and September 30, 2014. This categorization is based upon the Company's positive intent and ability to hold these securities until maturity. Short-term investments at September 30, 2015 consist of commercial paper with an amortized cost of \$24,929,000 that mature in the fourth quarter of fiscal 2016. Short-term investments at March 31, 2015 consisted of commercial paper with an amortized cost of \$69,845,000 that matured in the first half of fiscal 2016. Short-term investments at September 30, 2014 consisted of commercial paper with an amortized cost of \$29,961,000 that matured in fiscal 2015.

## Inventories

The Company records inventory when title is transferred, which occurs upon receipt or prior to receipt dependent on supplier shipping terms. The Company adjusts unsaleable and slow-moving inventory to its estimated net realizable value. Substantially all of the Company's inventories are stated at the lower of first-in, first-out (FIFO) cost or market. The remaining portion of the inventory is valued at the lower of last-in, first-out (LIFO) cost or market. Inventories consisted of the following (in thousands):

|                 | September 30,<br>2015 | March 31,<br>2015 | September 30,<br>2014 |
|-----------------|-----------------------|-------------------|-----------------------|
| Raw material    | \$ 11,376             | \$ 9,612          | \$ 9,117              |
| Work-in-process | 13,603                | 15,376            | 10,663                |
| Finished goods  | 54,286                | 40,503            | 55,200                |
|                 | \$ 79,265             | \$ 65,491         | \$ 74,980             |

## Property, Plant and Equipment

Property, plant and equipment are stated at cost and include the following (in thousands):

|  | September 30,<br>2015 | March 31,<br>2015 | September 30,<br>2014 |
|--|-----------------------|-------------------|-----------------------|
| Land   | \$ 2,508              | \$ 2,508          | \$ 2,508              |
| Buildings, leasehold interests and improvements  | 33,754                | 35,664            | 35,398                |
| Machinery, equipment and other                   | 86,722                | 88,148            | 88,291                |
|  | 122,984               | 126,320           | 126,197               |
| Less - Accumulated depreciation and amortization | (97,215 )             | (100,827 )        | (100,343 )            |
| Net property, plant and equipment                | \$ 25,769             | \$ 25,493         | \$ 25,854             |

Depreciation expense was \$1,419,000 and \$1,543,000 for the quarters ended September 30, 2015 and 2014, respectively, and was \$2,824,000 and \$3,037,000 for the six months ended September 30, 2015 and 2014, respectively.

## Long-Lived Assets including Goodwill and Other Intangible Assets

The Company performs an annual impairment test of the carrying amount of goodwill and indefinite-lived intangible assets in the fourth quarter of its fiscal year. Additionally, the Company would perform its impairment testing at an interim date if events or circumstances indicate that goodwill or intangibles might be impaired. During the six months ended September 30, 2015, there were no such events or circumstances.

The Company uses a dual approach to determine the fair value of its reporting units, including both a market approach and an income approach. The Company believes the use of multiple valuation techniques results in a more accurate indicator of the fair value of each reporting unit. The first step of the test compares the fair value of a reporting unit to its carrying amount, including goodwill, as of the date of the test. If the carrying amount of the reporting unit exceeds its fair value, the second step is performed. The second step compares the carrying amount of the goodwill to the implied fair value of the goodwill. If the implied fair value of the goodwill is less than the carrying amount of the goodwill, an impairment loss would be reported.

Other indefinite-lived intangible assets consist primarily of tradenames, which are also required to be tested annually for impairment. The fair value of the Company's tradenames is calculated using a "relief from royalty payments" methodology. Long-lived assets (including property, plant and equipment), except for goodwill and indefinite-lived



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intangible assets, are reviewed for impairment when events or circumstances indicate the carrying value of an asset group may not be recoverable. If such asset group is considered to be impaired, the impairment to be recognized is the amount by which the carrying amount of the asset group exceeds the fair value of the asset group. During the six months ended September 30, 2015, there were no such events or circumstances. See Note 5 for further information on other intangible assets.

**Income Taxes**

Income taxes are accounted for under the asset and liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating loss and credit carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences and carryforwards are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. The Company records a valuation allowance to reduce deferred tax assets to the amount that is more likely than not to be realized.

The Company recognizes the impact of an uncertain tax position if it is more likely than not that such position will be sustained on audit, based solely on the technical merits of the position.

**Revenue Recognition**

The Company recognizes revenue from product sales when the goods are shipped, title and risk of loss have been transferred to the customer and collection is reasonably assured. Provisions for returns, allowances, rebates to customers and other adjustments are provided in the same period that the related sales are recorded.

**Net Income Per Common Share**

The following table sets forth the computation of basic and diluted net income per common share for the three- and six months ended September 30, 2015 and 2014 (in thousands, except per share data):

|   | Three Months Ended<br>September 30, |          | Six Months Ended<br>September 30, |          |
|---|-------------------------------------|----------|-----------------------------------|----------|
|   | 2015                                | 2014     | 2015                              | 2014     |
| <b>Numerator:</b>   |                                     |          |                                   |          |
| Net income  | \$ 11,229                           | \$ 9,847 | \$ 8,161                          | \$ 8,522 |
| <b>Denominator:</b>   |                                     |          |                                   |          |
| Weighted average shares outstanding for basic net income per common share           | 9,148                               | 9,323    | 9,245                             | 9,316    |
| Effect of dilutive stock options  | 89                                  | 74       | 100                               | 77       |
| Adjusted weighted average share outstanding for diluted net income per common share | 9,237                               | 9,397    | 9,345                             | 9,393    |
| Basic net income per common share   | \$ 1.23                             | \$ 1.06  | \$ 0.88                           | \$ 0.91  |
| Diluted net income per common share   | \$ 1.22                             | \$ 1.05  | \$ 0.87                           | \$ 0.91  |

The Company has excluded 258,000 shares and 236,000 shares, consisting of outstanding stock options and unearned restricted stock units, in computing diluted net income per common share for the three- and six months ended September 30, 2015 and 2014, respectively, because their effects were antidilutive.

**(2) BUSINESS ACQUISITION**

On February 19, 2015, a subsidiary of the Company completed the acquisition of substantially all of the business and assets of Hollywood Ribbon Industries, Inc. ("Hollywood Ribbon") for approximately \$12,903,000 in cash, including transaction costs of approximately \$121,000. The Company also incurred one-time transition costs of approximately \$760,000 in fiscal 2015, primarily related to services performed under a transition service agreement and costs related to the relocation of inventory and equipment. Hollywood Ribbon was a manufacturer, distributor and supplier of ribbon, bows and similar products to mass market retailers and national grocery, drug store, party and craft, and discount chains. As of September 30, 2015, a portion of the purchase price is being held in escrow for certain

post-closing adjustments and indemnification obligations. The acquisition was accounted for as a purchase, and \$745,000,

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which is the excess of cost over preliminary fair value of the net tangible and identifiable intangible assets acquired, was recorded as goodwill in the accompanying consolidated balance sheet. For tax purposes, goodwill resulting from this acquisition is deductible.

On May 19, 2014, a subsidiary of the Company completed the acquisition of substantially all of the business and assets of Carson & Gebel Ribbon Co., LLC ("Carson & Gebel") for approximately \$5,173,000 in cash, including transaction costs of approximately \$31,000. Carson & Gebel was a manufacturer, distributor and supplier of decorative ribbon and similar products to wholesale florists, packaging distributors and bow manufacturers. Key product categories include cut edge acetate ribbon and velvet ribbon used in everyday and holiday floral arrangements. As of September 30, 2015, a portion of the purchase price is being held in escrow for certain post-closing adjustments and indemnification obligations. The acquisition was accounted for as a purchase, and \$553,000, which was the excess of cost over fair value of the net tangible and identifiable intangible assets acquired, was recorded as goodwill in the accompanying consolidated balance sheet. For tax purposes, goodwill resulting from this acquisition is deductible.

The following table summarizes the preliminary fair values of the assets acquired and liabilities assumed at the date of acquisitions in fiscal 2015 (in thousands):

|                               |           |
|-------------------------------|-----------|
| Cash                          | \$2,778   |
| Accounts receivable           | 1,545     |
| Inventory                     | 3,336     |
| Other assets                  | 38        |
| Total current assets          | 7,697     |
| Property, plant and equipment | 543       |
| Intangible assets             | 8,590     |
| Goodwill                      | 1,298     |
| Total assets acquired         | 18,128    |
| Current liabilities           | 204       |
| Total liabilities assumed     | 204       |
| Net assets acquired           | \$ 17,924 |

**(3) STOCK-BASED COMPENSATION****2013 Equity Compensation Plan**

On July 30, 2013, the Company's stockholders approved the CSS Industries, Inc. 2013 Equity Compensation Plan ("2013 Plan"). Under the terms of the Company's 2013 Plan, the Human Resources Committee of the Company's Board of Directors ("Board"), or other committee appointed by the Board (collectively with the Human Resources Committee, the "2013 Equity Plan Committee"), may grant incentive stock options, non-qualified stock options, stock units, restricted stock grants, stock appreciation rights, stock bonus awards and dividend equivalents to officers and other employees. Grants under the 2013 Plan may be made through July 29, 2023. The term of each grant is at the discretion of the 2013 Equity Plan Committee, but in no event greater than ten years from the date of grant. The 2013 Equity Plan Committee has discretion to determine the date or dates on which granted options become exercisable.

Service-based options outstanding as of September 30, 2015 become exercisable at the rate of 25% per year commencing one year after the date of grant. Market-based stock options outstanding as of September 30, 2015 will become exercisable only if certain market conditions and service requirements are satisfied, and the date(s) on which they become exercisable will depend on the period in which such market conditions and service requirements are met, if at all, except that vesting and exercisability are accelerated upon a change of control. Market-based restricted stock units ("RSUs") outstanding at September 30, 2015 will vest only if certain market conditions and service requirements have been met, and the date(s) on which they vest will depend on the period in which such market conditions and service requirements are met, if at all, except that vesting and redemption are accelerated upon a change of control. At September 30, 2015, there were 798,500 shares available for grant.

**2011 Stock Option Plan for Non-Employee Directors**

Under the terms of the CSS Industries, Inc. 2011 Stock Option Plan for Non-Employee Directors ("2011 Plan"), non-qualified stock options to purchase up to 150,000 shares of common stock are available for grant to

non-employee directors at exercise prices of not less than fair market value of the underlying common stock on the date of grant. Under the 2011 Plan, options to purchase 4,000 shares of the Company's common stock are granted automatically to each non-employee director on the last day that the Company's common stock is traded in November of each year from

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2011 to 2015. Each option will expire five years after the date the option is granted and options may be exercised at the rate of 25% per year commencing one year after the date of grant. At September 30, 2015, 91,000 shares were available for grant under the 2011 Plan.

The fair value of each stock option and RSU granted under the above plans was estimated on the date of grant using either a Black-Scholes option pricing model (service-based awards) or a Monte Carlo simulation model (market-based awards) with the following average assumptions:

|                                    | Stock Options              |         | RSUs                       |         |  |   |
|------------------------------------|----------------------------|---------|----------------------------|---------|--|---|
|                                    | Six Months Ended September |         | Six Months Ended September |         |  |   |
|                                    | 30,                        |         | 30,                        |         |  |   |
|                                    | 2015                       | 2014    | 2015                       | 2014    |  |   |
| Risk-free interest rate            | 1.96                       | % 1.44  | % 1.29                     | % 1.17  |  | % |
| Volatility                         | 36.90                      | % 50.10 | % 36.86                    | % 38.72 |  | % |
| Dividend yield                     | 2.59                       | % 2.38  | % 2.60                     | % 2.38  |  | % |
| Expected life of option (in years) | 4.75                       | 4.75    |                            |         |  |   |

During the six months ended September 30, 2015 and 2014, the Company granted 134,100 and 110,975 stock options, respectively, with a weighted average fair value of \$7.35 and \$9.24, respectively. During the six months ended September 30, 2015 and 2014, the Company granted 44,100 and 47,385 RSUs, respectively, with a weighted average fair value of \$18.46 and \$17.82, respectively. As of September 30, 2015, there were 560,700 and 188,025 outstanding stock options and RSUs, respectively.

As of September 30, 2015, there was \$1,707,000 of total unrecognized compensation cost related to non-vested stock option awards granted under the Company's equity incentive plans which is expected to be recognized over a weighted average period of 2.8 years. As of September 30, 2015, there was \$1,533,000 of total unrecognized compensation cost related to non-vested RSUs granted under the Company's equity incentive plans which is expected to be recognized over a weighted average period of 2.4 years.

On August 11, 2015, the Company granted 10,000 RSUs to the new Chair of the Company's Board of Directors. On August 15, 2017, the RSUs will become vested and convertible into a lump sum cash payment equal to the then fair market value of corresponding shares of common stock of the Company if, and only to the extent that, certain service-based vesting conditions and other terms and conditions are satisfied, or upon occurrence of a change of control. The RSUs are classified as liability awards because they will be paid in cash upon vesting. The RSU award liability is measured at its fair market value at the end of each reporting period and, therefore, will fluctuate based on the performance of the Company's stock. The total amount accrued related to this grant as of September 30, 2015 was \$17,000 and is included in long-term obligations in the condensed consolidated balance sheet. There were no such liability classified awards as of September 30, 2014. During the quarter ended September 30, 2015, dividend equivalent units of approximately \$2,000 were paid related to these liability classified awards and were charged to selling, general and administrative expenses.

Compensation cost related to stock options and RSUs (inclusive of the liability classified awards described above) recognized in operating results (included in selling, general and administrative expenses) was \$410,000 and \$511,000 in the quarters ended September 30, 2015 and 2014, respectively, and \$867,000 and \$1,017,000 in the six months ended September 30, 2015 and 2014, respectively.

**(4) DERIVATIVE FINANCIAL INSTRUMENTS**

The Company enters into foreign currency forward contracts in order to reduce the impact of certain foreign currency fluctuations on sales denominated in a foreign currency. Derivatives are not used for trading or speculative activities. Firmly committed transactions and the related receivables may be hedged with forward exchange contracts. Gains and losses arising from foreign currency forward contracts are recorded in other expense (income), net as offsets of gains and losses resulting from the underlying hedged transactions. A realized gain of \$9,000 was recorded in the three- and six months ended September 30, 2015. A realized gain of \$15,000 and \$14,000 was recorded in the three- and six months ended September 30, 2014, respectively. As of September 30, 2015 and 2014, the notional amount of open foreign currency forward contracts was \$1,656,000 and \$2,097,000, respectively. The related unrealized gain was \$97,000 and \$42,000 at September 30, 2015 and 2014, respectively. The Company believes it does not have

significant counterparty credit risks as of September 30, 2015.

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The following table shows the fair value of the foreign currency forward contracts designated as hedging instruments and included in the Company's condensed consolidated balance sheet (in thousands):

|                                    | Balance Sheet Location | Fair Value of Derivative Instruments<br>Fair Value |                       |
|------------------------------------|------------------------|--|-----------------------|
|                                    |                        | September 30,<br>2015                              | September 30,<br>2014 |
| Foreign currency forward contracts | Other current assets   | \$97   | \$42                  |

**(5) INTANGIBLE ASSETS**

The gross carrying amount and accumulated amortization of other intangible assets is as follows (in thousands):

|                              | September 30, 2015          |                             | March 31, 2015              |                             | September 30, 2014          |                             |
|------------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|
|                              | Gross<br>Carrying<br>Amount | Accumulated<br>Amortization | Gross<br>Carrying<br>Amount | Accumulated<br>Amortization | Gross<br>Carrying<br>Amount | Accumulated<br>Amortization |
| Tradenames and<br>trademarks | \$12,953                    | \$—                         | \$12,953                    | \$—                         | \$12,953                    | \$—                         |
| Customer relationships       | 29,957                      | 12,183                      | 29,957                      | 11,031                      | 23,357                      | 10,155                      |
| Trademarks                   | 403                         | 318                         | 403                         | 303                         | 403                         | 288                         |
| Patents                      | 1,164                       | 650                         | 1,164                       | 592                         | 1,164                       | 534                         |
| Non-compete                  | 530                         | 86                          | 530                         | 33                          | 160                         | 11                          |
|                              | \$45,007                    | \$13,237                    | \$45,007                    | \$11,959                    | \$38,037                    | \$10,988                    |

Amortization expense related to intangible assets was \$639,000 and \$456,000 for the quarters ended September 30, 2015 and 2014, respectively, and was \$1,278,000 and \$880,000 for the six months ended September 30, 2015 and 2014, respectively. Based on the current composition of intangibles, amortization expense for the remainder of fiscal 2016 and each of the succeeding four years is projected to be as follows (in thousands):

|                          |         |
|--------------------------|---------|
| Remainder of fiscal 2016 | \$1,277 |
| Fiscal 2017              | 2,555   |
| Fiscal 2018              | 2,555   |
| Fiscal 2019              | 2,531   |
| Fiscal 2020              | 2,486   |

**(6) TREASURY STOCK TRANSACTIONS**

On May 19, 2015, the Company announced that its Board of Directors had authorized the repurchase of up to an additional 500,000 shares of the Company's common stock under the Company's stock repurchase program. The Company repurchased 352,789 shares of the Company's common stock under such program for approximately \$10,000,000 during the six months ended September 30, 2015. There were no repurchases of the Company's common stock by the Company during the six months ended September 30, 2014. As of September 30, 2015, the Company had 348,166 shares remaining available for repurchase under the Board's authorizations.

**(7) COMMITMENTS AND CONTINGENCIES**

CSS and its subsidiaries are involved in ordinary, routine legal proceedings that are not considered by management to be material. In the opinion of Company counsel and management, the ultimate liabilities resulting from such legal proceedings will not materially affect the consolidated financial position of the Company or its results of operations or cash flows.

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## (8) FAIR VALUE MEASUREMENTS

## Recurring Fair Value Measurements

The Company uses certain derivative financial instruments as part of its risk management strategy to reduce foreign currency risk. The Company recorded all derivatives on the condensed consolidated balance sheet at fair value based on quotes obtained from financial institutions as of September 30, 2015.

The Company maintains a Nonqualified Supplemental Executive Retirement Plan for highly compensated employees and invests assets to mirror the obligations under this Plan. The invested funds are maintained at a third party financial institution in the name of CSS and are invested in publicly traded mutual funds. The Company maintains separate accounts for each participant to reflect deferred contribution amounts and the related gains or losses on such deferred amounts. The investments are included in other current assets and the related liability is recorded as deferred compensation, of which \$243,000 is included in other current liabilities and \$266,000 is included in long-term obligations in the condensed consolidated balance sheets. The fair value of the investments is based on the market price of the mutual funds as of September 30, 2015.

The Company maintains two life insurance policies in connection with deferred compensation arrangements with two former executives. The cash surrender value of the policies is recorded in other long-term assets in the condensed consolidated balance sheets and is based on quotes obtained from the insurance company as of September 30, 2015.

To increase consistency and comparability in fair value measurements, the Financial Accounting Standards Board ("FASB") established a fair value hierarchy that prioritizes the inputs to valuation techniques into a three-level fair value hierarchy. The fair value hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). If the inputs used to measure the financial assets and liabilities fall within different levels of the hierarchy, the categorization is based on the lowest level input that is significant to the fair value measurement of the instrument.

The Company's recurring assets and liabilities recorded on the condensed consolidated balance sheet are categorized based on the inputs to the valuation techniques as follows:

Level 1 – Financial assets and liabilities whose values are based on unadjusted quoted prices for identical assets or liabilities in an active market that the Company has the ability to access.

Level 2 – Financial assets and liabilities whose values are based on quoted prices in markets that are not active or model inputs that are observable either directly or indirectly for substantially the full term of the asset or liability. Examples of Level 2 inputs include quoted prices for identical or similar assets or liabilities in non-active markets and pricing models whose inputs are observable for substantially the full term of the asset or liability.

Level 3 – Financial assets and liabilities whose values are based on prices or valuation techniques that require inputs that are both unobservable and significant to the overall fair value measurement.

The following table presents the Company's fair value hierarchy for those financial assets and liabilities measured at fair value on a recurring basis in its condensed consolidated balance sheet as of September 30, 2015 and March 31, 2015 (in thousands):

|   | Fair Value Measurements at September 30, 2015 Using |   |   |   |
|---|---|---|---|---|
|   | September 30,<br>2015                               | Quoted Prices In<br>Active Markets<br>for Identical<br>Assets (Level 1) | Significant Other<br>Observable<br>Inputs (Level 2) | Significant<br>Unobservable<br>Inputs (Level 3) |
| Assets  |   |   |   |   |
| Marketable securities                           | \$ 509  | \$ 509  | \$ —  | \$ —  |
| Foreign exchange contracts                      | 97  | —   | 97  | —   |
| Cash surrender value of life insurance policies | 1,129   | —   | 1,129   | —   |
| Total assets                                    | \$ 1,735  | \$ 509  | \$ 1,226  | \$ —  |
| Liabilities                                     |   |   |   |   |
| Deferred compensation plans                     | \$ 509  | \$ 509  | \$ —  | \$ —  |
| Total liabilities                               | \$ 509  | \$ 509  | \$ —  | \$ —  |



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|   | March 31,<br>2015 | Fair Value Measurements at March 31, 2015 Using<br>Quoted Prices In<br>Active Markets<br>for Identical<br>Assets (Level 1) | Significant Other<br>Observable<br>Inputs (Level 2) | Significant<br>Unobservable<br>Inputs (Level 3) |
|---|-------------------|--|---|---|
| <b>Assets</b>                                   |                   |  |   |   |
| Marketable securities                           | \$838             | \$838  | \$—   | \$—   |
| Cash surrender value of life insurance policies | 1,116             | —  | 1,116   | —   |
| <b>Total assets</b>                             | <b>\$1,954</b>    | <b>\$838</b>   | <b>\$1,116</b>                                      | <b>\$—</b>                                      |
| <b>Liabilities</b>                              |                   |  |   |   |
| Deferred compensation plans                     | \$838             | \$838  | \$—   | \$—   |
| <b>Total liabilities</b>                        | <b>\$838</b>      | <b>\$838</b>   | <b>\$—</b>  | <b>\$—</b>                                      |

Cash and cash equivalents, accounts receivable, accounts payable and accrued expenses are reflected at carrying value in the condensed consolidated balance sheets as such amounts are a reasonable estimate of their fair values due to the short-term nature of these instruments. Short-term investments include held-to-maturity securities that are recorded at amortized cost, which approximates fair value (Level 2), because their short-term maturity results in the interest rates on these securities approximating current market interest rates.

**Nonrecurring Fair Value Measurements**

The Company's nonfinancial assets which are measured at fair value on a nonrecurring basis include property, plant and equipment, goodwill, intangible assets and certain other assets. These assets are not measured at fair value on a recurring basis; however, they are subject to fair value adjustments in certain circumstances, such as when there is evidence that an impairment may exist. In making the assessment of impairment, recoverability of assets to be held and used is measured by a comparison of the carrying amount of the asset group to future net cash flows estimated by the Company to be generated by such assets. If such asset group is considered to be impaired, the impairment to be recognized is the amount by which the carrying amount of the asset group exceeds the fair value of the asset group. Assets to be disposed of are recorded at the lower of their carrying value or estimated net realizable value.

Goodwill and indefinite-lived intangibles are subject to impairment testing on an annual basis, or sooner if events or circumstances indicate a condition of impairment may exist. Impairment testing is conducted through valuation methods that are based on assumptions for matters such as interest and discount rates, growth projections and other future business conditions (Level 3). These valuation methods require a significant degree of management judgment concerning the use of internal and external data. In the event these methods indicate that fair value is less than the carrying value, the asset is recorded at fair value as determined by the valuation models. As of September 30, 2015, the Company believes that no impairments exist.

**(9) RECENT ACCOUNTING PRONOUNCEMENTS**

In May 2014, the FASB issued ASU 2014-09, "Revenue from Contracts with Customers" ("ASU 2014-09"). ASU 2014-09 clarifies the principles for recognizing revenue and develops a common revenue standard for U.S. GAAP and International Financial Reporting Standards. This guidance includes the required steps to achieve the core principle that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The guidance is effective for annual reporting periods beginning after December 15, 2017 including interim periods within that reporting period. Early application is permitted for fiscal years after December 15, 2016. The standard permits the use of either the retrospective or cumulative effect transition method. The Company is evaluating the effect that ASU 2014-09 will have on its consolidated financial statements and related disclosures. The Company has not yet selected a transition method nor has it determined the effect of the standard on its ongoing financial reporting.

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CSS INDUSTRIES, INC. AND SUBSIDIARIES

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL  
CONDITION AND RESULTS OF OPERATIONS

STRATEGIC OVERVIEW

Approximately 62% of the Company's annual sales are attributable to all occasion products with the remainder attributable to seasonal (Christmas, Valentine's Day and Easter) products. Seasonal products are sold primarily to mass market retailers, and the Company has relatively high market share in many of these categories. Most of these markets have shown little growth and in some cases have declined in recent years. The Company continues to confront significant price pressure as its competitors source certain products from overseas and its customers increase direct sourcing from overseas factories. Increasing customer concentration has augmented their bargaining power, which has also contributed to price pressure. In recent fiscal years, the Company experienced lower sales in its boxed greeting card, gift tissue and gift bag lines.

The Company has taken several measures to respond to sales volume, cost and price pressures. The Company believes it continues to have strong core Christmas product offerings which has allowed it to compete effectively in this competitive market. In addition, the Company is pursuing new product initiatives related to craft, all occasion and seasonal products, including new licensed and non-licensed product offerings. CSS continually invests in product and packaging design and product knowledge to assure that it can continue to provide unique added value to its customers. In addition, CSS maintains a purchasing office in Hong Kong to be able to provide alternatively foreign-sourced products at competitive prices. CSS continually evaluates the efficiency and productivity of its North American production and distribution facilities and of its back office operations to maintain its competitiveness.

Historically, significant revenue growth at CSS has come through acquisitions. Management anticipates that it will continue to consider acquisitions as a strategy to stimulate growth.

On February 19, 2015, a subsidiary of the Company completed the acquisition of substantially all of the business and assets of Hollywood Ribbon Industries, Inc. ("Hollywood Ribbon") for approximately \$12,903,000 in cash, including transaction costs of approximately \$121,000. The Company also incurred one time transition costs of approximately \$760,000 in fiscal 2015 primarily related to services performed under a transition service agreement and costs related to the relocation of inventory and equipment. Hollywood Ribbon was a manufacturer, distributor and supplier of ribbon, bows and similar products to mass market retailers and national grocery, drug store, party and craft, and discount chains. As of September 30, 2015, a portion of the purchase price is being held in escrow for certain post-closing adjustments and indemnification obligations. The acquisition was accounted for as a purchase, and the excess of cost over preliminary fair value of the net tangible and identifiable intangible assets acquired of \$745,000 was recorded as goodwill in the accompanying consolidated balance sheet. For tax purposes, goodwill resulting from this acquisition is deductible.

On May 19, 2014, a subsidiary of the Company completed the acquisition of substantially all of the business and assets of Carson & Gebel Ribbon Co., LLC ("Carson & Gebel") for approximately \$5,173,000 in cash, including transaction costs of approximately \$31,000. Carson & Gebel was a manufacturer, distributor and supplier of decorative ribbon and similar products to wholesale florists, packaging distributors and bow manufacturers. Key product categories include cut edge acetate ribbon and velvet ribbon used in everyday and holiday floral arrangements. As of September 30, 2015, a portion of the purchase price is being held in escrow for certain post-closing adjustments and indemnification obligations. The acquisition was accounted for as a purchase and the excess of cost over fair value of the net tangible and identifiable intangible assets acquired of \$553,000 was recorded as goodwill. For tax purposes, goodwill resulting from this acquisition is deductible.

CRITICAL ACCOUNTING POLICIES

The consolidated financial statements are prepared in conformity with accounting principles generally accepted in the United States. The preparation of these financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

The significant accounting policies of the Company are described in the notes to the consolidated financial statements included in the Annual Report on Form 10-K for the fiscal year ended March 31, 2015. Judgments and estimates of uncertainties are required in applying the Company's accounting policies in many areas. Following are some of the areas requiring significant judgments and estimates: revenue; the assessment of the recoverability of goodwill and other intangible and long-lived assets; the valuation of inventory and accounts receivable; income tax accounting; the valuation of stock-based awards and resolution of litigation and other proceedings. There have been no material changes to the critical accounting policies affecting the

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application of those accounting policies as noted in the Company's annual report on Form 10-K for the fiscal year ended March 31, 2015.

RESULTS OF OPERATIONS

Seasonality

The seasonal nature of CSS' business has historically resulted in lower sales levels and operating losses in the first and fourth quarters and comparatively higher sales levels and operating profits in the second and third quarters of the Company's fiscal year, which ends March 31, thereby causing significant fluctuations in the quarterly results of operations of the Company.

Six Months Ended September 30, 2015 Compared to Six Months Ended September 30, 2014

Sales for the six months ended September 30, 2015 increased 1% to \$155,705,000 from \$154,349,000 in the six months ended September 30, 2014, primarily due to higher shipments of Christmas bows and ribbon of approximately \$1,872,000 resulting from incremental sales related to Hollywood Ribbon which was acquired on February 19, 2015; higher sales of all occasion ribbon products of approximately \$1,068,000, and the earlier shipments of Valentine products of approximately \$1,142,000 compared to the same period in the prior year. These favorable sales variances were partially offset by lower shipments of Christmas tags of approximately \$2,361,000 and Christmas boxed greeting cards of approximately \$582,000.

Cost of sales, as a percentage of sales, were 68% in the six months ended September 30, 2015 and 2014.

Selling, general and administrative ("SG&A") expenses of \$37,400,000 in the six months ended September 30, 2015 increased from \$36,652,000 in the six months ended September 30, 2014 primarily due to higher amortization of approximately \$365,000 related to the intangibles of Carson & Gebel acquired on May 19, 2014 and Hollywood Ribbon acquired on February 19, 2015, and higher marketing costs of approximately \$287,000 and severance costs of approximately \$145,000.

Interest income, net of \$82,000 in the six months ended September 30, 2015 increased from \$4,000 in the six months ended September 30, 2014 primarily due to higher average balances of funds invested in short-term investments, as well as higher rates of return on invested balances, compared to the same period in the prior year.

Other income, net was \$0 in the six months ended September 30, 2015 compared to \$79,000 in the six months ended September 30, 2014 primarily due to favorable foreign currency transactions recorded in the prior year compared to the current year.

Income taxes, as a percentage of income before income taxes, were 37% in the six months ended September 30, 2015 and 2014.

Net income for the six months ended September 30, 2015 was \$8,161,000, or \$0.87 per diluted share compared to \$8,522,000, or \$0.91 per diluted share in 2014. The decrease in net income for the six months ended September 30, 2015 was primarily due to higher selling, general and administrative expenses, partially offset by the impact of higher sales volume as described above.

Three Months Ended September 30, 2015 Compared to Three Months Ended September 30, 2014

Sales for the three months ended September 30, 2015 increased 5% to \$111,477,000 from \$106,092,000 in the three months ended September 30, 2014, primarily due to higher shipments of Christmas bows and ribbon of approximately \$2,723,000 resulting from incremental sales related to Hollywood Ribbon which was acquired on February 19, 2015, and the earlier shipments of Valentine products of approximately \$1,141,000 compared to the same quarter in the prior year. The remaining favorable sales variance was primarily attributable to higher sales of all occasion stationery and ribbon products, partially offset by lower shipments of Christmas tags of approximately \$2,182,000 and Christmas boxed greeting cards of approximately \$399,000.

Cost of sales, as a percentage of sales, decreased to 66% in the three months ended September 30, 2015 from 67% in the three months ended September 30, 2014 primarily due to a favorable mix of product shipped during the quarter compared to the same quarter in the prior year.

SG&A expenses of \$20,100,000 in the three months ended September 30, 2015 increased from \$19,895,000 in the three months ended September 30, 2014 primarily due to higher amortization related to the intangibles of Hollywood Ribbon acquired on February 19, 2015.

Interest income, net of \$10,000 in the three months ended September 30, 2015 increased from interest expense, net of \$17,000 in the three months ended September 30, 2014 primarily due to higher average balances of funds invested in short-term investments, as well as higher rates of return on invested balances, compared to the same quarter in the prior year.

Other expense, net of \$48,000 in the three months ended September 30, 2015 increased from \$0 in the three months ended September 30, 2014 primarily due to unfavorable foreign currency transactions recorded in the current quarter compared to the same quarter in the prior year.



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Income taxes, as a percentage of income before income taxes, were 36% in the three months ended September 30, 2015 and 2014.

Net income for the three months ended September 30, 2015 was \$11,229,000, or \$1.22 per diluted share compared to \$9,847,000, or \$1.05 per diluted share in 2014. The increase in net income for the quarter ended September 30, 2015 was primarily due to the impact of higher sales volume and higher margins, as described above.

**LIQUIDITY AND CAPITAL RESOURCES**

At September 30, 2015, the Company had working capital of \$190,991,000 and stockholders' equity of \$265,626,000. Operating activities used net cash of \$37,361,000 during the six months ended September 30, 2015 compared to \$31,767,000 in the six months ended September 30, 2014. Net cash used for operating activities during the six months ended September 30, 2015 reflected our working capital requirements which resulted in an increase in accounts receivable of \$54,558,000 primarily reflecting seasonal billings of current year Christmas accounts receivable, net of current year collections; an increase in inventory of \$13,774,000 and an increase in accounts payable of \$13,942,000 due to the normal seasonal inventory build for the fiscal 2016 shipping season; and an increase in other accrued liabilities of \$2,077,000. Included in net income for the six months ended September 30, 2015 were non-cash charges for depreciation and amortization of \$4,102,000, provision for accounts receivable allowances of \$1,530,000, share-based compensation of \$867,000 and a deferred tax provision of \$745,000. Net cash used for operating activities during the six months ended September 30, 2014 reflected our working capital requirements which resulted in an increase in accounts receivable of \$53,262,000 primarily reflecting seasonal billings of current year Christmas accounts receivable, net of current year collections; an increase in inventory of \$14,077,000 and an increase in accounts payable of \$16,842,000 due to the normal seasonal inventory build necessary for the fiscal 2015 shipping season; an increase in other accrued liabilities of \$4,642,000; and an increase in other assets of \$946,000. Included in net income for the six months ended September 30, 2014 were non-cash charges for depreciation and amortization of \$3,917,000, share-based compensation of \$1,017,000, provision for accounts receivable allowances of \$1,003,000 and a deferred tax benefit of \$674,000.

Our investing activities provided net cash of \$42,282,000 in the six months ended September 30, 2015, consisting primarily of the proceeds from held-to-maturity securities of \$70,000,000, partially offset by purchases of held-to-maturity securities of \$24,924,000 and capital expenditures of \$2,817,000. In the six months ended September 30, 2014, our investing activities used net cash of \$6,668,000, consisting primarily of the purchase of a business of \$5,142,000 and capital expenditures of \$1,531,000.

Our financing activities used net cash of \$13,605,000 in the six months ended September 30, 2015, consisting primarily of purchases of treasury stock of approximately \$10,000,000 and payments of dividends of \$3,321,000. In the six months ended September 30, 2014, financing activities used net cash of \$2,925,000, consisting primarily of payments of cash dividends of \$2,796,000.

Under a stock repurchase program authorized by the Company's Board of Directors, the Company repurchased 352,789 shares of the Company's common stock for \$10,000,000 during the six months ended September 30, 2015. There were no repurchases of the Company's common stock by the Company during the six months ended September 30, 2014. As of September 30, 2015, the Company had 348,166 shares remaining available for repurchase under the Board's authorization.

The Company relies primarily on cash generated from its operations and, if needed, seasonal borrowings under its revolving credit facility to meet its liquidity requirements throughout the year. Historically, a significant portion of the Company's revenues have been seasonal, primarily Christmas related, with approximately 67% of sales recognized in the second and third quarters. As payment for sales of Christmas related products is usually not received until just before or just after the holiday selling season in accordance with general industry practice, working capital has historically increased in the second and third quarters, peaking prior to Christmas and dropping thereafter. Seasonal financing requirements are available under a revolving credit facility with two banks. Reflecting the seasonality of the Company's business, the maximum credit available at any one time under the credit facility ("Commitment Level") adjusts to \$50,000,000 from February to June ("Low Commitment Period"), \$100,000,000 from July to October ("Medium Commitment Period") and \$150,000,000 from November to January ("High Commitment Period") in each respective year over the term of the facility. The Company has the option to increase the Commitment Level during

part of any Low Commitment Period from \$50,000,000 to an amount not less than \$62,500,000 and not in excess of \$125,000,000; provided, however, that the Commitment Level must remain at \$50,000,000 for at least three consecutive months during each Low Commitment Period. The Company has the option to increase the Commitment Level during all or part of any Medium Commitment Period from \$100,000,000 to an amount not in excess of \$125,000,000. Fifteen days prior written notice is required for the Company to exercise an option to increase the Commitment Level with respect to a particular Low Commitment Period or Medium Commitment Period. The Company may exercise an option to increase the Commitment Level no more than three times each calendar year. This financing facility is available to fund the Company's seasonal borrowing needs and to provide the Company with sources of capital for general corporate purposes, including acquisitions as permitted under the revolving credit facility. On March 24, 2015, the Company entered into an amendment to

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extend the expiration date of its revolving credit facility from March 17, 2016 to March 16, 2020. At September 30, 2015, there were no borrowings outstanding under the Company's revolving credit facility, and the Company did not borrow any amount under the facility during the six months ended September 30, 2015. The Company is in compliance with all financial debt covenants as of September 30, 2015. Based on its current operating plan, the Company believes its sources of available capital are adequate to meet its future cash needs for at least the next 12 months.

As of September 30, 2015, the Company's letter of credit commitments are as follows (in thousands):

|                   | Less than 1<br>Year | 1-3<br>Years | 4-5<br>Years | After 5<br>Years | Total   |
|-------------------|---------------------|--------------|--------------|------------------|---------|
| Letters of credit | \$1,485             | —            | —            | —                | \$1,485 |

The Company has a reimbursement obligation with respect to stand-by letters of credit that guarantee the funding of workers compensation claims. The Company has no financial guarantees with any third parties or related parties other than with respect to certain obligations of its subsidiaries.

As of September 30, 2015, the Company is committed to pay guaranteed minimum royalties attributable to sales of certain licensed products. Reference is made to contractual obligations included in the Company's annual report on Form 10-K for the fiscal year ended March 31, 2015. There have been no significant changes to such contractual obligations.

In the ordinary course of business, the Company enters into arrangements with vendors to purchase merchandise in advance of expected delivery. These purchase orders do not contain any significant termination payments or other penalties if cancelled.

**LABOR RELATIONS**

With the exception of the bargaining unit at the ribbon manufacturing facility in Hagerstown, Maryland, which totaled approximately 88 employees as of September 30, 2015, CSS employees are not represented by labor unions. Because of the seasonal nature of certain of its businesses, the number of production employees fluctuates during the year. The collective bargaining agreement with the labor union representing the Hagerstown-based production and maintenance employees remains in effect until December 31, 2017.

**ACCOUNTING PRONOUNCEMENTS**

See Note 9 to the consolidated financial statements for information concerning recent accounting pronouncements and the impact of those standards.

**FORWARD-LOOKING STATEMENTS**

This report includes "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995, including statements regarding continued consideration of acquisitions and other initiatives to stimulate growth; pursuing new product initiatives and pursuing sales growth within certain identified product categories; the expected future impact of legal proceedings; the anticipated effects of measures taken by the Company to respond to sales volume, cost and price pressures; the expected amount and timing of future amortization expense and future compensation expense relating to non-vested outstanding stock options and RSUs; the expected future effect of certain accounting pronouncements; and the Company's belief that its sources of available capital are adequate to meet its future cash needs for at least the next 12 months. Forward-looking statements are based on the beliefs of the Company's management as well as assumptions made by and information currently available to the Company's management as to future events and financial performance with respect to the Company's operations. Forward-looking statements speak only as of the date made. The Company undertakes no obligation to update any forward-looking statements to reflect the events or circumstances arising after the date as of which they were made. Actual events or results may differ materially from those discussed in forward-looking statements as a result of various factors, including without limitation: general market and economic conditions; increased competition (including competition from foreign products which may be imported at less than fair value and from foreign products which may benefit from foreign governmental subsidies); difficulties entering new markets and/or developing new and complementary products that drive incremental sales; increased operating costs, including labor-related and energy costs and costs relating to the imposition or retrospective application of duties on imported products; currency risks and other risks associated with international markets; difficulties identifying and evaluating suitable acquisition opportunities; risks

associated with acquisitions, including realization of intangible assets and recoverability of long-lived assets, and acquisition integration costs and the risk that the Company may not be able to integrate and derive the expected benefits from such acquisitions; risks associated with the Company's restructuring activities, including the risk that the cost of such activities will exceed expectations, the risk that the expected benefits of such activities will not be realized, and the risk that implementation of such activities will interfere with and adversely affect the Company's operations, sales and financial performance; the risk that customers may become insolvent, may delay payments or may impose deductions or penalties on amounts owed to the Company; costs of compliance with

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governmental regulations and government investigations; liability associated with non-compliance with governmental regulations, including regulations pertaining to the environment, federal and state employment laws, and import and export controls, customs laws and consumer product safety regulations; and other factors described more fully in the Company's Annual Report on Form 10-K for the fiscal year ended March 31, 2015 and elsewhere in the Company's filings with the Securities and Exchange Commission. As a result of these factors, readers are cautioned not to place undue reliance on any forward-looking statements included herein or that may be made elsewhere from time to time by, or on behalf of, the Company.

**ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

The Company's activities expose it to a variety of market risks, including the effects of changes in interest rates and foreign currency exchange rates. The Company actively monitors these exposures and, where considered appropriate, manages these risks. The Company manages its exposure to foreign currency fluctuations by entering into foreign currency forward contracts to hedge the majority of firmly committed transactions and related receivables that are denominated in a foreign currency. The Company does not enter into contracts for trading purposes and does not use leveraged instruments. The market risks associated with debt obligations and other significant instruments as of September 30, 2015 have not materially changed from March 31, 2015 (see Item 7A of the Company's Annual Report on Form 10-K for the fiscal year ended March 31, 2015).

**ITEM 4. CONTROLS AND PROCEDURES**

Evaluation of Disclosure Controls and Procedures. As of the end of the period covered by this report, the Company's management, with the participation of the Company's President and Chief Executive Officer and Vice President – Finance and Chief Financial Officer, evaluated the effectiveness of the Company's disclosure controls and procedures in accordance with Rule 13a-15 of the Securities Exchange Act of 1934 (the "Exchange Act"). Based upon that evaluation, the President and Chief Executive Officer and Vice President – Finance and Chief Financial Officer concluded that the Company's disclosure controls and procedures are effective in providing reasonable assurance that information required to be disclosed by the Company in reports that it files under the Exchange Act is (i) recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms and (ii) accumulated and communicated to our management, including the President and Chief Executive Officer and Vice President – Finance and Chief Financial Officer, as appropriate to allow timely decisions regarding disclosure.

Changes in Internal Controls. There was no change in the Company's internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) as promulgated by the Securities and Exchange Commission under the Exchange Act) during the second quarter of fiscal year 2016 that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

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## CSS INDUSTRIES, INC. AND SUBSIDIARIES

## PART II - OTHER INFORMATION

## Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

## Share Repurchase Program

A total of 261,551 shares were repurchased at an average price of \$28.23 in the second quarter of fiscal 2016. As of September 30, 2015, there remained an outstanding authorization to repurchase 348,166 shares of outstanding CSS common stock as represented in the table below.

|   | Total Number<br>of Shares<br>Purchased (1) | Average Price<br>Paid Per<br>Share | Total Number of<br>Shares Purchased<br>as Part of Publicly<br>Announced<br>Program (2) | Maximum Number<br>of Shares that May<br>Yet Be Purchased<br>Under the Program (2) |
|---|--|------------------------------------|--|---|
| July 1 through July 31, 2015              | 72,962                                     | \$29.72                            | 72,962   | 536,755   |
| August 1 through August 31, 2015          | 149,941                                    | 27.79                              | 149,941  | 386,814   |
| September 1 through September 30,<br>2015 | 38,648                                     | 27.10                              | 38,648   | 348,166   |
| Total Second Quarter                      | 261,551                                    | \$28.23                            | 261,551  | 348,166   |

(1) All share repurchases were effected in open-market transactions and in accordance with the safe harbor provisions of Rule 10b-18 of the Exchange Act.

(2) On October 23, 2008 and July 31, 2012, the Company announced that its Board of Directors had authorized the repurchase of up to 500,000 shares and 500,000 shares, respectively, of the Company's common stock (the "Repurchase Program"). On May 19, 2015, the Company announced that its Board of Directors had authorized the repurchase of up to an additional 500,000 shares of the Company's common stock. As of September 30, 2015, the Company repurchased an aggregate of 1,151,834 shares pursuant to the Repurchase Program. An expiration date has not been established for the Repurchase Program.

## Item 6. Exhibits

|               |   |
|---------------|---|
| *Exhibit 3.1  | Bylaws of CSS Industries, Inc., as amended to date (as last amended July 28, 2015).   |
| *Exhibit 10.1 | Restricted Stock Unit Award Agreement dated August 11, 2015 between CSS Industries, Inc. and Rebecca Matthias.  |
| *Exhibit 31.1 | Certification of the Chief Executive Officer of CSS Industries, Inc. required by Rule 13a-14(a) under the Securities Exchange Act of 1934.                              |
| *Exhibit 31.2 | Certification of the Chief Financial Officer of CSS Industries, Inc. required by Rule 13a-14(a) under the Securities Exchange Act of 1934.                              |
| *Exhibit 32.1 | Certification of the Chief Executive Officer of CSS Industries, Inc. required by Rule 13a-14(b) under the Securities Exchange Act of 1934 and 18 U. S. C. Section 1350. |
| *Exhibit 32.2 | Certification of the Chief Financial Officer of CSS Industries, Inc. required by Rule 13a-14(b) under the Securities Exchange Act of 1934 and 18 U. S. C. Section 1350. |
| *101.INS      | XBRL Instance Document.   |
| *101.SCH      | XBRL Schema Document.   |
| *101.CAL      | XBRL Taxonomy Extension Calculation Linkbase Document.  |
| *101.LAB      | XBRL Taxonomy Extension Label Linkbase Document.  |
| *101.PRE      | XBRL Taxonomy Extension Presentation Linkbase Document.   |
| *101.DEF      | XBRL Taxonomy Extension Definition Linkbase Document.   |

\* Filed with this Quarterly Report on Form 10-Q.



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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 thereunto duly authorized.

CSS INDUSTRIES, INC.  
(Registrant)

Date: October 27, 2015

By: /s/ Christopher J. Munyan  
Christopher J. Munyan  
President and Chief Executive Officer  
(principal executive officer)

Date: October 27, 2015

By: /s/ Vincent A. Paccapaniccia  
Vincent A. Paccapaniccia  
Executive Vice President – Finance and Assistant  
Secretary, and Chief Financial Officer  
(principal financial and accounting officer)