



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.

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

- (d)(1) On January 29, 2019, our Board of Directors (“Board”) elected Melissa Ludwig as a member of the Board.
- (2) There are no arrangements or understandings between Ms. Ludwig and any other persons pursuant to which Ms. Ludwig was selected as a director.
- (3) With respect to Ms. Ludwig and members of her immediate family, there have been no past transactions, and there are no currently proposed transactions, described in Item 404(a) of Regulation S-K.
- (4) Ms. Ludwig will participate in the same compensation arrangements as our other non-employee directors. For her service as a non-employee director, she will receive an annual fee of \$52,500. In addition, she will receive attendance fees if she attends more than twelve Board meetings in a given fiscal year. Attendance fees are equal to \$1,500 for each Board meeting attended in excess of twelve, except that the fee for attendance at Board meetings held telephonically and of not more than one hour in duration is \$750.00. Further, all non-employee directors, including Ms. Ludwig, are eligible to receive equity compensation awards under our 2013 Equity Compensation Plan.

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: January 29, 2019 By: /s/ William G.  
Kiesling  
William G.  
Kiesling  
Vice  
President–Legal  
and Licensing  
and General  
Counsel