

CSS INDUSTRIES INC

Form DFAN14A

May 02, 2019

SCHEDULE 14A

(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

PROXY STATEMENT PURSUANT TO SECTION 14(a) OF
THE SECURITIES EXCHANGE ACT OF 1934

(Amendment No.)

Filed by the Registrant ☐

Filed by a Party Other than the Registrant ☒

Check the Appropriate Box:

☐ Preliminary Proxy Statement

☐ Confidential, for Use of the Commission Only (as permitted by
Rule 14a-6(e)(2))

☐ Definitive Proxy Statement

☐ Definitive Additional Materials

☒ Soliciting Material Pursuant to Rule 14a-11(c) or Rule 14a-12

CSS INDUSTRIES, INC.

(Name of registrant as specified in its charter)

VARANA CAPITAL FOCUSED, LP

STONE BAY VARANA, LLC

VARANA CAPITAL PARTNERS, LP

VARANA CAPITAL, LLC

PHILIP R. BROENNIMAN

MARTIN F. ELLIS

MARC HODAK

TODD C. BIDA

ROBERT KELMAN

JEROME BAILEY

DAVID SILVER

BRIAN RICHARDS

SABRINA MCLAUGHLIN SMITH

MITCHELL DOUGLAS COHEN

(Name of person(s) filing proxy statement, if other than the registrant)

Payment of Filing Fee (Check the Appropriate Box):

☒ No fee required.

☐ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

Edgar Filing: CSS INDUSTRIES INC - Form DFAN14A

- (1) Title of each class of securities to which transaction applies:
- (2) Aggregate number of securities to which transaction applies:
- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it is determined):
- (4) Proposed maximum aggregate value of transaction:
- (5) Total fee paid:

☐ Fee paid previously with preliminary materials:

☐ Check box if any part of the fee is offset as provided by Exchange Act

[Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

- (1) Amount Previously Paid:
 - (2) Form, Schedule or Registration Statement no.:
 - (3) Filing Party:
 - (4) Date Filed:
-

Varana Capital Focused, LP, together with the other participants named herein (collectively, “Varana”), intends to file with the Securities and Exchange Commission a preliminary proxy statement and an accompanying proxy card to be used to solicit votes for the election of its slate of director nominees at the upcoming 2019 annual meeting of stockholders of CSS Industries, Inc., a Delaware corporation (the “Issuer”).

On May 2, 2019, Varana issued the attached press release: