

AMERICAN GREETINGS CORP
Form SC 13D/A
August 12, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934

(Amendment No. 8)

American Greetings Corporation

(Name of Issuer)

Class B Common Shares, Par Value \$1.00

(Title of Class of Securities)

026375-20-4

(CUSIP Number)

Zev Weiss

Jeffrey Weiss

One American Road

Cleveland, Ohio 44144

Edgar Filing: AMERICAN GREETINGS CORP - Form SC 13D/A

(216) 252-7300

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

Copies to:

James P. Dougherty

Jones Day

901 Lakeside Avenue

Cleveland, Ohio 44114

(216) 586-3939

August 9, 2013

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. "

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page. The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of section 18 of the Securities Exchange Act of 1934 (*Act*) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

2 Zev Weiss
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

5 OO - See Item 3
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 ..
CITIZENSHIP OR PLACE OF ORGANIZATION

USA
NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 0
8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 0
9 SOLE DISPOSITIVE POWER

PERSON

WITH

Edgar Filing: AMERICAN GREETINGS CORP - Form SC 13D/A

0
10 SHARED DISPOSITIVE POWER

0
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0
12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

..
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0%
14 TYPE OF REPORTING PERSON*

IN

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

2 Jeffrey Weiss
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

5 OO - See Item 3
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 ..
CITIZENSHIP OR PLACE OF ORGANIZATION

USA
NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 0
8 SHARED VOTING POWER

OWNED BY

EACH
REPORTING 0
9 SOLE DISPOSITIVE POWER

PERSON

WITH 0
10 SHARED DISPOSITIVE POWER

0
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0
12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

..
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0%
14 TYPE OF REPORTING PERSON*

IN

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

2 Gary Weiss
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

5 OO - See Item 3
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 ..
CITIZENSHIP OR PLACE OF ORGANIZATION

USA
NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 0
8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 0
9 SOLE DISPOSITIVE POWER

PERSON

WITH

0
10 SHARED DISPOSITIVE POWER

0
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0
12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

..
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0%
14 TYPE OF REPORTING PERSON*

IN

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

2 Elie Weiss
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) ..
(b) x
3 SEC USE ONLY

4 SOURCE OF FUNDS*

5 OO - See Item 3
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 ..
CITIZENSHIP OR PLACE OF ORGANIZATION

USA
NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 0
8 SHARED VOTING POWER
OWNED BY

EACH
REPORTING 0
9 SOLE DISPOSITIVE POWER

PERSON

WITH 0
10 SHARED DISPOSITIVE POWER

0
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0
12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* ..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0%
14 TYPE OF REPORTING PERSON*

IN

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Morry Weiss
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) ..

(b) x

3 SEC USE ONLY

4 SOURCE OF FUNDS*

OO - See Item 3
5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

..
6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA
NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 0
8 SHARED VOTING POWER
OWNED BY

EACH

REPORTING 0
9 SOLE DISPOSITIVE POWER

PERSON

WITH 0

10 SHARED DISPOSITIVE POWER

0
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0
12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

..
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0%
14 TYPE OF REPORTING PERSON*

IN

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

2 Judith Stone Weiss
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

5 OO - See Item 3
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 ..
CITIZENSHIP OR PLACE OF ORGANIZATION

Ohio
NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 0
8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 0
9 SOLE DISPOSITIVE POWER

PERSON

WITH

0
10 SHARED DISPOSITIVE POWER

0
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0
12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

..
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0%
14 TYPE OF REPORTING PERSON*

00

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

2 Irving I. Stone Foundation
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) ..

(b) x

3 SEC USE ONLY

4 SOURCE OF FUNDS*

5 OO - See Item 3
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 ..
CITIZENSHIP OR PLACE OF ORGANIZATION

Ohio
NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 0
8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 0
9 SOLE DISPOSITIVE POWER

PERSON

WITH 0

Edgar Filing: AMERICAN GREETINGS CORP - Form SC 13D/A

10 SHARED DISPOSITIVE POWER

0
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0
12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* ..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0%
14 TYPE OF REPORTING PERSON*

00

Explanatory Note

This Amendment No. 8 to Schedule 13D (this *Amendment*) amends the Schedule 13D filed by the Reporting Persons on September 26, 2012, as amended by Amendment No. 1 to Schedule 13D dated November 5, 2012, Amendment No. 2 to Schedule 13D dated December 26, 2012, Amendment No. 3 to Schedule 13D dated January 17, 2013, Amendment No. 4 to Schedule 13D dated April 1, 2013, Amendment No. 5 to Schedule 13D dated July 1, 2013, Amendment No. 6 to Schedule 13D dated July 3, 2013 and Amendment No. 7 to Schedule 13D dated July 22, 2013 (the *Schedule 13D*). Capitalized terms used but not otherwise defined in this Amendment have the meanings ascribed to such terms in the Schedule 13D.

The Reporting Persons' beneficial ownership has dropped below the 5% Schedule 13D reporting threshold. Therefore, this amendment constitutes the final amendment to the Reporting Persons' Schedule 13D and an exit filing for the Reporting Persons and terminates the Reporting Persons' obligation to further amend the Schedule 13D.

Item 2. Identity and Background

Item 2 is hereby supplemented with the following information:

On August 9, 2013, in connection with the consummation of the transactions contemplated by the Rollover Agreement, Irving Stone LLC was dissolved and all of the Class B Shares owned by it were distributed to Zev Weiss, Jeffrey Weiss, Gary Weiss, Elie Weiss and Judith Stone Weiss. The Rollover Agreement is filed as Exhibit 8 hereto and incorporated by reference into this Item 2. The foregoing description of the Rollover Agreement does not purport to be complete, and is qualified in its entirety by reference thereto.

Item 4. Purpose of Transaction

Item 4 is hereby supplemented with the following information:

On August 9, 2013, in connection with the consummation of the transactions contemplated by the Merger Agreement as amended by the Merger Agreement Amendment (the *Amended Merger Agreement*) and the Rollover Agreement, the Rolled Shares were contributed to Family LLC in exchange for all of the equity interest in Family LLC, and Family LLC, in turn, contributed the Rolled Shares to Parent in exchange for all of the common equity interests in Parent. As a result of the foregoing transactions, on August 9, 2013, the Reporting Persons and Irving Stone LLC ceased to directly own any Class B Shares.

Also on August 9, 2013, pursuant to the terms of the Amended Merger Agreement, and upon the satisfaction of the conditions set forth therein, Merger Sub was merged with and into the Issuer, with the Issuer surviving the merger as a wholly owned subsidiary of Parent. As of the effective time of the Merger, each issued and outstanding Class A Share and Class B Share (other than the Class A Shares and Class B Shares owned by the Issuer, Parent (which, at the effective time of the Merger, included the Rolled Shares), Merger Sub and holders of common shares who had properly demanded dissenters' rights) were cancelled and converted into the right to receive \$19.00, in cash, without interest and less any applicable withholding taxes. The Class A Shares and Class B Shares held by the Issuer, Parent (which, at the effective time of the Merger, included the Rolled Shares) and Merger Sub were cancelled at the effective time of the Merger without payment of any consideration.

Also on August 9, 2013, except as set forth in the next sentence, each option to purchase Class A Shares or Class B Shares outstanding immediately prior to the effective time of the Merger was cancelled in exchange for a cash payment. Each option to purchase Class A Shares or Class B Shares held by the Reporting Persons immediately prior to the closing of the Merger was cancelled at the effective time of the Merger without payment of any consideration.

As a result of the transactions described above, the Reporting Persons no longer beneficially own any Class B Shares.

At the effective time of the Merger, each issued and outstanding share of common stock, par value \$0.01 per share, of Merger Sub was converted into one newly issued share of common stock, par value \$0.01 per share of the Issuer in its capacity as the surviving corporation of the Merger.

The foregoing description of the Merger does not purport to be complete, and is qualified in its entirety by reference to the Merger Agreement and the Merger Agreement Amendment, which are filed as Exhibits 10 and 16 hereto, respectively, and are incorporated by reference into this Item 4.

Item 5. Interest in Securities of the Issuer

Item 5 is hereby amended and restated in its entirety as follows:

(a)-(b) As a result of the transactions described in Item 4, as of August 9, 2013, the Reporting Persons no longer beneficially own any Class B Shares. As such, the Reporting Persons no longer have any voting or dispositive power over any Class B Shares.

(c) Except for the transactions described in Item 4, there were no transactions in Class B Shares effected by the Reporting Persons since the filing of Amendment No. 7 to this Schedule 13D.

(d) Not applicable.

(e) Pursuant to the transactions described in Item 4, on August 9, 2013, the Reporting Persons ceased to be the beneficial owners of more than five percent of the Class B Shares.

SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, we certify that the information set forth in this statement is true, complete and correct.

Date: August 12, 2013

/s/ Zev Weiss

Zev Weiss

/s/ Jeffrey Weiss

Jeffrey Weiss

/s/ Gary Weiss

Gary Weiss

/s/ Elie Weiss

Elie Weiss

/s/ Morry Weiss

Morry Weiss

/s/ Judith Stone Weiss

Judith Stone Weiss

IRVING I. STONE FOUNDATION

By: */s/ Gary Weiss*

Name: Gary Weiss

Title: President