

AMERICAN GREETINGS CORP  
Form SC 13D/A  
July 02, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 13D/A**

Under the Securities Exchange Act of 1934

(Amendment No. 5)

**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**

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(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**

**July 1, 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 526,541  
8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 0  
9 SOLE DISPOSITIVE POWER

PERSON

WITH

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526,541  
10 SHARED DISPOSITIVE POWER

0  
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

526,541  
12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

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

15.6%  
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 344,764  
8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 0  
9 SOLE DISPOSITIVE POWER

PERSON

WITH 344,764  
10 SHARED DISPOSITIVE POWER

0  
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

344,764  
12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

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

10.8%  
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 11,430  
8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 0  
9 SOLE DISPOSITIVE POWER

PERSON

WITH 11,430  
10 SHARED DISPOSITIVE POWER

11                   0  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12                   11,430  
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

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

14                   0.4%  
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) ..

3 (b) x  
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 23,430  
8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 0  
9 SOLE DISPOSITIVE POWER

PERSON

WITH

23,430  
10 SHARED DISPOSITIVE POWER

- 0
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
- 23,430
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
- 0.8%
- 14 TYPE OF REPORTING PERSON\*

IN

1 NAMES OF REPORTING PERSONS

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

2 Morry 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 288,919  
8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 0  
9 SOLE DISPOSITIVE POWER

PERSON

WITH 288,919

10 SHARED DISPOSITIVE POWER

0  
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

288,919  
12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

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

9.7%  
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 78,800  
8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 0  
9 SOLE DISPOSITIVE POWER

PERSON

WITH 78,800  
10 SHARED DISPOSITIVE POWER

0  
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

78,800  
12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

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

2.7%  
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 Limited Liability Company  
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 1,818,182  
8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 0  
9 SOLE DISPOSITIVE POWER

PERSON

WITH 1,818,182  
10 SHARED DISPOSITIVE POWER

0  
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,818,182  
12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

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

62.4%  
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)

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 203,964  
8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 0  
9 SOLE DISPOSITIVE POWER

PERSON

WITH 203,964

10 SHARED DISPOSITIVE POWER

0  
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

203,964  
12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

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

6.9%  
14 TYPE OF REPORTING PERSON\*

00

**Explanatory Note**

This Amendment No. 5 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 and Amendment No. 4 to Schedule 13D dated April 1, 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.

**Item 4. Purpose of Transaction**

Item 4 is hereby supplemented with the following information:

On July 1, 2013, Zev Weiss and Jeffrey Weiss, acting on behalf of the Weiss Family, delivered a letter to the Special Committee proposing an amendment to the Merger Agreement to increase the price offered per share from \$18.20 to \$19.00. The information set forth in this Item 4 is qualified in its entirety by reference to the July 1st letter, which is filed as Exhibit 13 hereto and is incorporated by reference herein.

**Item 7. Material to be Filed as Exhibits.**

Item 7 is hereby amended by inserting at the end thereof the following:

Exhibit 13 Letter to the Special Committee dated July 1, 2013

**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: July 1, 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 LIMITED LIABILITY COMPANY

By: */s/ Gary Weiss*

Name: Gary Weiss

Title: Manager

IRVING I. STONE FOUNDATION

By: */s/ Gary Weiss*

Name: Gary Weiss

Title: President