

WEISS ZEV  
Form SC 13D/A  
January 17, 2013

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

**Washington, D.C. 20549**

**SCHEDULE 13D/A**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 3)**

**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**

Edgar Filing: WEISS ZEV - Form SC 13D/A

**Jeffrey Weiss**

**One American Road**

**Cleveland, Ohio 44144**

**(216) 252-7300**

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

*Copies to:*

**Lyle Ganske**

**Jones Day**

**901 Lakeside Avenue**

**Cleveland, Ohio 44114**

**(216) 586-3939**

**January 17, 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).



CUSIP No. 026375-20-4

Schedule 13D

Page 2 of 9 Pages

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

7 ☐ SOLE VOTING POWERNUMBER OF  
SHARES 524,391  
8 ☐ SHARED VOTING POWER

BENEFICIALLY

OWNED BY 0  
9 ☐ SOLE DISPOSITIVE POWEREACH  
REPORTINGPERSON 524,391  
10 ☐ SHARED DISPOSITIVE POWER  
WITH11 0  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

524,391

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

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

15.8%

14 TYPE OF REPORTING PERSON\*

IN

CUSIP No. 026375-20-4

Schedule 13D

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1 NAMES OF REPORTING PERSONS

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

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

(a) ☐ (b) ☒

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

7 ☐ SOLE VOTING POWER

NUMBER OF  
 SHARES 337,620  
 8 ☐ SHARED VOTING POWER

BENEFICIALLY

OWNED BY 0  
 9 ☐ SOLE DISPOSITIVE POWER

EACH  
REPORTING

PERSON 337,620  
 10 ☐ SHARED DISPOSITIVE POWER  
 WITH

0  
 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

337,620

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

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

10.7%

14 TYPE OF REPORTING PERSON\*

IN

CUSIP No. 026375-20-4

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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

7 ☐ SOLE VOTING POWER

NUMBER OF

11,430

SHARES

8 ☐ SHARED VOTING POWER

BENEFICIALLY

OWNED BY

0

9 ☐ SOLE DISPOSITIVE POWEREACH  
REPORTING

PERSON

11,430

WITH

10 ☐ SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON



11,430

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

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

0.4%

14 TYPE OF REPORTING PERSON\*

IN

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CUSIP No. 026375-20-4

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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) ☒

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

7 ☐ SOLE VOTING POWER

NUMBER OF

23,430

SHARES

8 ☐ SHARED VOTING POWER

BENEFICIALLY

OWNED BY

0

9 ☐ SOLE DISPOSITIVE POWEREACH  
REPORTING

PERSON

23,430

WITH

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

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CUSIP No. 026375-20-4

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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) ☒

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

7 ☐ SOLE VOTING POWER

NUMBER OF

331,334

SHARES

8 ☐ SHARED VOTING POWER

BENEFICIALLY

OWNED BY

0

9 ☐ SOLE DISPOSITIVE POWEREACH  
REPORTING

PERSON

331,334

WITH

10 ☐ SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

331,334

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

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

11.1%

14 TYPE OF REPORTING PERSON\*

IN

CUSIP No. 026375-20-4

Schedule 13D

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1 NAMES OF REPORTING PERSONS

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

Irving I. Stone Limited Liability Company

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) ☐ (b) ☒

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

Ohio

7 SOLE VOTING POWER

NUMBER OF

1,818,182

8 SHARED VOTING POWER

SHARES

BENEFICIALLY

OWNED BY

0

9 SOLE DISPOSITIVE POWER

EACH  
REPORTING

PERSON

1,818,182

10 SHARED DISPOSITIVE POWER

WITH

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)

63.6%

14 TYPE OF REPORTING PERSON\*

00

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**Explanatory Note**

This Amendment No. 3 to Schedule 13D (this **Amendment** ) amends the Schedule 13D filed by the Reporting Persons on September 26, 2012, as amended by Amendment No. 1 filed by the Reporting Persons on November 5, 2012 and by Amendment No. 2 filed by the Reporting Persons on December 6, 2012 (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 January 17, 2013, representatives of the Weiss Family delivered a letter to the Special Committee reiterating the Weiss Family's Proposal and increasing the price offered per share in connection with the Proposal from \$17.18 to \$17.50, net to the seller in cash. The information set forth in this Item 4 is qualified in its entirety by its reference to the January 17th letter, which is filed as Exhibit 5 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 5 Letter to the Special Committee, dated January 17, 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: January 17, 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

IRVING I. STONE LIMITED LIABILITY COMPANY

By: /s/ Gary Weiss  
Name: Gary Weiss  
Title: Manager