

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **October 3, 2017 (September 28, 2017)**

**CCA Industries, Inc.**

(Exact name of registrant as specified in its charter)

<b>DELAWARE</b> (State or other Jurisdiction of Incorporation)	<b>1-31643</b> (Commission File Number)	<b>04-2795439</b> (IRS Employer Identification No.)
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<b>65 CHALLENGER RD, SUITE 340</b> <b>RIDGEFIELD PARK, NEW JERSEY</b> (Address of principal executive offices)	<b>07660</b> (Zip Code)
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Registrant's telephone number, including area code: ( 201 ) 935-3232

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(Former name or former address if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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## **Item 5.02 Departure of Directors or Certain Officers; Appointment of Certain Officers**

On September 28, 2017, the board of directors appointed J. William Mills III to the board of directors to fulfill the unexpired term of Linda Shein who resigned on September 7, 2017. The board also appointed Mr. Mills to the audit committee after determining that he is an independent member of the board. J. William Mills, III was president of the Philadelphia and Southern New Jersey region of PNC, a member of The PNC Financial Services Group, from 2001 to 2014. The Philadelphia and Southern New Jersey market is the largest PNC market. Mills, a 43-year financial services veteran, joined Provident National Bank (a PNC predecessor) in 1989 as bank treasurer and president of the PNC Funding Corp. He later became senior vice president of Fixed-Income Investments for PNC Investment Management and Research. Mills was promoted to executive vice president in 1993 in charge of Capital Markets and chaired the Asset Liability Committee. Following that assignment, he was executive vice president managing PNC Wealth Management in Philadelphia and Southern New Jersey. Mills started his career as a trader and vice president at Merrill Lynch Government Securities Inc., in New York City and moved to Industrial Valley Bank as senior vice president and treasurer. In 1984, Mills was named managing director of the Capital Markets Division at CoreStates Financial Corporation. Mills is active in the Philadelphia and Southern New Jersey community, serving as Vice Chairman of the board of directors of Independence Blue Cross, Temple University as Chair of the Athletic Committee and member of the Executive Committee, Audit and Investment Committees. He also serves on the board of The United Way of Southeastern Pennsylvania, and co-chairs the Corporate Board of the Barnes Foundation. He is an emeritus board member of the Police Athletic League. Mills was the 2013 recipient of the William Penn Award, presented by the Greater Philadelphia Chamber of Commerce to an outstanding business and civic leader. He holds a master's in economics from Niagara University, a bachelor's in mathematics from Ohio State University and is a graduate of the University of Illinois School of Bank Investments.

Furnished as Exhibit 99.1 is a copy of the press release announcing Mr. Mills appointment to the board of directors and audit committee.

## **Item 8.01 Other Events.**

Attached as Exhibit 99.2 to this Current Report on Form 8-K and incorporated herein by reference is a description of common stock of the Company. As permitted by the SEC, this description is being provided for purposes of SEC forms that require the incorporated by reference of a description of securities in a registration statement filed under the Securities Exchange Act of 1934, as amended.

## **Item 9.01. Financial Statements and Exhibits**

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(d) Exhibits

<u>Exhibit Number</u>	<u>Description</u>
99.1	<a href="#">Press release issued October 3, 2017</a>
99.2	<a href="#">Description of Common Stock.</a>

**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 thereunto duly authorized.

**Dated: October 3, 2017**

**CCA Industries, Inc.**

By: /s/ Stephen A. Heit

**Stephen A. Heit**

**Chief Financial Officer**

**Company Contact:**  
**Stephen A. Heit**  
**201-528-8200**

**FOR IMMEDIATE RELEASE**

J. William Mills III Appointed to the CCA Industries, Inc. Board of Directors

Ridgefield Park, NJ, October 3, 2017: CCA Industries, Inc. (NYSE AMERICAN: “CAW”) announced today that J. William Mills III was appointed on September 28, 2017 to the board of directors to fulfill the unexpired term of Linda Shein who resigned on September 7, 2017. Mr. Mills, deemed by the board to be independent, was also appointed to the audit committee.

J. William Mills, III was president of the Philadelphia and Southern New Jersey region of PNC, a member of The PNC Financial Services Group, from 2001 to 2014. The Philadelphia and Southern New Jersey market is the largest PNC market.

Mills, a 43-year financial services veteran, joined Provident National Bank (a PNC predecessor) in 1989 as bank treasurer and president of the PNC Funding Corp. He later became senior vice president of Fixed-Income Investments for PNC Investment Management and Research. Mills was promoted to executive vice president in 1993 in charge of Capital Markets and chaired the Asset Liability Committee. Following that assignment, he was executive vice president managing PNC Wealth Management in Philadelphia and Southern New Jersey. Mills started his career as a trader and vice president at Merrill Lynch Government Securities Inc., in New York City and moved to Industrial Valley Bank as senior vice president and treasurer. In 1984, Mills was named managing director of the Capital Markets Division at CoreStates Financial Corporation.

Mills is active in the Philadelphia and Southern New Jersey community, serving as Vice Chairman of the board of directors of Independence Blue Cross, Temple University as Chair of the Athletic Committee and member of the Executive Committee, Audit and Investment Committees. He also serves on the board of The United Way of Southeastern Pennsylvania, and co-chairs the Corporate Board of the Barnes Foundation. He is an emeritus board member of the Police Athletic League.

Mills was the 2013 recipient of the William Penn Award, presented by the Greater Philadelphia Chamber of Commerce to an outstanding business and civic leader.

He holds a master’s in economics from Niagara University, a bachelor’s in mathematics from Ohio State University and is a graduate of the University of Illinois School of Bank Investments.

CCA Industries, Inc. manufactures and markets health and beauty aids, each under its individual brand name. The products include, principally, “Plus+White” toothpastes and teeth whiteners, “Bikini Zone” medicated topical and shave gels, “Nutra Nail” nail care treatments, “Scar Zone” scar treatment products, “Sudden Change” anti-aging skin care products, “Porcelana” skin care products and “Solar Sense” sun protection products.

**Statements contained in the news release that are not historical facts are forward looking statements as that term is defined in the Private Securities Litigation Reform Act of 1995. Such forward-looking statements are subject to risks and uncertainties, which would cause actual results to differ materially,**

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**from estimated results. Such risks and uncertainties are detailed in the Company's filings with the Securities and Exchange Commission. No assurance can be given that the results in any forward-looking statement will be achieved and actual results could be affected by one or more factors, which could cause them to differ materially. For these statements, we claim the protection of the safe harbor for forward-looking statements contained in the Private Securities Litigation Reform Act.**

## Description of Common Stock

### General

The following description of the terms of the common stock of CCA Industries, Inc. (the “Company”) is not meant to be complete and is qualified entirely by reference to our certificate of incorporation and amendments thereto (“Certificate of Incorporation”), our Amended and Restated Bylaws (“Bylaws”) and the relevant provisions of the Delaware General Corporation Law (“DGCL”). Under our Certificate of Incorporation, the total number of shares of all classes of our capital stock that we have authority to issue is 40,000,000 shares, consisting of 15,000,000 shares of Common Stock, par value \$.01 per share, and 5,000,000 shares of Class A Common Stock, par value \$.01 per share, and 20,000,000 shares of preferred stock, par value \$1.00 per share.

The shares of Common Stock and Class A Common Stock are identical in all respects, except as described below. The Common Stock together with the Class A Common Stock are referred to collectively in this description as “CCA Common Stock”.

### Voting Rights

The shares of Common Stock and Class A Common Stock are identical in all respects and will each be entitled to one vote per share on all matters submitted to a vote of stockholders, except that the Common Stock holders are entitled to elect three members to the Company’s Board of Directors (“Board”) and the Class A Common Stock holders are entitled to elect four members to the Board (“Class A Directors”). Holders of CCA Common Stock do not have cumulative voting rights.

Election of directors is by a plurality vote of the respective class. Generally, for all other matters, the affirmative vote of the holders of a majority of the shares of CCA Common Stock represented in person or by proxy and entitled to vote on the proposals, provided a quorum is present, is required to approve a proposal.

### Dividend Rights; Rights upon Liquidation

The holders of CCA Common Stock are entitled to receive, from funds legally available for the payment thereof, dividends when and as declared by resolution of the Board. In the event of liquidation, each share of CCA Common Stock is entitled to share pro rata in any distribution of our assets after payment or providing for the payment of liabilities.

### Preemptive Rights; Sinking Fund Provisions; Conversion

Holders of CCA Common Stock have no preemptive rights to purchase, subscribe for or otherwise acquire any unissued or treasury shares or other securities. There are no redemption or sinking fund provisions with respect to CCA Common Stock.

Each share of Class A Common Stock is convertible into one share of Common Stock at the option of the holder at any time. Shares of Common Stock are not convertible into shares of Class A Common Stock or any other securities.

### Certain Anti-Takeover Measures

*Delaware Anti-Takeover Statute.* The Company is subject to Section 203 of the DGCL, which, subject to certain exceptions, prohibits a Delaware corporation from engaging in any business combination with any interested stockholder for a period of three years following the date that such stockholder became an interested stockholder, unless (a) prior to such date, the board of directors of the corporation approved either the business combination or the transaction that resulted in the stockholder becoming an interested stockholder, (b) upon consummation of the transaction which resulted in the stockholder becoming an interested stockholder, the interested stockholder owned at

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least 85% of the voting stock of the corporation outstanding at the time the transaction commenced, excluding for purposes of determining the number of shares outstanding (but not the outstanding voting stock owned by the interested stockholder) those shares owned (i) by persons who are directors and also officers and (ii) by employee stock plans in which employee participants do not have the right to determine confidentially whether shares held subject to the plan will be tendered in a tender or exchange offer or (c) at or subsequent to such time the business combination is approved by the board of directors and authorized at an annual or special meeting of stockholders, and not by written consent, by the affirmative vote of at least 66<sup>2</sup>/<sub>3</sub>% of the outstanding voting stock that is not owned by the interested stockholder.

Section 203 of the DGCL generally defines an “interested stockholder” as any entity or person owning 15% or more of the outstanding voting stock of the corporation and any entity or person affiliated with or controlling or controlled by such entity or person. In general, Section 203 of the DGCL defines the term “business combination” to include: (a) any merger or consolidation involving the corporation or any of its direct or indirect majority-owned subsidiaries and the interested stockholder or another entity if the merger or consolidation is caused by the interested stockholder; (b) any sale, lease, exchange, mortgage, pledge or transfer of 10% or more of either the aggregate market value of all of the assets of the corporation determined on a consolidated basis or the aggregate market value of all the outstanding stock of the corporation or any of its direct or indirect majority-owned subsidiaries involving the interested stockholder; (c) subject to certain exceptions, any transaction that results in the issuance or transfer by the corporation or by any of its direct or indirect majority-owned subsidiaries of any stock of the corporation or that subsidiary to the interested stockholder; (d) subject to certain exceptions, any transaction involving the corporation or any of its direct or indirect majority-owned subsidiaries that has the effect of increasing the proportionate share of the stock of any class or series of the corporation or that subsidiary owned by the interested stockholder; or (e) the receipt by the interested stockholder of the benefit of any loans, advances, guarantees, pledges or other financial benefits provided by or through the corporation or any of its direct or indirect majority-owned subsidiaries.

*Control Position of Class A Common Stockholder(s).* As described above under “Voting Rights”, the Class A Common Stock holders are entitled to elect four members to the Board, which constitutes a majority of CCA’s seven-member Board. Holders of Class A Common Stock have the right to remove Class A Directors at any time with or without cause. Under our Bylaws, vacancies in the Board created by removal or resignation of a Class A Director shall be filled by only a majority of the other Class A Directors then in office, and vacancies in the Board created by removal or resignation of a director elected by the Common Stock holders shall be filled by only a majority of the other directors then in office.

*Undesignated Preferred Stock.* Under our Certificate of Incorporation, the Board has the authority to issue up to 20,000,000 shares of preferred stock at any time and to divide the shares into classes and series, determine the designation of and the number of shares of any such class or series, and subject to applicable law, to determine the terms and relative rights, preferences and limitations of the shares of any such class or series, which may include superior dividend rights, liquidation preferences, terms of redemption, conversion rights and voting rights.

*Advance Notice Requirements.* Our Bylaws establish advance notice procedures with regard to stockholder proposals relating to the nomination of candidates for election as directors or other business to be brought before meetings of our stockholders. These procedures provide that notice of stockholder proposals of these kinds must be timely given in writing to the Secretary of the Company before the meeting at which the action is to be taken, and the notice must contain certain information specified in the Bylaws.

*No Written Consent of Stockholders.* Our Bylaws require all stockholder actions to be taken by a vote of the stockholders at an annual or special meeting and do not permit our stockholders to act by written consent without a meeting.