

MATTEL INC /DE/  
Form S-8  
May 31, 2018

As filed with the Securities and Exchange Commission on May 31, 2018

Registration No. 333-

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

FORM S-8  
REGISTRATION STATEMENT  
*Under*  
*THE SECURITIES ACT OF 1933*

MATTEL, INC.

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

333 Continental Boulevard

95-1567322  
(I.R.S. Employer  
Identification No.)

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**El Segundo, California 90245-5012**

**(Address of Principal Executive Offices) (Zip Code)**

**MATTEL, INC. AMENDED AND RESTATED**

**2010 EQUITY AND LONG-TERM COMPENSATION PLAN, AS AMENDED**

**(Full title of the plan)**

**Tiffani L. Magri, Esq.**

**Vice President, Assistant General Counsel and Assistant Secretary**

**Mattel, Inc.**

**333 Continental Boulevard**

**El Segundo, California 90245-5012**

**(Name and address of agent for service)**

**(310) 252-2000**

**(Telephone number, including area code, of agent for service)**

**Copy to:**

**Regina M. Schlatter, Esq**

**Latham & Watkins LLP**

**650 Town Center Drive, Suite 2000**

**Costa Mesa, CA 92626**

**(714) 755-8261**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer, smaller reporting company and emerging growth company in Rule 12b-2 of the Exchange Act:

Large accelerated filer  Accelerated filer   
 Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company   
 Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

### CALCULATION OF REGISTRATION FEE

<b>Title of securities to be registered</b>	<b>Amount to be registered (1)</b>	<b>Proposed maximum offering price per share (2)</b>	<b>Proposed maximum aggregate offering price (2)</b>	<b>Amount of registration fee</b>
Common Stock, par value \$1.00 per share	13,000,000	\$15.02	\$195,260,000	\$24,310
<b>Total</b>	<b>13,000,000</b>			<b>\$24,310</b>

- (1) The registrant has previously registered 83,636,782 shares of the registrant's common stock ( Common Stock ) for issuance under the Mattel, Inc. Amended and Restated 2010 Equity and Long-Term Compensation Plan (the 2010 Plan ). The registrant's stockholders approved the First Amendment to the 2010 Plan (the Amendment, and collectively with the 2010 Plan, the Amended 2010 Plan ) at the registrant's 2018 annual meeting of stockholders which increases the shares reserved for issuance under the 2010 Plan by 13,000,000 shares. This registration statement is registering the additional 13,000,000 shares of Common Stock approved by our stockholders for issuance under the Amended 2010 Plan. Pursuant to Rule 416(a) under the Securities Act of 1933, as amended, this registration statement shall also cover any additional shares of Common Stock that become issuable under the Amended 2010 Plan by reason of any stock dividend, stock split, recapitalization, or similar transaction effected without the registrant's receipt of consideration which would increase the number of outstanding shares of Common Stock.
- (2) Estimated solely for the purpose of calculating the registration fee. Calculated pursuant to Rules 457(c) and 457(h) of the Securities Act based on the average of the high and low sales price of Common Stock (\$15.02), as reported on the Nasdaq Stock Market on May 24, 2018.



**PART I**

**INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS**

Mattel, Inc. ( **Mattel** or the **Company** ) is not filing with or including in this form S-8 the information called for in part I of form S-8 (by incorporation by reference or otherwise) in accordance with the rules and regulations of the Securities and Exchange Commission (the **Commission** ).

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Explanatory Note**

Mattel is filing this registration statement ( **Registration Statement** ) pursuant to General Instruction E of Form S-8 to register an additional 13,000,000 shares of the **Company** 's common stock that may be issued under the **Mattel, Inc. Amended and Restated 2010 Equity and Long-Term Compensation Plan** (the **2010 Plan** ), as amended by the **First Amendment to the 2010 Plan** (the **Amendment**, and collectively with the **2010 Plan**, the **Amended 2010 Plan** ). These shares are additional securities of the same class as other securities issuable under the **2010 Plan** for which **Mattel** has previously filed with the **Commission** a registration statement on Form S-8 (File No. 333-166759) on May 12, 2010 and a registration statement on Form S-8 (File No. 333-204360) on May 21, 2015 (collectively, the **Prior Registration Statements** ). The information contained in the **Prior Registration Statements** is incorporated herein by reference, except for the information presented below in Part II, Item 3. Incorporation of Documents by Reference, Item 5. Interests of Named Experts and Counsel and Item 8. Exhibits.

**Item 3. Incorporation of Documents by Reference.**

The following documents, which have been filed with the **Commission** pursuant to the Securities Exchange Act of 1934, as amended (the **Exchange Act** ), are hereby incorporated by reference in, and shall be deemed to be a part of, this **Registration Statement**:

- (a) **Mattel** 's Annual Report on Form 10-K for the year ended December 31, 2017;
- (b) **Mattel** 's Quarterly Report on Form 10-Q for the quarter ended March 31, 2018;
- (c) **Mattel** 's Current Reports on Form 8-K filed on January 5, 2018, February 2, 2018, March 2, 2018, March 23, 2018, April 3, 2018 (with respect to items 5.02 and 8.01), April 20, 2018 (with respect to items 5.02 and 9.01), May 7, 2018, and May 22, 2018; and
- (d) The description of **Mattel** 's Common Stock contained in **Mattel** 's Registration Statement on Form 8-A filed on September 24, 2009.

All documents filed by Mattel pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act prior to the filing of a post-effective amendment, which indicates that all securities offered have been sold, or which deregisters all securities then remaining unsold are incorporated by reference in this Registration Statement and to be part hereof from the date of filing of such documents, except as to any portion of any future annual or quarterly report to stockholders or document or current report furnished under Items 2.02, 7.01 and 9.01 of Form 8-K that is not deemed filed under such provisions.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein, or in any subsequently filed document which also is or is deemed to be incorporated by reference herein, modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute part of this Registration Statement.

#### Item 5. Interests of Named Experts and Counsel.

The validity of the issuance of the shares of Common Stock registered hereby has been passed upon for Mattel by Tiffani L. Magri, Esq., Vice President, Assistant General Counsel and Assistant Secretary of Mattel. Ms. Magri has participated in the Company's equity and long-term compensation plans and is eligible to participate in the Amended 2010 Plan.

#### Item 8. Exhibits.

Sequentially Numbered Exhibit	Description	Incorporated by Reference			
		Form	File No.	Exhibit(s)	Filing Date
4.1	<u>Specimen Stock Certificate with respect to Mattel's Common Stock</u>	10-Q	001-05647	4.0	August 3, 2007
+5.1	<u>Opinion of Tiffani L. Magri, Esq.</u>				
+23.1	<u>Consent of PricewaterhouseCoopers LLP</u>				
+23.2	<u>Consent of Tiffani L. Magri, Esq. (included in Exhibit 5.1)</u>				
+24.1	<u>Power of Attorney with respect to Mattel (included in signature pages.)</u>				
99.1	<u>Mattel, Inc. Amended and Restated 2010 Equity and Long-Term Compensation Plan</u>	DEF 14A	001-05647	Appendix A	April 9, 2015
99.2	<u>First Amendment to the Mattel, Inc. Amended and Restated 2010 Equity and Long-Term Compensation Plan</u>	DEF 14A	001-05647	Appendix A	April 5, 2018

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of El Segundo, State of California, on May 31, 2018.

MATTEL, INC., a Delaware corporation

By: /s/ Joseph J. Euteneuer

Name: Joseph J. Euteneuer

Title: Chief Financial Officer

**POWER OF ATTORNEY**

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below on this Registration Statement hereby constitutes and appoints Ynon Kreiz, Robert Normile, and Tiffani Magri, their true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for them and in their name, place and stead, in any and all capacities (unless revoked in writing) to sign any and all amendments to this Registration Statement to which this power of attorney is attached, including any post-effective amendments as well as any related registration statement (or amendment thereto) filed in reliance upon Rule 462(b) under the Securities Act, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting to such attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite or necessary to be done in connection therewith, as fully to all intents and purposes as they might and could do in person hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their substitute or substitutes, may lawfully do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Ynon Kreiz	Chairman of the Board and Chief Executive Officer (principal executive officer)	May 31, 2018
Ynon Kreiz		
/s/ Joseph J. Euteneuer	Chief Financial Officer	May 31, 2018
Joseph J. Euteneuer	(principal financial officer)	

/s/ Richard Todd Bradley	Director	May 22, 2018
Richard Todd Bradley		
/s/ Michael J. Dolan	Director	May 31, 2018
Michael J. Dolan		
/s/ Soren T. Laursen	Director	May 31, 2018
Soren T. Laursen		
/s/ Ann Lewnes	Director	May 25, 2018
Ann Lewnes		
/s/ Dominic Ng	Director	May 31, 2018
Dominic Ng		
/s/ Vasant M. Prabhu	Director	May 24, 2018
Vasant M. Prabhu		