

SINCLAIR CHRISTOPHER A

Form 4

August 03, 2017

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
SINCLAIR CHRISTOPHER A

(Last) (First) (Middle)

333 CONTINENTAL
BOULEVARD

(Street)

EL SEGUNDO, CA 90245

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
MATTEL INC /DE/ [MAT]

3. Date of Earliest Transaction
(Month/Day/Year)
08/01/2017

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below)

Executive Chairman

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	08/01/2017		M	23,532 A	122,467	D	
Common Stock	08/01/2017		F	6,942 (2) D	\$ 19.72	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount
Restricted Stock Units	(1)	08/01/2017		M	23,532	(1) (1)	Common Stock 23,532
Employee Stock Option - Right to Buy	\$ 19.72	08/01/2017		A	272,480	(3) 08/01/2027	Common Stock 272,480
Restricted Stock Units	(4)	08/01/2017		A	50,710	(5) (5)	Common Stock 50,710

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
SINCLAIR CHRISTOPHER A 333 CONTINENTAL BOULEVARD EL SEGUNDO, CA 90245	X Executive Chairman

Signatures

/s/ Julie Kwok, Attorney-in-Fact for Christopher A. Sinclair

08/03/2017

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) As reported on a Form 4 dated August 1, 2016 and filed on August 3, 2016, the Reporting Person received a grant of 71,312 Restricted Stock Units ("RSUs" or "Units") on August 1, 2016. The RSUs vest as to (a) 33% of the Units granted on the first anniversary of the date of grant, (b) an additional 33% of the Units granted on the second anniversary of the date of grant, and (c) the remaining 34% of the Units granted on the third anniversary of the date of grant. On each vesting date, for each Unit vesting on such date, the Reporting Person will receive one share of Mattel, Inc. Common Stock (or, at the election of Mattel, Inc., a cash amount equal to the fair market value of one share of Common Stock on the date of vesting), subject to tax withholding. On August 1, 2017, the first 33% of these RSUs vested, resulting in the issuance of 23,532 shares of Mattel, Inc. Common Stock.

(2) Pursuant to the terms of the August 1, 2016 RSU grant, 6,942 shares of Mattel, Inc. Common Stock were automatically withheld at vesting to cover required tax withholding.

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- (3) The option was granted on August 1, 2017 pursuant to the Mattel, Inc. Amended and Restated 2010 Equity and Long-Term Compensation Plan (the "Plan"). The option vests and becomes exercisable with regard to (a) 33% of the shares granted on the first anniversary of the date of grant, (b) an additional 33% of the shares granted on the second anniversary of the date of grant, and (c) the remaining 34% of the shares granted on the third anniversary of the date of grant.
- (4) The RSUs were granted on August 1, 2017 pursuant to the Plan. Each Unit represents a contingent right to receive one share of Mattel, Inc. Common Stock (or, at the election of Mattel, Inc., a cash amount equal to the fair market value of such share).
- (5) The RSUs vest as to (a) 33% of the Units granted on the first anniversary of the date of grant, (b) an additional 33% of the Units granted on the second anniversary of the date of grant, and (c) the remaining 34% of the Units granted on the third anniversary of the date of grant. On each vesting date, for each Unit vesting on such date, the Reporting Person will receive one share of Mattel, Inc. Common Stock (or, at the election of Mattel, Inc., a cash amount equal to the fair market value of one share of Common Stock on the date of vesting), subject to tax withholding.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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