



“ 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))

---

---

**JAKKS PACIFIC, INC.**  
**INDEX TO FORM 8-K**  
**FILED WITH THE SECURITIES AND EXCHANGE COMMISSION**  
**July 24, 2013**

ITEMS IN FORM 8-K

	<u>Page</u>
Facing Page	1
Item 1.01 Entry into a Material Definitive Agreement	3
Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant	3
Item 3.02 Unregistered Sales of Equity Securities	3
Item 9.01 Financial Statements and Exhibits	4
Signatures	5
Exhibit	
Index	6

**Item 1.01 Entry into a Material Definitive Agreement.**

On July 18, 2013, we entered into a Purchase Agreement with Merrill Lynch, Pierce, Fenner & Smith Incorporated (the “Initial Purchaser”) to sell \$100 million in aggregate principal amount of 4.25% Senior Convertible Notes due 2018 (the “Notes”), which amount does not include the Initial Purchaser’s 30-day right to purchase up to an additional \$15 million principal amount of the Notes. On July 24, 2013, we entered into an Indenture (the “Indenture”) with Wells Fargo Bank, National Association, as the Trustee for the Notes. The foregoing descriptions of the Purchase Agreement and the Indenture are qualified in their entirety by reference to the Purchase Agreement and the Indenture, copies of which are filed as exhibits to this Form 8-K and are incorporated by reference in this Item 1.01.

**Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.**

On July 24, 2013, we issued \$100 million in aggregate principal amount of the Notes, pursuant to the Indenture. The Notes are our senior unsecured obligations, are entitled to semi-annual interest payments at a rate of 4.25% per annum and mature on August 1, 2018. The Notes are convertible into shares of our common stock at an initial conversion rate of 114.3674 shares of our common stock per \$1,000 principal amount of Notes (equivalent to approximately \$8.74 per share of common stock), subject to adjustment in certain circumstances. Upon conversion, the Notes will be settled in shares of our common stock. The foregoing description of the Notes is qualified in its entirety by reference to the Indenture and Form of Note, copies of which are filed as exhibits to this Form 8-K and are incorporated by reference in this Item 2.03.

**Item 3.02 Unregistered Sales of Equity Securities**

As discussed above, the Company issued \$100 million aggregate principal amount of the Notes on July 24, 2013. The Initial Purchaser of the Notes received an aggregate discount of approximately \$4.0 million. The offer and sale of the Notes to the Initial Purchaser was not registered under the Securities Act of 1933, as amended (the “Securities Act”), in reliance upon the exemption from registration under Section 4(2) of the Securities Act as such transaction did not involve a public offering of securities. The Initial Purchaser then offered for resale the Notes to qualified institutional buyers pursuant to the exemption from registration provided by Rule 144A under the Securities Act. The Company relied on these exemptions from registration based in part on representations made by the Initial Purchaser.

Additional information is provided in Item 2.03 above and is incorporated herein by reference to this Item 3.02.



**Item 9.01 Financial Statements and Exhibits.**

**(c) Exhibits**

**Exhibit**

**Number Description**

4.1*	Indenture dated as of July 24, 2013 between JAKKS Pacific, Inc. and Wells Fargo Bank, National Association
4.2*	Form of 4.25% Senior Convertible Note Due 2018
10.1*	Purchase Agreement dated July 18, 2013 between JAKKS Pacific, Inc. and Merrill Lynch, Pierce, Fenner & Smith Incorporated

-----  
\* Filed herewith

4

**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 hereunto duly authorized.

Dated: July 24, 2013 JAKKS PACIFIC, INC.

By: /s/ Joel M. Bennett  
Joel M. Bennett  
Executive Vice President and Chief Financial Officer

**Exhibit Index**

**Exhibit**

**Number Description**

4.1*	Indenture dated as of July 24, 2013 between JAKKS Pacific, Inc. and Wells Fargo Bank, NA
4.2*	Form of 4.25% Senior Convertible Note Due 2018
10.1*	Purchase Agreement dated July 18, 2013 between JAKKS Pacific, Inc. and Merrill Lynch, Pierce, Fenner & Smith Incorporated

-----  
\* Filed herewith