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HASBRO INC
Form 8-K
May 22, 2009

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): May 21, 2009

HASBRO, INC.

(Exact name of registrant as specified in its charter)

RHODE ISLAND

1-6682

05-0155090

(State of
Incorporation)

(Commission
File Number)

(IRS Employer
Identification No.)

1027 NEWPORT AVE., PAWTUCKET, RHODE ISLAND

02862

(Address of Principal Executive Offices)

(Zip Code)

(401) 431-8697

(Registrant's telephone number, including area code)

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))

Item 5.02 Departure of Directors or Certain Officers; Election of

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Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On May 21, 2009, Deborah Thomas was appointed Chief Financial Officer of Hasbro, Inc. ("Hasbro" or the "Company"). Ms. Thomas, age 45, has served as Senior Vice President and Head of Corporate Finance of Hasbro since 2008. Previous to that, Ms. Thomas served as Senior Vice President and Controller since 2003. David D.R. Hargreaves, who previously served as both the Chief Operating Officer and the Chief Financial Officer of Hasbro, continues to serve as the Chief Operating Officer.

A copy of the May 21, 2009 press release announcing the promotion of Ms. Thomas to Chief Financial Officer is furnished as Exhibit 99.1 to this Form 8-K.

Item 8.01 Other Events.

The Company's 2009 Annual Meeting (the "Annual Meeting") of Shareholders was held on May 21, 2009. Set forth below are the results of the votes taken at the Annual Meeting.

Of the 139,821,649 shares of the Company's common stock outstanding as of the close of business on the March 27, 2009 record date, 120,227,469 shares were represented at the meeting.

The Company's shareholders were voting on four matters at the Annual Meeting. Those four matters were the election of fourteen directors, the approval of amendments to Hasbro's Restated 2003 Stock Incentive Performance Plan, the approval of Hasbro's 2009 Senior Management Annual Performance Plan, and the ratification of the selection of KPMG LLP as Hasbro's independent registered public accounting firm for fiscal 2009.

The fourteen nominees for election to the Board, for one-year terms ending at the 2010 Annual Meeting of Shareholders, and until their successors are duly elected and qualified, were elected by the following votes:

| Name | Votes For | Votes Withheld |
|----------------------|-------------|----------------|
| Basil L. Anderson | 117,222,452 | 3,005,017 |
| Alan R. Batkin | 117,878,811 | 2,348,658 |
| Frank J. Biondi, Jr. | 115,335,445 | 4,892,024 |
| Kenneth A. Bronfin | 114,197,840 | 6,029,629 |
| John M. Connors, Jr. | 117,088,519 | 3,138,950 |
| Michael W.O. Garrett | 118,874,219 | 1,353,250 |
| E. Gordon Gee | 116,976,471 | 3,250,998 |
| Brian Goldner | 119,415,288 | 812,181 |
| Jack M. Greenberg | 117,426,704 | 2,800,765 |
| Alan G. Hassenfeld | 119,319,422 | 908,047 |
| Tracy A. Leinbach | 119,790,911 | 436,558 |
| Edward M. Philip | 119,140,922 | 1,086,547 |
| Paula Stern | 117,472,693 | 2,754,776 |
| Alfred J. Verrecchia | 118,473,185 | 1,754,284 |

The shareholders approved the amendments to the Restated 2003 Stock Incentive Performance Plan by the following vote:

| For | Against | Abstain | Broker Non-Votes |
|------------|------------|---------|------------------|
| 84,896,141 | 28,900,748 | 327,163 | 6,103,417 |

The shareholders approved the 2009 Senior Management Annual Performance

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Plan by the following vote:

| For | Against | Abstain | Broker Non-Votes |
|-------------|-----------|---------|------------------|
| 114,552,544 | 5,304,080 | 370,845 | 0 |

The shareholders ratified the selection of KPMG LLP as the Company's independent registered public accounting firm for fiscal 2009 by the following vote:

| For | Against | Abstain | Broker Non-Votes |
|-------------|-----------|---------|------------------|
| 116,186,298 | 3,899,194 | 141,977 | 0 |

Item 9.01 Financial Statements and Exhibits

(c) Exhibits

99.1 Press Release, dated May 21, 2009, of Hasbro, Inc.

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.

HASBRO, INC.

(Registrant)

Date: May 22, 2009

By: /s/ David D.R. Hargreaves

David D.R. Hargreaves
Chief Operating Officer

Hasbro, Inc.
Current Report on Form 8-K
Dated May 22, 2009

Exhibit Index

Exhibit
No.

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99.1 Press Release, Dated May 21, 2009, of Hasbro, Inc.