

SECURITIES AND EXCHANGE COMMISSION

FORM S-8 POS

Post-effective amendment to a S-8 registration statement

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FILER

MATTEL INC /DE/

CIK: **63276** | IRS No.: **951567322** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **S-8 POS** | Act: **33** | File No.: **333-70705-99** | Film No.: **99670518**
SIC: **3942** Dolls & stuffed toys

Business Address
333 CONTINENTAL BLVD
EL SEGUNDO CA 90245
3102522000

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1
TO
FORM S-8 REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933

MATTEL, INC.
(Exact Name of Registrant as Specified in Its Charter)

Delaware 95-1567322
(State of Incorporation) (I.R.S. Employer Identification No.)

333 Continental Boulevard
El Segundo, California 90245
(310) 252-2000
(Address, Including Zip Code and Telephone Number, Including
Area Code, of Registrant's Principal Executive Offices)

PALLADIUM INTERACTIVE, INC.
1996 STOCK OPTION PLAN
and
PALLADIUM INTERACTIVE, INC.
1997 STOCK OPTION PLAN
(Full Title of the Plan)

Robert Normile, Esq.
Senior Vice President, General Counsel and Secretary
Mattel, Inc.
333 Continental Boulevard
El Segundo, California 90245
(310) 252-2000
(Name, Address and Telephone Number, Including Area Code, of Agent for Service)

THE LEARNING COMPANY, INC.

Termination of Registration Statement and
Deregistration of Securities

On May 13, 1999, pursuant to that certain Agreement and Plan of
Merger, dated as of December 13, 1998, between Mattel, Inc., a Delaware

corporation ("Mattel"), and The Learning Company, Inc., a Delaware corporation ("Learning Company"), Learning Company merged with and into Mattel (the "Merger"), with Mattel continuing as the surviving corporation. In connection with the Merger, stockholders of Learning Company were granted the right to receive 1.2 shares of common stock of Mattel, par value \$1.00 per share ("Mattel Common Stock"), in exchange for each issued and outstanding share of common stock of Learning Company, par value \$0.01 per share ("Learning Company Common Stock"), and each option to purchase Learning Company Common Stock under the Palladium Interactive, Inc. 1996 Stock Option Plan and the Palladium Interactive, Inc. 1997 Stock Option Plan (the "Plans"), was similarly converted into an option to purchase 1.2 shares of Mattel Common Stock.

Because all of the stock options which were granted under the Plans, and for which the related shares of Learning Company Common Stock were registered on the registration statement on Form S-8, No. 333-70705 (the "Registration Statement"), have been exercised in full or have been converted into options to purchase Mattel Common Stock in connection with the Merger, no additional shares of Learning Company Common Stock registered on the Registration Statement can be purchased or otherwise issued under the Plans. As a result, Mattel, as the successor to Learning Company by merger, hereby removes from registration any and all unissued shares of the Learning Company Common Stock that were previously registered under the Registration Statement, and hereby files this Post-Effective Amendment No. 1 to the Registration Statement to effect such removal and to terminate the Registration Statement.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, Mattel, Inc. (as the successor to The Learning Company, Inc. by merger) 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 Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 of Learning Company, Inc. to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of El Segundo, State of California, on this 21st day of July, 1999.

MATTEL, INC.

By: /s/ Robert Normile

 Name: Robert Normile
 Title: Senior Vice President, General
 Counsel and Secretary

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 of The Learning Company, Inc. has been signed by the following persons in the capacities and on the date indicated.

<TABLE>
 <CAPTION>

Signature -----	Title -----	Date ----
<S> /s/ Jill E. Barad -----	<C> Chairman of the Board,	<C> July 21, 1999

Jill E. Barad	President and Chief Executive Officer	
/s/ Harry J. Pearce		

Harry J. Pearce	Chief Financial Officer (Principal Financial Officer)	July 21, 1999
/s/ Kevin M. Farr		

Kevin M. Farr	Senior Vice President and Corporate Controller (Principal Accounting Officer)	July 21, 1999

Dr. Harold Brown	Director	July __, 1999
/s/ Tully M. Friedman		

Tully M. Friedman	Director	July 21, 1999
/s/ Joseph C. Gandolfo		

Joseph C. Gandolfo	Director and President, Worldwide Manufacturing Operations	July 21, 1999
/s/ Ronald M. Loeb		

Ronald M. Loeb	Director	July 21, 1999
</TABLE>		
<TABLE>		
<S>	<C>	<C>
/s/ Ned Mansour		

Ned Mansour	Director and President, Corporate Operations	July 21, 1999

Dr. Andrea L. Rich	Director	July __, 1999
/s/ William D. Rollnick		

William D. Rollnick	Director	July 21, 1999

Pleasant T. Rowland	Vice-Chairman of the Board and President, Pleasant Company	July __, 1999

Christopher A. Sinclair	Director	July __, 1999

John L. Vogelstein	Director	July __, 1999
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