

SECURITIES AND EXCHANGE COMMISSION

FORM POS AM

Post-Effective amendments for registration statement

Filing Date: **1999-07-27**
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FILER

MATTEL INC /DE/

CIK: **63276** | IRS No.: **951567322** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **POS AM** | Act: **33** | File No.: **333-56641-99** | Film No.: **99670544**
SIC: **3942** Dolls & stuffed toys

Business Address
333 CONTINENTAL BLVD
EL SEGUNDO CA 90245
3102522000

As filed with the Securities and Exchange Commission on July 27, 1999

Registration No. 333-56641-99

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 2
TO
FORM S-3 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)

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)

Approximate date of commencement of proposed sale to the public: From
time to time after the effective date of this registration statement.

If the only securities being registered on this Form are being offered
pursuant to dividend or interest reinvestment plans, please check the following
box []

If any of the securities being registered on this Form are to be
offered on a delayed or continuous basis pursuant to Rule 415 under the
Securities Act of 1933, other than securities offered only in connection with
dividend or interest reinvestment plans, check the following box. []

If this form is filed to register additional securities for an
offering pursuant to Rule 462(b) under the Securities Act, please check the
following box and list the Securities Act registration statement number of the
earlier effective registration statement of the same offering. []

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. []

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. []

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").

Because all of the shares of Learning Company Common Stock which were registered on the registration statement on Form S-3, No. 333-56641 (the "Registration Statement"), have been sold prior to the Merger or have been converted into shares of Mattel Common Stock in connection with the Merger, no additional shares of Learning Company Common Stock registered on the Registration Statement can be sold or otherwise issued under the Registration Statement. As a result, Mattel, as the successor to Learning Company by merger, hereby removes from registration any and all unsold shares of the Learning Company Common Stock that were previously registered under the Registration Statement, and hereby files this Post-Effective Amendment No. 2 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-3 and has duly caused this Post-Effective Amendment No. 2 to the Registration Statement on Form S-3 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. 2 to the Registration Statement on Form S-3 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 ----- Jill E. Barad	<C> Chairman of the Board, President and Chief Executive Officer	<C> July 21, 1999
/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> /s/ Ned Mansour ----- Ned Mansour	<C> Director and President, Corporate Operations	<C> 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
----- Pleasant T. Rowland	Director	July __, 1999

Christopher A. Sinclair

Director

July __, 1999

John L. Vogelstein

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