

SECURITIES AND EXCHANGE COMMISSION

FORM S-8 POS

Post-effective amendment to a S-8 registration statement

Filing Date: **1999-07-27**
SEC Accession No. **0000898430-99-002995**

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FILER

MATTEL INC /DE/

CIK: **63276** | IRS No.: **951567322** | State of Incorpor.: **DE** | Fiscal Year End: **1231**
Type: **S-8 POS** | Act: **33** | File No.: **033-61931-99** | Film No.: **99670594**
SIC: **3942** Dolls & stuffed toys

Business Address
333 CONTINENTAL BLVD
EL SEGUNDO CA 90245
3102522000

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 Softkey International Inc. Long Term Equity Incentive Plan (the "Plan"), 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 Plan, and for which the related shares of Learning Company Common Stock were registered on the registration statement on Form S-8, No. 33-61931 (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 Plan. 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, President and Chief Executive	<C> July 21, 1999

Jill E. Barad	Officer	
/s/ Harry J. Pearce	Chief Financial Officer	July 21, 1999
-----	(Principal Financial Officer)	
Harry J. Pearce		
/s/ Kevin M. Farr	Senior Vice President and	July 21, 1999
-----	Corporate Controller (Principal	
Kevin M. Farr	Accounting Officer)	
-----	Director	July __, 1999
Dr. Harold Brown		
/s/ Tully M. Friedman	Director	July 21, 1999

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

Ronald M. Loeb		
</TABLE>		
<TABLE>		
<S>	<C>	<C>
/s/ Ned Mansour	Director and President,	July 21, 1999
-----	Corporate Operations	
Ned Mansour		
-----	Director	July __, 1999
Dr. Andrea L. Rich		
/s/ William D. Rollnick	Director	July 21, 1999

William D. Rollnick		
-----	Vice-Chairman of the Board and	July __, 1999
Pleasant T. Rowland	President, Pleasant Company	
-----	Director	July __, 1999
Christopher A. Sinclair		
-----	Director	July __, 1999
John L. Vogelstein		
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