

SECURITIES AND EXCHANGE COMMISSION

FORM 4/A

Statement of changes in beneficial ownership of securities [amend]

Filing Date: **2013-01-14** | Period of Report: **2012-12-31**
SEC Accession No. [0001144204-13-002274](#)

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REPORTING OWNER

BERMAN STEPHEN G

CIK: **1275342**

Type: **4/A** | Act: **34** | File No.: **001-35448** | Film No.: **13528615**

Mailing Address
22619 PACIFIC COAST HWY
MALIBU CA 90265

ISSUER

JAKKS PACIFIC INC

CIK: **1009829** | IRS No.: **954527222** | State of Incorporation: **DE** | Fiscal Year End: **1231**
SIC: **3944** Games, toys & children's vehicles (no dolls & bicycles)

| Mailing Address | Business Address |
|---|---|
| 22619 PACIFIC COAST HWY SUITE 250 MALIBU CA 90265 | 22619 PACIFIC COAST HWY SUITE 250 MALIBU CA 90265 3104567799 |

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: 02/28/2011
Estimated average burden hours per response 0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

| | | | | | | | | |
|--|---------|----------|--|--|--|---|--|--|
| 1. Name and Address of Reporting Person BERMAN STEPHEN G | | | 2. Issuer Name and Ticker or Trading Symbol JAKKS PACIFIC INC [JAKK] | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) CEO, President and Secretary | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 12/31/2012 | | | | | |
| C/O JAKKS PACIFIC, INC., 22619 PACIFIC COAST HIGHWAY | | | 4. If Amendment, Date Original Filed(Month/Day/Year) 01/03/2013 | | | 6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person | | |
| (Street) MALIBU, CA 90265 | | | | | | | | |
| (City) | (State) | (Zip) | | | | | | |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|------------------------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 12/31/2012 | | D | | 35,435 ⁽¹⁾ | D | \$12.52 ⁽²⁾ | 143,881 ⁽³⁾ | D | |
| Common Stock | 12/31/2012 | | F | | 565 ⁽⁶⁾ | D | \$12.52 ⁽²⁾ | 143,316 ⁽³⁾ | D | |
| Common Stock | 01/01/2013 | | A | | 279,553 ⁽⁴⁾ ⁽⁵⁾ | A | \$12.52 ⁽²⁾ | 422,869 ⁽³⁾ | D | |

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------|---|--|--|--|--|
| | | | | Code | V | | Date Exercisable | Expiration Date | | | | | |

Explanation of Responses:

1. Reflects the forfeiture of 35,435 shares issued pursuant to the terms of Holder's Employment Agreement that failed to vest pursuant to the terms of that certain January 1, 2012 Restricted Stock Award Agreement by and between the Holder and the Issuer.
2. Represents the closing price of the Issuer's common stock on 12/31/12, as reported by Nasdaq.
3. Certain of these shares may be restricted from transfer pursuant to the minimum stock ownership provision in Holder's Employment Agreement with the Issuer.
4. Such 279,553 shares were issued pursuant to the terms of Holder's Employment Agreement with the Issuer (as amended and clarified to date) and are further subject to the terms of that certain January 1, 2013 Restricted Stock Award Agreement (the "Agreement") by and between the Holder and the Issuer.
5. The 279,553 shares will vest pursuant to terms to be determined by the Issuer's Compensation Committee based upon performance criteria it establishes during the first quarter of the year of grant.
6. The 279,553 shares will vest pursuant to terms to be determined by the Issuer's Compensation Committee based upon performance criteria it establishes during the first quarter of the year of grant.

Signatures

/s/ Stephen G. Berman

** Signature of Reporting Person

01/14/2013

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.