

SECURITIES AND EXCHANGE COMMISSION

FORM S-8

Initial registration statement for securities to be offered to employees pursuant to employee benefit plans

Filing Date: **1999-03-26**
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FILER

MATTEL INC /DE/

CIK: **63276** | IRS No.: **951567322** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **S-8** | Act: **33** | File No.: **333-75145** | Film No.: **99574978**
SIC: **3942** Dolls & stuffed toys

Business Address
333 CONTINENTAL BLVD
EL SEGUNDO CA 90245
3102522000

SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

FORM S-8
 REGISTRATION STATEMENT
 Under
 THE SECURITIES ACT OF 1933

MATTEL, INC.

(Exact name of registrant as specified in its charter)

<TABLE>
 <S> Delaware <C> 95-1567322
 (State or other jurisdiction of (I.R.S. Employer
 incorporation or organization) Identification No.)
 </TABLE>

333 Continental Boulevard
 El Segundo, California 90245-5012
 (310) 252-2000
 (Address, including zip code, and telephone number, including area code,
 of registrant's principal executive offices)

Amended and Restated Mattel 1996 Stock Option Plan
 (Full title of the plan)

Lee B. Essner, Esq.
 Assistant General Counsel and Assistant Secretary
 Mattel, Inc.
 333 Continental Boulevard
 El Segundo, California 90245-5012
 (310) 252-2000
 (Name, address, including zip code, and telephone number, including area code,
 of agent for service)

Copies to:
 James P. Beaubien
 Latham & Watkins
 633 West 5th Street, Suite 4000
 Los Angeles, California 90071
 (213) 485-1234

CALCULATION OF REGISTRATION FEE

<TABLE>
 <CAPTION>

Title of each class of securities to be registered	Amount to be registered(1)	Proposed maximum offering price per share(2)	Proposed maximum aggregate offering price(3)	Amount of registration fee
<S>	<C>	<C>	<C>	<C>
Common Stock, par value \$1.00 per share (including the Preference Share Purchase Rights attached thereto) (4).....	3,463,175 shares	\$41.64	\$144,206,607	\$40,089
	1,997,888 shares	\$25.80	51,545,510	14,330
	6,038,937 shares	\$24.28	146,625,390	40,762
	=====		=====	=====
Total	11,500,000 shares		\$342,377,507	\$95,181

</TABLE>

(1) 5 million shares of common stock issuable pursuant to the Mattel 1996 Stock Option Plan were previously registered pursuant to Registration Statement No. 333-03385. An additional 11,500,000 shares of common stock issuable pursuant to such plan, as amended, are being newly registered hereunder. The newly registered shares are comprised of: (A) 3,463,175 shares issuable at an exercise price of \$41.64 pursuant to options outstanding under the plan; (B) 1,997,888 shares issuable at an exercise price of \$25.80 pursuant to

options outstanding under the plan; and (C) 6,038,937 shares that are not yet subject to outstanding options under the plan. Pursuant to Rule 416 under the Securities Act of 1933, as amended, the amount registered hereunder includes an indeterminate number of shares of our common stock that may be issued in accordance with the provisions of the Amended and Restated Matel 1996 Stock Option Plan, as amended, in the event of any change in the outstanding shares of our common stock, including a stock dividend or stock split.

- (2) The Proposed Maximum Offering Price Per Share is based upon: (A) the exercise price per share (\$41.64) of outstanding options for 3,463,175 shares; (B) the exercise price per share (\$25.80) of outstanding options for 1,997,888 shares; and (C) for the remaining 6,038,937 shares, the average of the high and low sales price (\$24.28) on March 23, 1999 for our common stock as reported on the New York Stock Exchange, pursuant to rule 457(h) of the Securities Act.
- (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457 of the Securities Act.
- (4) Shares of our common stock being registered hereby are accompanied by preference share purchase rights. Until the occurrence of specific prescribed events, such rights are not exercisable, are evidenced by the certificates for our common stock and will be transferred along with and only with our common stock. Upon the occurrence of such prescribed events, separate rights certificates will be issued representing one right for each share of common stock held, subject to adjustment pursuant to anti-dilution provisions.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

This Registration Statement covers additional securities registered for issuance under the Amended and Restated Mattel 1996 Stock Option Plan, as amended. The contents of the prior Registration Statement on Form S-8 of Mattel, Inc. relating to such plan, No. 333-03385, is incorporated herein by reference.

Item 3. Incorporation of Documents by Reference.

The following documents, which have been filed with the Securities and Exchange Commission pursuant to Securities Exchange Act of 1934, as amended, are hereby incorporated by reference in, and shall be deemed to be a part of, this Registration Statement:

- (a) Our Annual Report on Form 10-K for the year ended December 31, 1997;
- (b) Our Quarterly Reports on Form 10-Q and Form 10-Q/A for the quarters ended March 31, 1998, June 30, 1998 and September 30, 1998;
- (c) Our Current Reports on Form 8-K dated January 23, 1998, February 5, 1998, April 17, 1998, June 16, 1998, July 16, 1998, July 21, 1998, August 21, 1998, September 30, 1998, October 29, 1998, November 16, 1998, December 15, 1998, February 2, 1999 and March 5, 1999;
- (d) The description of our common stock contained in our Current Report on Form 8-K dated November 16, 1998; and
- (e) The description of our preference share purchase rights contained in our Registration Statements on Form 8-A and Form 8-A/A, dated February 12, 1992 and March 9, 1992 respectively.

All documents filed by Mattel pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold are incorporated by reference in this Registration Statement. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein, or in any subsequently filed document which also is or is deemed to be incorporated by reference herein, modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute part of this Registration Statement.

Item 5. Interests of Named Experts and Counsel.

The validity of the issuance of the shares of common stock registered hereby has been passed upon for Mattel by Lee B. Essner, Esq., Assistant General Counsel and Assistant Secretary of Mattel.

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Item 8. Exhibits.

4.1 Amended and Restated Mattel 1996 Stock Option Plan (incorporated by reference to Exhibit 10.2 to Mattel's Quarterly Report on Form 10-Q for the quarter ended September 30, 1996).

+ 4.2 Amendment to Amended and Restated Mattel 1996 Stock Option Plan.

+ 5.1 Opinion of Lee B. Essner, Esq.

+ 23.1 Consent of PricewaterhouseCoopers LLP.

+ 23.2 Consent of Deloitte & Touche LLP.

+ 23.3 Consent of Lee B. Essner, Esq. (included in Exhibit 5.1).

+ 24.1 Power of Attorney with respect to Mattel (see page S-1).

+ Filed herewith.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant 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 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of El Segundo, State of California, on March 26, 1999.

MATTEL, INC.

By: /s/ Harry J. Pearce

Name: Harry J. Pearce
Title: Chief Financial Officer

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below on this Registration Statement hereby constitutes and appoints Jill E. Barad, Ned Mansour, Robert Normile, Lee B. Essner and John L. Vogelstein, their true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for them and in their name, place and stead, in any and all capacities (unless revoked in writing) to sign any and all amendments to this Registration Statement to which this power of attorney is attached, including any post-effective amendments as well as any related registration statement (or amendment thereto) filed in reliance upon Rule 462(b) under the Securities Act of 1933, as amended, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting to such attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite or necessary to be done in connection therewith, as fully to all intents and purposes as they might and could do in person hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their substitute or substitutes, may lawfully do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

Signature	Title	Date
/s/ Jill E. Barad ----- Jill E. Barad	Chairman of the Board, President and Chief Executive Officer	March 26, 1999
/s/ Harry J. Pearce ----- Harry J. Pearce	Chief Financial Officer (Principal Financial Officer)	March 26, 1999

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/s/ Kevin M. Farr -----	Senior Vice President and Corporate Controller (Principal Accounting	March 26, 1999
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Kevin M. Farr	Officer)	
/s/ Dr. Harold Brown	Director	March 26, 1999
----- Dr. Harold Brown		
/s/ Tully M. Friedman	Director	March 26, 1999
----- Tully M. Friedman		
/s/ Joseph C. Gandolfo	Director and President, Worldwide Manufacturing Operations	March 26, 1999
----- Joseph C. Gandolfo		
/s/ Ronald M. Loeb	Director	March 26, 1999
----- Ronald M. Loeb		
/s/ Ned Mansour	Director, President, Corporate Operations and General Counsel	March 26, 1999
----- Ned Mansour		
/s/ Dr. Andrea L. Rich	Director	March 26, 1999
----- Dr. Andrea L. Rich		
/s/ William D. Rollnick	Director	March 26, 1999
----- William D. Rollnick		
/s/ Pleasant T. Rowland	Vice-Chairman of the Board and President, Pleasant Company	March 26, 1999
----- Pleasant T. Rowland		
/s/ Christopher A. Sinclair	Director	March 26, 1999
----- Christopher A. Sinclair		
	Director	
----- Bruce L. Stein		
/s/ John L. Vogelstein	Director	March 26, 1999
----- John L. Vogelstein		

</TABLE>

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INDEX TO EXHIBITS

<TABLE> <CAPTION> SEQUENTIALLY NUMBERED EXHIBIT		DESCRIPTION
<C>	<S>	
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+ 4.2	Amendment to Amended and Restated Mattel 1996 Stock Option Plan.	
+ 5.1	Opinion of Lee B. Essner, Esq.	
+ 23.1	Consent of PricewaterhouseCoopers LLP.	
+ 23.2	Consent of Deloitte and Touche LLP.	
+ 23.3	Consent of Lee B. Essner, Esq. (included in Exhibit 5.1).	
+ 24.1	Power of Attorney with respect to Mattel (see page S-1).	

+ Filed herewith.

</TABLE>

AMENDMENT TO

AMENDED AND RESTATED MATTEL 1996 STOCK OPTION PLAN

The Amended and Restated Mattel 1996 Stock Option Plan (the "Plan") is amended as follows, effective as of February 4, 1999.

Section 5(a) of the Plan is hereby amended to read as follows:

5. NUMBER OF SHARES.

(a) The maximum number of shares of Common Stock for which Grants may be awarded under the Plan in a calendar year during any part of which the Plan is effective shall be one and a half percent (1.5%) of the total outstanding shares of the capital stock of the Company as of the first day of that calendar year. In addition, the number of shares available for Grants under the Plan shall be increased effective as of February 4, 1999 by six million (6,000,000) shares (such additional shares being the "Additional Shares"); provided, however, that such Additional Shares may be granted only to new employees who become employees of the Company in connection with the Company's acquisition of another company or trade or business which employs or employed such employees (such employees being, "New Employees"). Any unused portion of the percentage limit for any calendar year or the Additional Shares for New Employees shall be carried forward and be made available for Grants in succeeding calendar years; provided, however, that in no event shall any Grants covering Additional Shares be awarded to any persons other than New Employees. Notwithstanding the foregoing, in no event shall more than fifty million (50,000,000) shares of Common Stock be cumulatively available for Grants under the Plan. The maximum number of shares that may be issued to a single Participant in a single calendar year is one million (1,000,000).

IN WITNESS WHEREOF, the Company has caused this Amendment to the Plan to be executed this 4th day of February, 1999, effective as of February 4, 1999.

MATTEL, INC.
a Delaware Corporation

By: /s/ Alan Kaye

Name: ALAN KAYE

Title: Senior Vice President, Human Resources

MATTEL, INC.
333 CONTINENTAL BOULEVARD
EL SEGUNDO, CALIFORNIA 90245-5012

March 26, 1999

Ladies and Gentlemen:

I am the Assistant General Counsel and Assistant Secretary of Mattel, Inc., a Delaware corporation (the "Company"). I am delivering this opinion in connection with the registration under the Securities Act of 1933, as amended (the "1933 Act"), of (i) 11,500,000 shares of the common stock (the "Shares"), \$1.00 par value per share, of the Company, which are to be offered and sold by the Company pursuant to the Amended and Restated Mattel 1996 Stock Option Plan, as amended (the "Plan") and (ii) the preference share purchase rights of the Company issuable together with the Shares (the "Rights"). This opinion is delivered in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the 1933 Act in connection with the Registration Statement on Form S-8 that relates to the proposed issuance and sale of the Shares pursuant to the Plan (the "Registration Statement"). Such Registration Statement is being filed with the Securities and Exchange Commission (the "Commission") under the 1933 Act.

In rendering the opinion set forth herein, I have made such investigations of fact and law, and examined such documents and instruments, or copies thereof established to my satisfaction to be true and correct copies thereof, as I have deemed necessary under the circumstances.

Based on and subject to the foregoing and subject further to the assumptions set forth below, I am of the opinion that, (i) the Shares, when offered, sold and paid for pursuant to the terms and conditions of the Plan, will be duly authorized and validly issued, fully paid and non-assessable and (ii) when the Rights issuable together with the Shares to be issued pursuant to the Plan have been issued in accordance with the Rights Agreement dated February 7, 1992 between the Company and The First National Bank of Boston, as Rights Agent (the "Rights Agreement"), such Rights will be validly issued and will be binding obligations of the Company entitled to the benefits of the Rights Agreement.

I express no opinion other than on the laws of the State of California and the General Corporation Law of the State of Delaware.

I hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, I do not thereby admit that I

am in the category of persons whose consent is required under Section 7 of the 1933 Act or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ Lee B. Essner

Lee B. Essner
Assistant General Counsel
and Assistant Secretary

CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Mattel, Inc. of our report dated February 2, 1998, which appears on page 55 of the 1997 Annual Report to Shareholders, which is incorporated by reference in its Annual Report on Form 10-K for the year ended December 31, 1997. We also consent to the incorporation by reference of our report on the Financial Statement Schedule, which appears in such Annual Report on Form 10-K.

/s/ PriceWaterhouseCoopers LLP

PRICEWATERHOUSECOOPERS LLP

Los Angeles, California

March 24, 1999

INDEPENDENT AUDITORS' CONSENT

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Mattel, Inc. of our reports dated February 4, 1997 (except for note 15, as to which the date is March 27, 1997) relating to the consolidated financial statements of Tyco Toys, Inc. and subsidiaries, not presented separately herein, appearing in Mattel, Inc.'s Current Reports on Form 8-K dated July 30, 1997 and April 17, 1997.

/s/ Deloitte & Touche LLP

DELOITTE & TOUCHE LLP
Philadelphia, Pennsylvania
March 24, 1999