1. Name and Address of Reporting Person
   Hugh Yoon J.
   333 CONTINENTAL BOULEVARD
   EL SEGUNDO CA 90245

2. Issuer Name and Ticker or Trading Symbol
   MATTEL INC./DE/ [ MAT ]

3. Date of Earliest Transaction (Month/Day/Year)
   07/31/2021

4. If Amendment, Date of Original Filed (Month/Day/Year)
   08/02/2021

5. Relationship of Reporting Person(s) to Issuer
   Director
   Other (specify below)
   SVP & Corporate Controller

6. Individual or Joint/Group Filing (Check Applicable Line)
   X Form filed by One Reporting Person
   Form filed by More than One Reporting Person

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

<table>
<thead>
<tr>
<th>1. Title of Security (Instr. 3)</th>
<th>2. Transaction Date (Month/Day/Year)</th>
<th>3A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>3B. Transaction Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>08/01/2021</td>
<td></td>
<td>M</td>
<td>3,643 (A)</td>
<td>3,643 (D)</td>
<td>X (D)</td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td>08/01/2021</td>
<td></td>
<td>F</td>
<td>1,269 (D)</td>
<td>21.72 (A)</td>
<td>X (D)</td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td>07/31/2021</td>
<td></td>
<td>M</td>
<td>5,012 (A)</td>
<td>5,012 (D)</td>
<td>X (D)</td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td>07/31/2021</td>
<td></td>
<td>F</td>
<td>1,734 (D)</td>
<td>21.72 (A)</td>
<td>X (D)</td>
<td></td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (Month/Day/Year)</th>
<th>4. Transaction Code (Instr. 8)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>6. Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Restricted Stock Units</td>
<td>(1) 08/01/2021</td>
<td>M</td>
<td>3,643</td>
<td>(1) (1)</td>
<td>Common Stock</td>
<td>3,643</td>
<td>$11 3,753</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Restricted Stock Units</td>
<td>(3) 07/31/2021</td>
<td>M</td>
<td>5,012</td>
<td>(3) (3)</td>
<td>Common Stock</td>
<td>5,012</td>
<td>$11 10,177</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Restricted Stock Units</td>
<td>(5) 08/02/2021</td>
<td>A</td>
<td>8,558</td>
<td>(6) (6)</td>
<td>Common Stock</td>
<td>8,558</td>
<td>$11 18,735</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Employee Stock Option - Right to Buy</td>
<td>$21.91 08/02/2021</td>
<td>A</td>
<td>6,649</td>
<td>(7) 08/02/2021</td>
<td>Common Stock</td>
<td>6,649</td>
<td>11 18,985</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Explanation of Responses:
1. As reported on a Form 4 dated August 1, 2019 and filed on August 5, 2019, the Reporting Person received a grant of 11,038 Restricted Stock Units (“RSUs” or “Units”) on August 1, 2019. The RSUs vest as to (a) 33% of the Units granted on the first anniversary of the date of grant, (b) an additional 33% of the Units granted on the second anniversary of the date of grant, and (c) the remaining 34% of the Units granted on the third anniversary of the date of grant. On each vesting date, for each Unit vesting on such date, the Reporting Person will receive one share of Mattel, Inc. Common Stock, subject to tax withholding. On August 1, 2021, the second 33% of these RSUs vested, resulting in the issuance of 3,643 shares of Mattel, Inc. Common Stock.

2. Pursuant to the terms of the August 1, 2019 RSU grant, 1,260 shares of Mattel, Inc. Common Stock were automatically withheld at vesting to cover required tax withholding.

3. As reported on a Form 4 dated July 31, 2020 and filed on August 4, 2020, the Reporting Person received a grant of 15,189 RSUs on July 31, 2020. The RSUs vest as to (a) 33% of the Units granted on the first anniversary of the date of grant, (b) an additional 33% of the Units granted on the second anniversary of the date of grant, and (c) the remaining 34% of the Units granted on the third anniversary of the date of grant. On each vesting date, for each Unit vesting on such date, the Reporting Person will receive one share of Mattel, Inc. Common Stock, subject to tax withholding. On July 31, 2021, the first 33% of these RSUs vested, resulting in the issuance of 5,012 shares of Mattel, Inc. Common Stock.

4. Pursuant to the terms of the July 31, 2020 RSU grant, 1,734 shares of Mattel, Inc. Common Stock were automatically withheld at vesting to cover required tax withholding.

5. The RSUs were granted on August 2, 2021 pursuant to the Mattel, Inc. Amended and Restated 2010 Equity and Long-Term Compensation Plan, as amended (the “Plan”). Each Unit represents a contingent right to receive one share of Mattel, Inc. Common Stock (or, at the election of Mattel, Inc., a cash amount equal to the fair market value of such share).

6. The RSUs vest as to (a) 33% of the Units granted on the first anniversary of the date of grant, (b) an additional 33% of the Units granted on the second anniversary of the date of grant, and (c) the remaining 34% of the Units granted on the third anniversary of the date of grant. On each vesting date, for each Unit vesting on such date, the Reporting Person will receive one share of Mattel, Inc. Common Stock (or, at the election of Mattel, Inc., a cash amount equal to the fair market value of one share of Common Stock on the date of vesting), subject to tax withholding.

7. The option was granted on August 2, 2021 pursuant to the Plan. The option vests and becomes exercisable with regard to (a) 33% of the shares granted on the first anniversary of the date of grant, (b) an additional 33% of the shares granted on the second anniversary of the date of grant, and (c) the remaining 34% of the shares granted on the third anniversary of the date of grant.

Remarks:

/​s/ Tiffani Magri, Attorney-in-Fact for Yoon J. Hugh
09/03/2021

** Signature of Reporting Person
Date
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.