

**UNITED STATES
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)

Delaware
(State or other jurisdiction of
incorporation or organization)

95-1567322
(I.R.S. Employer
Identification No.)

**333 Continental Boulevard
El Segundo, California 90245-5012**
(Address of Principal Executive Offices) (Zip Code)

**MATTEL, INC. AMENDED AND RESTATED
2010 EQUITY AND LONG-TERM COMPENSATION PLAN, AS AMENDED**
(Full title of the plan)

Tiffani L. Magri, Esq.
Vice President, Assistant General Counsel and Assistant Secretary
Mattel, Inc.
**333 Continental Boulevard
El Segundo, California 90245-5012**
(Name and address of agent for service)

(310) 252-2000
(Telephone number, including area code, of agent for service)

Copy to:
Regina M. Schlatter, Esq
Latham & Watkins LLP
650 Town Center Drive, Suite 2000
Costa Mesa, CA 92626
(714) 755-8261

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act:

Large accelerated filer Accelerated filer
Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered (1)	Proposed maximum offering price per share (2)	Proposed maximum aggregate offering price (2)	Amount of registration fee
Common Stock, par value \$1.00 per share	14,000,000	\$10.55	\$147,700,000	\$17,902
Total	14,000,000			\$17,902

- (1) The registrant has previously registered 96,636,782 shares of the registrant's common stock ("Common Stock") for issuance under the Mattel, Inc. Amended and Restated 2010 Equity and Long-Term Compensation Plan, as amended (the "2010 Plan"). The registrant's stockholders approved the Second Amendment to the 2010 Plan at the registrant's 2019 annual meeting of stockholders, which increases the shares reserved for issuance under the 2010 Plan by 14,000,000 shares. This registration statement is registering such additional 14,000,000 shares of Common Stock approved by our stockholders for issuance under the 2010 Plan, as so amended. Pursuant to Rule 416(a) under the Securities Act of 1933, as amended, this registration statement shall also cover any additional shares of Common Stock that become issuable under the Amended 2010 Plan by reason of any stock dividend, stock split, recapitalization, or similar transaction effected without the registrant's receipt of consideration which would increase the number of outstanding shares of Common Stock.
 - (2) Estimated solely for the purpose of calculating the registration fee. Calculated pursuant to Rules 457(c) and 457(h) of the Securities Act based on the average of the high and low sales price of Common Stock (\$10.55), as reported on the Nasdaq Stock Market on June 25, 2019.
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PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Mattel, Inc. (“Mattel” or the “Company”) is not filing with or including in this Form S-8 the information called for in part I of Form S-8 (by incorporation by reference or otherwise) in accordance with the rules and regulations of the Securities and Exchange Commission (the “Commission”).

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Explanatory Note

Mattel is filing this registration statement (“Registration Statement”) pursuant to General Instruction E of Form S-8 to register an additional 14,000,000 shares of the Company’s common stock that may be issued under the Mattel, Inc. Amended and Restated 2010 Equity and Long-Term Compensation Plan, as amended (the “2010 Plan”), and as further amended by the Second Amendment to the 2010 approved by our stockholders at the 2019 annual meeting of stockholders (the “Second Amendment,” and collectively with the 2010 Plan the “Amended 2010 Plan”). These shares are additional securities of the same class as other securities issuable under the 2010 Plan for which Mattel has previously filed with the Commission a registration statement on Form S-8 (File No. 333-166759) on May 12, 2010, a registration statement on Form S-8 (File No. 333-204360) on May 21, 2015, and a registration statement on Form S-8 (File No. 333-225311) on May 31, 2018 (collectively, the “Prior Registration Statements”). The information contained in the Prior Registration Statements is incorporated herein by reference, except for the information presented below in Part II, Item 3. Incorporation of Documents by Reference, Item 5. Interests of Named Experts and Counsel, and Item 8. Exhibits.

Item 3. Incorporation of Documents by Reference.

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

- (a) Mattel’s Annual Report on [Form 10-K](#) for the year ended December 31, 2018;
- (b) Mattel’s Quarterly Report on [Form 10-Q](#) for the quarter ended March 31, 2019;
- (c) Mattel’s Current Reports on Form 8-K filed on [March 5, 2019](#), [April 19, 2019](#), and [May 21, 2019](#); and
- (d) The description of Mattel’s Common Stock contained in Mattel’s Registration Statement on [Form 8-A](#) filed on September 24, 2009.

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 and to be part hereof from the date of filing of such documents, except as to any portion of any future annual or quarterly report to stockholders or document or current report furnished under Items 2.02, 7.01, and 9.01 of Form 8-K that is not deemed filed under such provisions.

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 Tiffani L. Magri, Esq., Vice President, Assistant General Counsel and Assistant Secretary of Mattel. Ms. Magri has participated in the Company's equity and long-term compensation plans and is eligible to participate in the Amended 2010 Plan.

Item 8. Exhibits.

Sequentially Numbered Exhibit	Description	Incorporated by Reference			
		Form	File No.	Exhibit(s)	Filing Date
4.1	Specimen Stock Certificate with respect to Mattel's Common Stock	10-Q	001-05647	4.0	August 3, 2007
+5.1	Opinion of Tiffani L. Magri, Esq.				
+23.1	Consent of PricewaterhouseCoopers LLP				
+23.2	Consent of Tiffani L. Magri, Esq. (included in Exhibit 5.1)				
+24.1	Power of Attorney with respect to Mattel (included in signature pages)				
99.1	Mattel, Inc. Amended and Restated 2010 Equity and Long-Term Compensation Plan	DEF 14A	001-05647	Appendix A	April 9, 2015
99.2	First Amendment to the Mattel, Inc. Amended and Restated 2010 Equity and Long-Term Compensation Plan	DEF 14A	001-05647	Appendix A	April 5, 2018
99.3	Second Amendment to the Mattel, Inc. Amended and Restated 2010 Equity and Long-Term Compensation Plan	DEF 14A	001-05647	Appendix A	April 4, 2019

+ Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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 June 28, 2019.

MATTEL, INC., a Delaware corporation

By: /s/ Joseph J. Euteneuer

Name: Joseph J. Euteneuer

Title: Chief Financial Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below on this Registration Statement hereby constitutes and appoints Ynon Kreiz, Robert Normile, and Tiffani Magri, 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, 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, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Ynon Kreiz</u> Ynon Kreiz	Chairman of the Board and Chief Executive Officer (principal executive officer)	June 28, 2019
<u>/s/ Joseph J. Euteneuer</u> Joseph J. Euteneuer	Chief Financial Officer (principal financial officer)	June 28, 2019
<u>/s/ Yoon Hugh</u> Yoon Hugh	Senior Vice President and Corporate Controller (principal accounting officer)	June 28, 2019

<u>/s/ Richard T. Bradley</u> Richard T. Bradley	Director	June 28, 2019
<u>/s/ Adriana Cisneros</u> Adriana Cisneros	Director	June 28, 2019
<u>/s/ Michael J. Dolan</u> Michael J. Dolan	Director	June 28, 2019
<u>/s/ Soren T. Laursen</u> Soren T. Laursen	Director	June 28, 2019
<u>/s/ Ann Lewnes</u> Ann Lewnes	Director	June 28, 2019
<u>/s/ Roger Lynch</u> Roger Lynch	Director	June 28, 2019
<u>/s/ Dominic Ng</u> Dominic Ng	Director	June 28, 2019
<u>/s/ Judy D. Olian</u> Judy D. Olian	Director	June 28, 2019
<u>/s/ Vasant M. Prabhu</u> Vasant M. Prabhu	Director	June 28, 2019

Letterhead of Tiffani L. Magri, Esq.

June 28, 2019

Mattel, Inc.
333 Continental Boulevard
El Segundo, California 90245-5012

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

I am Vice President, 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 "Securities Act"), of 14,000,000 shares of common stock, par value \$1.00 per share of the Company ("Shares"), which are to be offered and sold by the Company pursuant to the Mattel, Inc. Amended and Restated 2010 Equity and Long-Term Compensation Plan (the "2010 Plan"), as amended by the First Amendment to the 2010 Plan and the Second Amendment to the 2010 Plan (the "Second Plan Amendment," and collectively with the 2010 Plan and First Amendment to the 2010 Plan, the "Amended 2010 Plan").

This opinion is delivered in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities 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 Securities 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. In some instances, I have relied upon other attorneys in the Company's Law Department.

Subject to the foregoing and in reliance thereon, I am of the opinion that, upon the issuance and sale of the Shares in accordance with the terms of the Plan, assuming in each case that the individual issuances, grants or awards under the Plan are duly authorized by all necessary corporate action and duly issued, granted or awarded and exercised in accordance with the requirements of law and the Plan (and the agreements and awards duly adopted thereunder and in accordance therewith), including, without limitation, receipt of legal consideration in excess of the par value of the Shares issued and, when the Shares shall have been duly registered on the books of the transfer agent and registrar therefor in the name or on behalf of the purchasers or when certificates representing the Shares have been manually signed by an authorized officer of the transfer agent and registrar therefor, the issue and sale of the Shares will have been duly authorized by all necessary corporate action of the Company and the Shares will be validly issued, fully paid and nonassessable securities of the Company. In rendering the foregoing opinion, I have assumed that the Company will comply with all applicable notice requirements regarding uncertificated shares provided in the General Corporation Law of the State of Delaware ("DGCL").

I express no opinion other than on the laws of the State of California and the DGCL insofar as the DGCL relates to corporate formalities, including statutory and reported decisional law thereunder; and I express no opinion with respect to the applicability thereto, or the effect thereon, of the laws of any other jurisdiction or, in the case of Delaware, any other laws, or as to any matters of municipal law or the laws of any local agencies within any state.

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 Securities Act or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ Tiffani L. Magri

Tiffani L. Magri, Esq.

Vice President, Assistant General Counsel and Assistant Secretary

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Mattel, Inc. of our report dated February 22, 2019 relating to the financial statements, financial statement schedule and the effectiveness of internal control over financial reporting, which appears in Mattel, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2018.

/s/ PricewaterhouseCoopers LLP

Los Angeles, California
June 28, 2019