

SECURITIES AND EXCHANGE COMMISSION  
Washington, D. C. 20549

FORM 8-K

Current Report Pursuant to Section 13 or 15 (d) of  
The Securities Act of 1934

Date of Report: February 1, 1994

MATTEL, INC.  
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(Exact name of Registrant as specified in its charter)

Delaware

001-05647

95-1567322

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(State or other jurisdiction  
of incorporation)

(Commission  
File No.)

(I.R.S. Employer  
Identification No.)

333 Continental Boulevard, El Segundo, California

90245-5012

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(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code

(310) 524-4600  
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N/A

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(Former name or former address, if changed since last report)

Information to be included in the Report  
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Item 5. Other Events  
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Mattel, Inc. hereby incorporates by reference herein its press release dated February 1, 1994, regarding the repurchase of \$100,000,000 aggregate principal amount of 10.69% Senior Notes due 2000 of its Fisher-Price, Inc. subsidiary. A copy of such press release is included as Exhibit 99 hereto.

Item 7. Financial Statements and Exhibits  
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(a) Financial statements of businesses acquired: None

(b) Pro forma financial information: None

(c) Exhibits:

(99) Press Release dated February 1, 1994.

SIGNATURE

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Pursuant to the requirements of the Securities Exchange Act of 1934, Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

MATTEL, INC.

By: /s/ Robert Normile

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Robert Normile  
Assistant General Counsel  
and Assistant Secretary

Date: February 1, 1994

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FOR IMMEDIATE RELEASE  
February 1, 1994

Contact: Glenn Bozarth  
Mattel, Inc.  
(310) 524-3521

MATTEL PREPAYS \$100 MILLION IN LONG-TERM DEBT  
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LOS ANGELES, Feb. 1 -- Mattel, Inc. today said that the company will achieve significant savings in interest expense, effective immediately, through the prepayment of \$100 million in high-cost debt assumed by Mattel in its merger with Fisher-Price. The debt, which carried an interest rate of 10.69 percent, was prepaid from a year-end cash position of approximately \$500 million. The prepayment will result in an extraordinary after-tax charge of \$14.7 million against 1993 fourth quarter earnings, representing a prepayment penalty and unamortized costs associated with the debt.

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