**FORM 4**

United States Securities and Exchange Commission

Statement of Changes in Beneficial Ownership

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person:
   **DISILVESTRO ANTHONY**
   
   Last: (Last) 333 CONTINENTAL BOULEVARD
   First: (First) EL SEGUNDO CA 90245
   Middle: (State) 06/30/2021
   Zip: (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year):
   06/30/2021

4. If Amendment, Date of Original Filed (Month/Day/Year):
   
5. Relationship of Reporting Person(s) to Issuer:
   Director
   10% Owner
   Chief Financial Officer

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

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

<table>
<thead>
<tr>
<th>Title of Security (Instr. 3)</th>
<th>2. Transaction Date (Month/Day/Year)</th>
<th>2A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>3. 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>06/30/2021</td>
<td>M</td>
<td>A</td>
<td>$0(1)</td>
<td>35,832</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td>06/30/2021</td>
<td>F</td>
<td>D</td>
<td>$20.1</td>
<td>28,221</td>
<td>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>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>3A. Deemed Execution Date, if any (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. 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)</td>
<td>06/30/2021</td>
<td>M</td>
<td>A</td>
<td>(1)</td>
<td>Common Stock 17,916</td>
<td>$0</td>
<td>36,376</td>
<td>D</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

**Explanation of Responses:**

1. As reported on a Form 4 dated June 30, 2020 and filed on July 2, 2020, the Reporting Person received a grant of 54,292 Restricted Stock Units ("RSUs" or "Units") on June 30, 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 June 30, 2021, the first 33% of these RSUs vested, resulting in the issuance of 17,916 shares of Mattel, Inc. Common Stock.

2. Pursuant to the terms of the June 30, 2020 RSU grant, 7,611 shares of Mattel, Inc. Common Stock were automatically withheld at vesting to cover required tax withholding.

**Remarks:**

As/ Tiffani Magri, Attorney-in-Fact for Anthony DiSilvestro 07/01/2021

**Signature of Reporting Person**

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).


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.