**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

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1. **Name and Address of Reporting Person**
   - Kreiz Ynon
     - (Last) EL SEGUNDO
     - (First) CA
     - (Middle) 90245

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

3. **Date of Earliest Transaction (Month/Day/Year)**
   - 08/01/2021

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

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**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>3. Transaction Code (Instr. 4)</th>
<th>4. Number of 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>M</td>
<td>44,440</td>
<td>330,031</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td>08/01/2021</td>
<td>F</td>
<td>22,034</td>
<td>307,997</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>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. 5)</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>(I)</td>
<td>08/01/2021</td>
<td>M</td>
<td>44,440</td>
<td>(I)</td>
<td>(I)</td>
<td>Common Stock</td>
<td>44,440</td>
<td>0</td>
<td>D</td>
</tr>
<tr>
<td>Employee Stock Option - Right to Buy</td>
<td>$21.91</td>
<td>08/02/2021</td>
<td>A</td>
<td>265,957</td>
<td>08/02/2021</td>
<td>Common Stock</td>
<td>265,957</td>
<td>0</td>
<td>789,532</td>
<td>D</td>
</tr>
</tbody>
</table>

**Explanation of Responses:**

1. As reported on a Form 4 dated August 1, 2018 and filed on August 3, 2018, the Reporting Person received a grant of 130,703 Restricted Stock Units ("RSUs" or "Units") on August 1, 2018. The RSUs vested as to (a) 33% of the Units on the first anniversary of the date of grant, (b) an additional 33% of the Units on the second anniversary of the date of grant, and (c) the remaining 34% of the Units on the third anniversary of the date of grant. Each vesting date, for each Unit vesting on such date, the Reporting Person received one share of Mattel, Inc. Common Stock, subject to tax withholding. On August 1, 2021, the remaining 34% of these RSUs vested, resulting in the issuance of 44,440 shares of Mattel, Inc. Common Stock.

2. Pursuant to the terms of the August 1, 2018 RSU grant, 22,034 shares of Mattel, Inc. Common Stock were automatically withheld at vesting to cover required tax withholding.

3. The option was granted on August 2, 2021 pursuant to the Mattel, Inc. Amended and Restated 2010 Equity and Long-Term Compensation Plan, as amended. 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 Maari, Attorney-in-Fact for Ynon Kreiz

09/03/2021

**Signature of Reporting Person**

**Date**

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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.