

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

OMB APPROVAL

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hours per response: 0.5 Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>TOTZKE STEVE</u>			2. Issuer Name and Ticker or Trading Symbol <u>MATTEL INC /DE/ [MAT]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP, Chief Comm Officer</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>07/31/2021</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
333 CONTINENTAL BOULEVARD			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>EL SEGUNDO CA 90245</u>								
(City) (State) (Zip)								

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	08/01/2021		M		6,464	A	(1)	54,020	D	
Common Stock	08/01/2021		F		3,205 ⁽²⁾	D	\$21.72	50,815	D	
Common Stock	08/01/2021		M		3,643	A	(3)	54,458	D	
Common Stock	08/01/2021		F		1,807 ⁽⁴⁾	D	\$21.72	52,651	D	
Common Stock	07/31/2021		M		11,138	A	(5)	63,789	D	
Common Stock	07/31/2021		F		5,523 ⁽⁶⁾	D	\$21.72	58,266	D	

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units - Granted 08/01/2018	(1)	08/01/2021		M			6,464	(1)	(1)	Common Stock	6,464	\$0	0	D	
Restricted Stock Units - Granted 08/01/2019	(3)	08/01/2021		M			3,643	(3)	(3)	Common Stock	3,643	\$0	3,753	D	
Restricted Stock Units	(5)	07/31/2021		M			11,138	(5)	(5)	Common Stock	11,138	\$0	22,615	D	
Restricted Stock Units	(7)	08/02/2021		A			22,821	(8)	(8)	Common Stock	22,821	\$0	56,574	D	
Employee Stock Option - Right to Buy	\$21.91	08/02/2021		A			53,191	(9)	08/02/2031	Common Stock	53,191	\$0	135,428	D	

Explanation of Responses:

- As reported on a Form 3 dated June 24, 2020 and filed on July 2, 2020, the Reporting Person received a grant of 19,011 Restricted Stock Units ("RSUs" or "Units") on August 1, 2018. The RSUs vested 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 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 6,464 shares of Mattel, Inc. Common Stock.
- Pursuant to the terms of the August 1, 2018 RSU grant, 3,205 shares of Mattel, Inc. Common Stock were automatically withheld at vesting to cover required tax withholding.
- As reported on a Form 3 dated June 24, 2020 and filed on July 2, 2020, the Reporting Person received a grant of 11,038 RSUs 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.
- Pursuant to the terms of the August 1, 2019 RSU grant, 1,807 shares of Mattel, Inc. Common Stock were automatically withheld at vesting to cover required tax withholding.
- As reported on a Form 4 dated July 31, 2020 and filed on August 4, 2020, the Reporting Person received a grant of 33,753 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 11,138 shares of Mattel, Inc. Common Stock.
- Pursuant to the terms of the July 31, 2020 RSU grant, 5,523 shares of Mattel, Inc. Common Stock were automatically withheld at vesting to cover required tax withholding.
- 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).
- 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.

9. 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 Steven B. Totzke 08/03/2021

** 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).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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