1. Name and Address of Reporting Person: 

TOTOZKE STEVE

333 CONTINENTAL BOULEVARD

EL SEGUNDO CA 90245

2. Issuer Name and Ticker or Trading Symbol: 

MATTEL INC./DE/ [MAT]

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

07/31/2021

4. If Amendment, Date of Original Filed (Month/Day/Year): 

08/01/2021

5. Relationship of Reporting Person(s) to Issuer: 

Director

Officer (give title below)

EVP, Chief Comm Officer

10% Owner

Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line): 

X Form filed by One Reporting Person

X Form filed by More than One Reporting Person

7. 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

8. 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 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.

9. 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.

10. 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 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 5,523 shares of Mattel, Inc. Common Stock.

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 Code</th>
<th>3. Transaction Date (Month/Day/Year)</th>
<th>4. Amount of Securities Acquired (A) or Disposed Of (D) (Instr. 3 and 4)</th>
<th>5. Ownership Code (Instr. 3 and 4)</th>
<th>6. Description of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4 and 5)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 3 and 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>M</td>
<td>08/01/2021</td>
<td>6,464</td>
<td>A</td>
<td>$54,020</td>
<td>D</td>
</tr>
<tr>
<td>Common Stock</td>
<td>F</td>
<td>08/01/2021</td>
<td>3,205</td>
<td>D</td>
<td>$21.72, 50,815</td>
<td>D</td>
</tr>
<tr>
<td>Common Stock</td>
<td>M</td>
<td>08/01/2021</td>
<td>3,643</td>
<td>A</td>
<td>$54,458</td>
<td>D</td>
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<tr>
<td>Common Stock</td>
<td>F</td>
<td>08/01/2021</td>
<td>1,807</td>
<td>D</td>
<td>$21.72, 52,651</td>
<td>D</td>
</tr>
<tr>
<td>Common Stock</td>
<td>M</td>
<td>07/31/2021</td>
<td>11,138</td>
<td>A</td>
<td>$63,789</td>
<td>D</td>
</tr>
<tr>
<td>Common Stock</td>
<td>F</td>
<td>07/31/2021</td>
<td>5,523</td>
<td>D</td>
<td>$21.72, 58,266</td>
<td>D</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></th>
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</thead>
<tbody>
<tr>
<td>Restricted Stock Units - Granted 08/01/2018</td>
<td>(1) 08/01/2021</td>
<td>M</td>
<td>6,464</td>
<td>(1)</td>
<td>Common Stock $6,464 $0 0 D</td>
<td>3,753 D</td>
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<tr>
<td>Restricted Stock Units - Granted 08/01/2019</td>
<td>(2) 08/01/2021</td>
<td>M</td>
<td>3,643</td>
<td>(2)</td>
<td>Common Stock $3,643 $0 3,753 D</td>
<td>3,753 D</td>
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<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Restricted Stock Units</td>
<td>(3) 07/31/2021</td>
<td>M</td>
<td>11,138</td>
<td>(3)</td>
<td>Common Stock $11,138 $0 22,615 D</td>
<td>3,753 D</td>
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<td></td>
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<tr>
<td>Restricted Stock Units</td>
<td>(4) 08/02/2021</td>
<td>A</td>
<td>22,821</td>
<td>(4)</td>
<td>Common Stock $22,821 $0 56,574 D</td>
<td>3,753 D</td>
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<td></td>
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<tr>
<td>Employee Stock Option - Right to Buy</td>
<td>(5) 08/02/2021</td>
<td>A</td>
<td>53,191</td>
<td>(5)</td>
<td>Common Stock $53,191 $0 135,428 D</td>
<td>3,753 D</td>
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<td></td>
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</tr>
</tbody>
</table>

Explanation of Responses:

1. As reported on a Form 3 dated June 24, 2020 and filed on July 2, 2020, the Reporting Person received a grant of 10,011 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.

2. 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.

3. 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 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 5,523 shares of Mattel, Inc. Common Stock.

4. 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.

5. 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 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 July 31, 2021, the first 33% of these RSUs vested, resulting in the issuance of 11,138 shares of Mattel, Inc. Common Stock.

6. 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.

7. 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).

8. 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 Maggi, 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).


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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