

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K/A

(Amendment No. 1)

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2019

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from to

Commission File Number 001-05647

MATTEL, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

95-1567322

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

333 Continental Blvd.

El Segundo, CA 90245-5012

(Address of principal executive offices)

Registrant's telephone number, including area code (310) 252-2000

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common stock, \$1.00 per share	MAT	The Nasdaq Global Select Market

Securities registered pursuant to Section 12(g) of the Act:
NONE

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes No

The aggregate market value of the voting and non-voting common equity held by non-affiliates of the registrant was \$5,044,446 based upon the closing market price as of the close of business June 30, 2019, the last business day of the registrant's most recently completed second fiscal quarter.

Number of shares outstanding of registrant's common stock, \$1.00 par value, as of February 7, 2020: 346,870,826 shares

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Mattel, Inc. 2020 Proxy Statement, filed with the Securities and Exchange Commission ("SEC") within 120 days after the closing of the registrant's fiscal year (incorporated into Part III to the extent stated herein).

Explanatory Note

This Amendment No. 1 ("Amendment No. 1") to the Annual Report on Form 10-K of Mattel, Inc. (the "Company") for the year ended December 31, 2019, as filed with the Securities and Exchange Commission on February 25, 2020 (the "Original Form 10-K"), is being filed for the sole purpose of replacing the consent in Exhibit 23.0 due to an administrative error that resulted in an improperly worded auditor's consent. A new Exhibit 23.0 with the appropriate corrections is filed as Exhibit 23.1 attached hereto.

Except as otherwise expressly noted herein, this Amendment No. 1 does not modify or update in any way the financial position, results of operations, cash flows, or other disclosure in, or exhibits to, the Original Form 10-K, nor does it reflect events occurring after the filing of the Original Form 10-K. Accordingly, this Amendment No. 1 should be read in conjunction with the Original Form 10-K.

In addition, as required by Rule 12b-15 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), new certifications by the Company's principal executive officer and principal financial officer are filed herewith as exhibits to this Amendment No. 1 pursuant to Rule 13a-14(a) or 15d-14(a) of the Exchange Act. As no financial statements have been included in this Amendment No. 1 and it does not contain or amend any disclosure with respect to Items 307 or 308 of Regulation S-K, paragraphs 3, 4, and 5 of the certifications have been omitted. The Company is not including certifications pursuant to Section 1350 of Chapter 63 of Title 18 of the United States Code (18 U.S.C. 1350) as no financial statements are being filed with this Amendment No. 1.

PART IV

Item 15. Exhibits, Financial Statement Schedules.

(a)(3) Exhibits (Listed by numbers corresponding to Item 601 of Regulation S-K)

Exhibit No.	Exhibit Description	Incorporated by Reference			
		Form	File No.	Exhibit(s)	Filing Date
23.1 *	Consent of Independent Registered Public Accounting Firm				
31.0 *	Certification of Principal Executive Officer dated February 27, 2020 pursuant to Section 302 of the Sarbanes-Oxley Act of 2002				
31.1 *	Certification of Principal Financial Officer dated February 27, 2020 pursuant to Section 302 of the Sarbanes-Oxley Act of 2002				
104*	The cover page from Amendment No. 1 to Mattel's Annual Report on Form 10-K for the year ended December 31, 2019, formatted in Inline XBRL. (embedded within the Inline XBRL Document)				

* Filed herewith.

SIGNATURE

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

MATTEL, INC.

Registrant

By: _____ /s/ JOSEPH J. EUTENEUER

Joseph J. Euteneuer
Chief Financial Officer

Date: February 27, 2020

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in the Registration Statements on Form S-3 (No. 333-220787) and Form S-8 (No. 333-204360, No. 333-187431, No. 333-03385, No. 333-32294, No. 333-64984, No. 333-75145, No. 333-89458, No. 333-101200, No. 333-125059, No. 333-147472, No. 333-158887, No. 333-165046, No. 333-166759, No. 333-232420, and No. 333-225311) of Mattel, Inc. of our report dated February 25, 2020, relating to the financial statements, financial statement schedule and the effectiveness of internal control over financial reporting, which appears in the Form 10-K for the year ended December 31, 2019.

/s/ PricewaterhouseCoopers LLP

Los Angeles, California
February 27, 2020

CERTIFICATION

I, Ynon Kreiz, certify that:

1. I have reviewed this annual report on Form 10-K/A of Mattel, Inc.; and

2. Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

February 27, 2020

By: _____ /s/ YNON KREIZ
Ynon Kreiz
Chairman and Chief Executive Officer
(Principal Executive Officer)

CERTIFICATION

I, Joseph J. Euteneuer, certify that:

1. I have reviewed this annual report on Form 10-K/A of Mattel, Inc.; and

2. Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

February 27, 2020

By: _____ /s/ JOSEPH J. EUTENEUER

Joseph J. Euteneuer
Chief Financial Officer
(Principal Financial Officer)