UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

(Mark one)

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

For the quarterly period ended March 31, 2012

OR

o 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: **0-28104**

JAKKS Pacific, Inc.

(Exact Name of Registrant as Specified in Its Charter)

Delaware (State or Other Jurisdiction of Incorporation or Organization)	**95-4527222** (I.R.S. Employer Identification No.)
22619 Pacific Coast Highway **Malibu, California** (Address of Principal Executive Offices)	**90265** (Zip Code)

Registrant's Telephone Number, Including Area Code: **(310) 456-7799**

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 x No o

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes x No o

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

Large accelerated filer	Accelerated filer	Non-accelerated filer	Smaller reporting company
o	x	o (Do not check if a smaller reporting company)	☐

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

The number of shares outstanding of the issuer's common stock is 26,019,087 as of May 9, 2012.

JAKKS PACIFIC, INC. AND SUBSIDIARIES

INDEX TO QUARTERLY REPORT ON FORM 10-Q
Quarter Ended March 31, 2012

ITEMS IN FORM 10-Q

DISCLOSURE REGARDING FORWARD-LOOKING STATEMENTS

This report includes “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. For example, statements included in this report regarding our financial position, business strategy and other plans and objectives for future operations, and assumptions and predictions about future product demand, supply, manufacturing, costs, marketing and pricing factors are all forward-looking statements. When we use words like “intend,” “anticipate,” “believe,” “estimate,” “plan”, “expect” or words of similar import, we are making forward-looking statements. We believe that the assumptions and expectations reflected in such forward-looking statements are reasonable and are based on information available to us on the date hereof, but we cannot assure you that these assumptions and expectations will prove to have been correct or that we will take any action that we may presently be planning. We are not undertaking to publicly update or revise any forward-looking statement if we obtain new information or upon the occurrence of future events or otherwise.

JAKKS PACIFIC, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED BALANCE SHEETS
(In thousands, except share amounts)

Assets	December 31, 2011 (*)	March 31, 2012 (Unaudited)
Current assets		
Cash and cash equivalents	$ 257,258	$ 254,555
Marketable securities	214	214
Accounts receivable, net of allowance for uncollectible accounts of $3,069 and $2,087, respectively	103,637	58,403
Inventory	47,019	44,998
Income tax receivable	24,166	24,008
Deferred income taxes	34,505	34,723
Prepaid expenses and other	30,686	34,404
Total current assets	497,485	451,305
Property and equipment		
Office furniture and equipment	13,606	13,590
Molds and tooling	61,005	64,055
Leasehold improvements	6,788	6,704
Total	81,399	84,349
Less accumulated depreciation and amortization	65,213	66,804
Property and equipment, net	16,186	17,545
Deferred income taxes	47,081	47,101
Intangibles	21,753	21,288
Other long term assets	3,670	3,473
Investment in joint venture	2,736	3,400
Goodwill, net	24,015	24,725
Trademarks, net	2,308	2,308
Total assets	$ 615,234	$ 571,145
Liabilities and Stockholders' Equity		
Current liabilities		
Accounts payable	$ 26,430	$ 20,063
Accrued expenses	50,780	39,215
Reserve for sales returns and allowances	43,440	29,547
Capital lease obligations	—	—
Income taxes payable	2,183	7,767
Total current liabilities	122,833	96,592
Convertible senior notes, net	92,188	92,870
Other liabilities	1,630	1,858
Income taxes payable	4,992	4,550
Total liabilities	221,643	195,870
Commitments and Contingencies		
Stockholders' equity		
Preferred shares, $.001 par value; 5,000,000 shares authorized; nil outstanding	—	—
Common stock, $.001 par value; 100,000,000 shares authorized; 25,943,214 and 26,014,835 shares issued and outstanding, respectively	26	25
Additional paid-in capital	274,532	274,856
Retained earnings	123,174	104,587
Accumulated other comprehensive loss	(4,141)	(4,193)
Total stockholders' equity	393,591	375,275
Total liabilities and stockholders' equity	$ 615,234	$ 571,145

(*) Derived from audited financial statements

See notes to condensed consolidated financial statements.

JAKKS PACIFIC, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(In thousands, except per share data)

	Three Months Ended March 31, (Unaudited)	
	2011	**2012**
Net sales	$ 72,323	$ 73,405
Cost of sales	48,052	49,839
Gross profit	24,271	23,566
Selling, general and administrative expenses	39,061	42,976
Loss from operations	(14,790)	(19,410)
Equity in net income from joint venture	9	54
Interest income	105	199
Interest expense, net	(2,040)	(2,035)
Loss before benefit for income taxes	(16,716)	(21,192)
Benefit for income taxes	(6,141)	(5,192)
Net loss	$ (10,575)	$ (16,000)
Loss per share – basic and diluted	$ (0.39)	$ (0.62)
Comprehensive loss	$ (10,631)	$ (16,052)

See notes to condensed consolidated financial statements.

JAKKS PACIFIC, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands)

	Three Months Ended March 31, (Unaudited)	
	2011	**2012**
CASH FLOWS FROM OPERATING ACTIVITIES		
Net loss	$ (10,575)	$ (16,000)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	3,884	3,171
Share-based compensation expense	848	338
Loss (gain) on disposal of property and equipment	(26)	17
Deferred income taxes	(309)	(238)
Equity in net income from joint venture	(9)	(54)
Changes in operating assets and liabilities:		
Accounts receivable	65,044	45,234
Inventory	(1,928)	2,021
Prepaid expenses and other current assets	(6,228)	(3,718)
Income tax receivable	9	158
Accounts payable	(10,313)	(4,700)
Accrued expenses	(21,420)	(11,565)
Income taxes payable	1,024	5,142
Reserve for sales returns and allowances	(10,396)	(13,893)
Other liabilities	(5)	228
Total adjustments	20,175	22,141
Net cash provided by operating activities	9,600	6,141
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of property and equipment	(3,222)	(3,216)
Change in other assets	(26)	(39)
Proceeds from sale of property and equipment	26	—
Investment in joint venture	(1,731)	(610)
Cash paid for net assets of business acquired	(3,542)	(2,377)
Net purchase of marketable securities	(2)	—
Net cash used in investing activities	(8,497)	(6,242)
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from warrants exercised	1,135	—
Common stock surrendered	(1,041)	(15)
Common stock repurchased	(5,049)	—
Dividends paid	—	(2,587)
Decrease in capital lease obligations	(27)	—
Net cash used in financing activities	(4,982)	(2,602)
Net decrease in cash and cash equivalents	(3,879)	(2,703)
Cash and cash equivalents, beginning of period	278,346	257,258
Cash and cash equivalents, end of period	$ 274,467	$ 254,555
Cash paid (received) during the period for:		
Income taxes	$ (7,043)	$ (12,083)
Interest	$ —	$ —

See Notes 8 and 9 for additional supplemental information to the condensed consolidated statements of cash flows.

See notes to condensed consolidated financial statements.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)
March 31, 2012

Note 1 — Basis of Presentation

The accompanying unaudited interim condensed consolidated financial statements included herein have been prepared by the Company, without audit, pursuant to the rules and regulations of the Securities and Exchange Commission (the "SEC"). Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted pursuant to such rules and regulations. However, the Company believes that the disclosures are adequate to prevent the information presented from being misleading. These financial statements should be read in conjunction with Management's Discussion and Analysis of financial condition and results of operations and the financial statements and the notes thereto included in the Company's Annual Report on Form 10-K, which contains audited financial information for the three years in the period ended December 31, 2011.

The information provided in this report reflects all adjustments (consisting solely of normal recurring items) that are, in the opinion of management, necessary to present fairly the financial position and the results of operations for the periods presented. Interim results are not necessarily indicative of results to be expected for a full year.

Certain reclassifications have been made to prior year balances in order to conform to the current year presentation.

The condensed consolidated financial statements include the accounts of JAKKS Pacific, Inc. and its wholly-owned subsidiaries (collectively "the Company").

Note 2 — Business Segments, Geographic Data, Sales by Product Group, and Major Customers

The Company is a worldwide producer and marketer of children's toys and other consumer products, principally engaged in the design, development, production, marketing and distribution of its diverse portfolio. The Company's reportable segments are Traditional Toys and Electronics, and Role Play, Novelty and Seasonal Toys, each of which includes worldwide sales.

The Traditional Toys and Electronics segment includes action figures, vehicles, playsets, plush products, dolls, accessories, electronic products, construction toys, infant and pre-school toys, foot to floor ride-on vehicles, wagons, and pet treats and related products.

Role Play, Novelty and Seasonal Toys includes role play and dress-up products, Halloween and everyday costume play, novelty toys, seasonal and outdoor products, and indoor and outdoor kid's furniture.

Segment performance is measured at the operating income level. All sales are made to external customers, and general corporate expenses have been attributed to the various segments based on sales volumes. Segment assets are comprised of accounts receivable and inventories, net of applicable reserves and allowances, goodwill and other assets.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

Note 2 — Business Segments, Geographic Data, Sales by Product Group, and Major Customers - (continued)

Results are not necessarily those that would be achieved were each segment an unaffiliated business enterprise. Information by segment and a reconciliation to reported amounts as of December 31, 2011 and March 31, 2012 and for the three months ended March 31, 2011 and 2012 are as follows (in thousands):

	Three Months Ended March 31, 2011	Three Months Ended March 31, 2012
Net Sales		
Traditional Toys and Electronics	$ 38,164	$ 41,578
Role Play, Novelty and Seasonal Toys	34,159	31,827
	$ 72,323	$ 73,405

	Three Months Ended March 31, 2011	Three Months Ended March 31, 2012
Loss from Operations		
Traditional Toys and Electronics	$ (8,356)	$ (10,856)
Role Play, Novelty and Seasonal Toys	(6,434)	(8,554)
	$ (14,790)	$ (19,410)

	Three Months Ended March 31, 2011	Three Months Ended March 31, 2012
Depreciation and Amortization Expense		
Traditional Toys and Electronics	$ 2,971	$ 2,236
Role Play, Novelty and Seasonal Toys	913	935
	$ 3,884	$ 3,171

	December 31, 2011	March 31, 2012
Assets		
Traditional Toys and Electronics	$ 269,411	$ 287,617
Role Play, Novelty and Seasonal Toys	345,823	283,528
	$ 615,234	$ 571,145

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

Note 2 — Business Segments, Geographic Data, Sales by Product Group, and Major Customers - (continued)

The following table's present information about the Company by geographic area as of December 31, 2011 and March 31, 2012 and for the three months ended March 31, 2011 and 2012 (in thousands):

	December 31, 2011	March 31, 2012
Long-lived Assets		
United States	$ 15,274	$ 16,716
Hong Kong	912	829
	$ 16,186	$ 17,545

	Three Months Ended March 31,	
	2011	2012
Net Sales by Geographic Area		
United States	$ 57,467	$ 63,871
Europe	6,261	3,209
Canada	3,607	2,779
Hong Kong	841	229
Other	4,147	3,317
	$ 72,323	$ 73,405

Major Customers

Net sales to major customers for the three months ended March 31, 2011 and 2012 were as follows (in thousands, except for percentages):

	Three Months Ended March 31,			
	2011		2012	
	Amount	Percentage of Net Sales	Amount	Percentage of Net Sales
Wal-Mart	$ 19,476	26.9%	$ 16,126	22.0%
Target	9,377	13.0	6,651	9.1
Toys 'R' Us	9,929	13.7	10,575	14.4
	$ 38,782	53.6%	$ 33,352	45.5%

No other customer accounted for more than 10% of the Company's total net sales.

At December 31, 2011 and March 31, 2012, the Company's three largest customers accounted for approximately 41.3% and 44.1%, respectively, of net accounts receivable. The concentration of the Company's business with a relatively small number of customers may expose the Company to material adverse effects if one or more of its large customers were to experience financial difficulty. The Company performs ongoing credit evaluations of its top customers and maintains an allowance for potential credit losses.

Note 3 — Inventory

Inventory, which includes the ex-factory cost of goods, in-bound freight, duty and warehouse costs, is stated at the lower of cost (first-in, first-out) or market and consists of the following (in thousands):

	December 31, 2011	March 31, 2012
Raw materials	$ 2,428	$ 2,635
Finished goods	44,591	42,363
	$ 47,019	$ 44,998

Note 4 — Revenue Recognition and Reserve for Sales Returns and Allowances

Revenue is recognized upon the shipment of goods to customers or their agents, depending on terms, provided that there are no uncertainties regarding customer acceptance, the sales price is fixed or determinable, and collectability is reasonably assured and not contingent upon resale.

Generally, the Company does not allow product returns. It provides a negotiated allowance for breakage or defects to its customers, which is recorded when the related revenue is recognized. However, the Company does make occasional exceptions to this policy and consequently accrues a return allowance in gross sales based on historic return amounts and management estimates. The Company also will occasionally grant credits to facilitate markdowns and sales of slow moving merchandise. These credits are recorded as a reduction of gross sales at the time of occurrence.

The Company also participates in cooperative advertising arrangements with some customers, whereby it allows a discount from invoiced product amounts in exchange for customer purchased advertising that features the Company’s products. Typically, these discounts range from 1% to 6% of gross sales, and are generally based on product purchases or on specific advertising campaigns. Such amounts are accrued when the related revenue is recognized or when the advertising campaign is initiated. These cooperative advertising arrangements are accounted for as direct selling expenses.

The Company’s reserve for sales returns and allowances amounted to $43.4 million as of December 31, 2011, compared to $29.5 million as of March 31, 2012. This decrease was primarily due to certain customers taking their year-end allowances related to 2011 sales during 2012.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

Note 5 — Convertible Senior Notes

In November 2009, the Company sold an aggregate of $100.0 million principal amount of 4.50% Convertible Senior Notes due 2014 (the "Notes"). The Notes, which are senior unsecured obligations of the Company, pay cash interest semi-annually at a rate of 4.50% per annum and will mature on November 1, 2014. The initial conversion rate is 63.2091 shares of JAKKS common stock per $1,000 principal amount of notes (equivalent to an initial conversion price of approximately $15.82 per share of common stock), subject to adjustment in certain circumstances. As a result of the cash dividend of $0.10 per share declared by the Board of Directors paid October 3, 2011, January 2, 2012, and April 2, 2012, the new conversion rate will be 64.3434 shares of JAKKS common stock per $1,000 principal amount of notes (or approximately $15.54 per share). Prior to August 1, 2014, holders of the Notes may convert their Notes only upon specified events. Upon conversion, the Notes may be settled, at the Company's election, in cash, shares of its common stock, or a combination of cash and shares of its common stock. Holders of the Notes may require the Company to repurchase for cash all or some of their Notes upon the occurrence of a fundamental change (as defined).

In accordance with ASC 470-20, "Debt with Conversion and Other Options," the Company allocated $13.7 million of the $100.0 million principal amount of the Notes to the equity component, which represents a discount to the debt and is being amortized to interest expense through November 1, 2014. Interest expense associated with the amortization of the equity component was $0.7 million and $0.7 million in the three months ended March 31, 2011 and 2012, respectively.

Note 6 — Income Taxes

The Company's income tax benefit of $5.2 million for the three months ended March 31, 2012 reflects an effective tax rate of 24.5%. Included in the tax benefit of $5.2 million is a discrete tax benefit of $0.4 million related to a reduction in tax reserves resulting from closed statutes of limitation. The Company's income tax benefit of $6.1 million for the three months ended March 31, 2011 reflects an effective tax rate of 36.7%. Included in the tax benefit of $6.1 million is a discrete tax benefit of $1.5 million related to a reduction in tax reserves resulting from closed statutes and an adjustment to record various outstanding state tax refunds.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

Note 7 — Loss Per Share

The following table is a reconciliation of the weighted average shares used in the computation of loss per share for the periods presented (in thousands, except per share data):

	Three Months Ended March 31,					
	2011			2012		
	Income	Weighted Average Shares	Per-Share	Income	Weighted Average Shares	Per-Share
Loss per share – basic and diluted						
Net loss available to common stockholders	$ (10,575)	27,217	$ (0.39)	$ (16,000)	25,831	$ (0.62)

Basic earnings per share have been computed using the weighted average number of common shares outstanding. Diluted earnings per share have been computed using the weighted average number of common shares and common share equivalents outstanding (which consist of warrants, options and convertible debt to the extent they are dilutive). For the three months ended March 31, 2011 and March 31, 2012, the convertible notes interest and related common share equivalent of 6,320,910 and 6,402,091 respectively were excluded from the diluted earnings per share calculation because they were anti-dilutive. Common share equivalents that could potentially dilute basic earnings per share in the future, and which were excluded from the computation of diluted loss per share, totaled approximately 49,947 and 240,265 for the three months ended March 31, 2011 and 2012 respectively.

Note 8 — Common Stock and Preferred Stock

The Company has 105,000,000 authorized shares of stock consisting of 100,000,000 shares of $.001 par value common stock and 5,000,000 shares of $.001 par value preferred stock.

In January 2012, the Company issued 35,435 shares of restricted stock at a value of $0.5 million to an executive officer, which vest, subject to certain company financial performance criteria, over a five year period beginning in January 2013. Also, in January 2012, the Company issued 5,315 shares of restricted stock at a value of $0.1 million to an executive officer, which vest, subject to certain company financial performance criteria, over a three year period beginning in January 2013. In addition, an aggregate of 34,810 shares of restricted stock were issued to its five non-employee directors, which vest in January 2013, at an aggregate value of approximately $0.5 million. In March 2012, the Company cancelled an aggregate of 2,928 shares of restricted stock due to the departure from the Company of two employees prior to vesting of their shares. During the first quarter of 2012, certain employees including an executive officer, surrendered an aggregate of 1,011 shares of restricted stock at a value of $14,265 to cover income taxes on the 2011 vesting of shares.

All issuances of common stock, including those issued pursuant to stock option and warrant exercises, restricted stock grants and acquisitions, are issued from the Company’s authorized but not issued and outstanding shares.

Note 9 — Business Combinations

In October 2008, the Company acquired substantially all of the assets of Tollytots Limited. The total initial consideration of $26.8 million consisted of $12.0 million in cash and the assumption of liabilities in the amount of $14.8 million, and resulted in goodwill of $4.1 million, all of which has been determined to be impaired and was written off in the quarter ended June 30, 2009. In addition, we agreed to pay an earn-out of up to an aggregate amount of $5.0 million in cash over the three calendar years following the acquisition based on the achievement of certain financial performance criteria, which was recorded as goodwill when earned. In the first earn-out period ended December 31, 2009, no portion of the earn-out was earned, while $1.7 million was earned for each of the second and third earn-out periods ended December 31, 2010 and 2011. Tollytots is a leading designer and producer of licensed baby dolls and baby doll pretend play accessories based on well-known brands and was included in our results of operations from the date of acquisition.

In October 2008, the Company acquired all of the stock of Kids Only, Inc. and a related Hong Kong company, Kids Only Limited (collectively, "Kids Only"). The total initial consideration of $23.8 million consisted of $20.4 million in cash and the assumption of liabilities in the amount of $3.4 million, and resulted in goodwill of $13.2 million, all of which has been determined to be impaired and was written off in the quarter ended June 30, 2009. In addition, we agreed to pay an earn-out of up to an aggregate amount of $5.6 million in cash over the three calendar years following the acquisition based on the achievement of certain financial performance criteria, which was recorded as goodwill when earned. For the earn-out periods ended September 30, 2009, 2010 and 2011, $1.9 million, $1.9 million and $1.8 million were earned, respectively. Kids Only is a leading designer and producer of licensed indoor and outdoor kids' furniture, and has an extensive portfolio which also includes baby dolls and accessories, room décor and a myriad of other children's toy products and was included in our results of operations from the date of acquisition.

In October 2011, the Company acquired all of the stock of Moose Mountain Toymakers Limited, a Hong Kong company, and a related New Jersey company, Moose Mountain Marketing, Inc. (collectively, "Moose Mountain"). The total initial consideration of $32.2 million consisted of $16.7 million in cash and the assumption of liabilities in the amount of $15.5 million, and resulted in goodwill of $14.2 million. In addition, the Company agreed to pay an earn-out of up to an aggregate amount of $5.3 million in cash over the three calendar years following the acquisition based on the achievement of certain financial performance criteria. The fair value of the expected earn-out of $4.6 million was included in goodwill and assumed liabilities as of December 31, 2011. All future changes to the earn-out liability will be charged to income. Moose Mountain is a leading designer and producer of foot to floor ride-ons, inflatable environments, wagons, pinball machines and tents and was included in our results of operations from the date of acquisition.

During the first quarter of 2012, an aggregate of $1.7 million of earn-out was paid in connection with the Tollytots acquisition, in addition to a working capital adjustment of $0.7 million in connection with the Moose Mountain acquisition.

Note 10 — Joint Ventures

The Company owned a fifty percent interest in a joint venture with THQ Inc. ("THQ"), which developed, published and distributed interactive entertainment software for the leading hardware game platforms in the home video game market. Pursuant to a Settlement Agreement and Mutual Release dated December 22, 2009, the joint venture was terminated on December 31, 2009 and THQ is obligated to pay the Company fixed payments in the aggregate amount of $20.0 million payable $6.0 million on each of June 30, 2010 (payment received in June 2010) and 2011 (payment received in June 2011) and $4.0 million on each of June 30, 2012 and 2013 which the Company will record as income on a cash basis when received, as the Company cannot reasonably assure its collectability.

The Company owns a fifty percent interest in a joint venture with the U.S. entertainment subsidiary of a leading Japanese advertising and animation production company. The joint venture was created to develop and produce a boy's animated television show which it intends to license worldwide for television broadcast as well as consumer products. The Company is producing and marketing toys based on the television program under a license from the joint venture. The joint venture has also licensed certain other merchandising rights to third parties. The Company is responsible for fifty percent of the operating expenses of the joint venture and for thirty-one percent of the production costs of the television show. The joint venture has approved the production of 52 episodes of the show and has commenced on the first 39 episodes for which the Company is responsible for an aggregate of approximately $3.6 million of which $2.7 million and $0.9 million were paid in 2011 and 2012, respectively. The Company's investment is being accounted for using the equity method. For the three months ended March 31, 2011 and March 31, 2012, the Company recognized income of $8,954 and $53,739, respectively, from the joint venture.

As of December 31, 2011 and March 31, 2012, the balance of the investment in the joint venture includes the following components (in thousands):

	December 31, 2011	March 31, 2012
Capital Contributions, net	$ 2,826	$ 3,514
Equity in cumulative net (loss)	(90)	(114)
Investment in joint venture	$ 2,736	$ 3,400

Note 11 — Goodwill

The changes in the carrying amount of goodwill for the three months ended March 31, 2012 are as follows (in thousands):

	Traditional Toys and Electronics	Role Play, Novelty and Seasonal Toys	Total
Balance at beginning of the period	$ 17,597	$ 6,418	$ 24,015
Adjustments to goodwill during the period	710	—	710
Balance, March 31, 2012	$ 18,307	$ 6,418	$ 24,725

The Company applies a fair value-based impairment test to the net book value of goodwill and indefinite-lived intangible assets on an annual basis and, if certain events or circumstances indicate that an impairment loss may have been incurred, on an interim basis. The analysis of potential impairment of goodwill requires a two-step process. The first step is the estimation of fair value. If step one indicates that an impairment potentially exists, the second step is performed to measure the amount of impairment, if any. Goodwill impairment exists when the estimated fair value of goodwill is less than its carrying value. There was no impairment as of March 31, 2012.

Note 12 — Intangible Assets Other Than Goodwill

Intangible assets other than goodwill consist primarily of licenses, product lines, customer relationships, and trademarks. Amortized intangible assets are included in Intangibles, in the accompanying balance sheets. Trademarks are disclosed separately in the accompanying balance sheets. Debt offering costs from the issuance of the Company's convertible senior notes are included in the accompanying balance sheets. Intangible assets and debt issuance costs are as follows (in thousands, except for weighted useful lives):

		December 31, 2011			March 31, 2012		
	Weighted Useful Lives (Years)	Gross Carrying Amount	Accumulated Amortization	Net Amount	Gross Carrying Amount	Accumulated Amortization	Net Amount
Amortized Intangible Assets:							
Acquired order backlog	0.50	$ 2,393	$ (2,393)	$ —	$ 2,393	$ (2,393)	$ —
Licenses	4.96	91,488	(72,797)	18,691	91,488	(73,135)	18,353
Product lines	3.65	19,500	(18,787)	713	19,500	(18,806)	694
Customer relationships	5.28	7,096	(4,800)	2,296	7,096	(4,876)	2,220
Non-compete/Employment contracts	3.84	3,133	(3,080)	53	3,133	(3,112)	21
Total amortized intangible assets		123,610	(101,857)	21,753	123,610	(102,322)	21,288
Deferred Costs:							
Debt issuance costs	5.00	3,678	(1,592)	2,086	3,678	(1,776)	1,902
Unamortized Intangible Assets:							
Trademarks	indefinite	2,308		2,308	2,308		2,308
		$ 129,596	$ (103,449)	$ 26,147	$ 129,596	$ (104,098)	$ 25,498

Amortization expense related to limited life intangible assets and debt offering costs was $1.2 million and $0.7 million for the three months ended March 31, 2011 and 2012, respectively.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

Note 13 — Comprehensive Income

The table below presents the components of the Company’s comprehensive income for the three months ended March 31, 2011 and 2012 (in thousands):

	Three Months Ended March 31, 2011	Three Months Ended March 31, 2012
Net loss	$ (10,575)	$ (16,000)
Other comprehensive income (loss):		
Foreign currency translation adjustment	(56)	(52)
Comprehensive loss	$ (10,631)	$ (16,052)

Note 14— Litigation

The Company is a party to, and certain of its property is the subject of, various pending claims and legal proceedings that routinely arise in the ordinary course of its business. The Company does not believe that any of these claims or proceedings will have a material effect on its business, financial condition or results of operations.

Note 15 — Share-Based Payments

The Company's 2002 *Stock Award and Incentive Plan* (the "Plan") provides for the awarding of stock options and restricted stock to employees, officers and non-employee directors. Under the Plan, the Company grants directors, certain executives, and other key employees restricted common stock with vesting contingent upon completion of specified service periods ranging from one to five years. The Company also grants certain executives performance based awards with vesting contingent upon the Company's achievement of specified financial goals. The Plan is more fully described in Notes 14 and 16 to the Consolidated Financial Statements in the Company's 2010 Annual Report on Form 10-K.

The following table summarizes the total share-based compensation expense and related tax benefits recognized for the three ended March 31, 2011 and 2012 (in thousands):

	Three Months Ended March 31,	
	2011	2012
Stock option compensation expense	$ —	$ —
Tax benefit related to stock option compensation	$ —	$ —
Restricted stock compensation expense	$ 848	$ 338
Tax benefit related to restricted stock compensation	$ 333	$ 127

Stock option activity pursuant to the Plan for three months ended March 31, 2012 is summarized as follows:

	Plan Stock Options (*)	
	Number of Shares	Weighted Average Exercise Price
Outstanding, December 31, 2011	182,665	$ 19.11
Granted	—	$ —
Exercised	—	$ —
Cancelled	(25,021)	$ 18.95
Outstanding, March 31, 2012	157,644	$ 19.14

* The stock option activity excludes 100,000 underlying fully vested warrants issued in 2003 with an exercise price of $11.35 per share, which were exercised in full on March 10, 2011. There are no warrants outstanding as of March 31, 2012.

Restricted stock award activity pursuant to the Plan for the three months ended March 31, 2012 is summarized as follows:

	Restricted Stock Awards	
	Number of Shares	Weighted Average Grant Price
Outstanding, December 31, 2011	142,184	$ 18.15
Awarded	75,560	$ 14.11
Released	(29,125)	$ 18.23
Forfeited	(2,928)	$ 18.26
Outstanding, March 31, 2012	185,691	$ 16.49

Note 16 — Subsequent Events

On April 22, 2012, we entered into an agreement (the "Clinton Group Agreement") with Clinton Group, Inc. and its affiliated funds ("Clinton") providing for the following matters.

Increase in Size of our Board of Directors (the "Board") from Six to Eight Members

Pursuant to the Clinton Group Agreement, we agreed to expand the Board from six to eight directors and approved the election of Peter Reilly as an independent director to fill one of the new board seats and agreed that the new independent director to fill the remaining vacancy on the Board would be subject to Clinton's reasonable approval. We also approved Mr. Reilly's appointment to the Nominating and Corporate Governance Committee and Audit Committee of the Board. On May 8, 2012, we approved the election of Leigh Anne Brodsky as an independent director to fill such vacancy. We also approved Ms. Brodsky's appointment to the Nominating and Corporate Governance Committee and the Compensation Committee of the Board.

Tender Offer

We also agreed, subject to certain conditions, that we would use our reasonable efforts to commence a tender offer to our shareholders to purchase our common stock (the "Common Stock") with an aggregate value of at least $80,000,000 at a price per share equal to at least $20.00 per share no later than May 25, 2012. If the total amount of shares purchased in the tender offer is less than $80,000,000, we agreed to conduct subsequent self-tender offers or open market purchases until we have repurchased a minimum of $80,000,000 worth of shares. We have not commenced the tender offer, and the description of the tender offer contained herein is neither an offer to purchase nor a solicitation of an offer to sell our shares. There can be no assurance that any tender offer will be commenced or if commenced that it will be consummated.

The discussion of the tender offer contained in this Quarterly Report on Form 10-Q is for informational purposes only and is neither an offer to purchase nor a solicitation of an offer to sell any of our securities. The offer to purchase and the solicitation of the Common Stock will be made only pursuant to an offer to purchase, the related letter of transmittal and other related materials that will be mailed to all shareholders shortly after commencement of the tender offer, at no expense to shareholders. Shareholders should read those materials and the documents incorporated therein by reference carefully when they become available because they will contain important information, including the terms of, and conditions to, the tender offer. The Company will file a Tender Offer Statement on Schedule TO with the Securities and Exchange Commission (the "SEC"). The Tender Offer Statement (including an offer to purchase, the related letter of transmittal and other related materials) will also be available to shareholders at no charge at the SEC's website at www.sec.gov, or on our website at www.JAKKS.com.

Meeting with Oaktree Capital Management, L.P. ("Oaktree")

We have authorized our representatives to meet with Oaktree and to provide Oaktree with a reasonable opportunity to conduct diligence on us, subject to execution of a customary confidentiality agreement.

Standstill

Clinton agreed to certain standstill restrictions until, generally, 60 days prior to the 2013 annual meeting of ours stockholders, and agreed to support and vote for our incumbent Board at our 2012 annual meeting of stockholders and, until the expiration of the standstill period, in connection with any special meeting or written consent solicitation.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion and analysis of financial condition and results of operations should be read together with our Condensed Consolidated Financial Statements and Notes thereto which appear elsewhere herein.

Critical Accounting Policies and Estimates

The accompanying consolidated financial statements and supplementary information were prepared in accordance with accounting principles generally accepted in the United States of America. Significant accounting policies are discussed in Note 2 to the Consolidated Financial Statements set forth in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2011. Inherent in the application of many of these accounting policies is the need for management to make estimates and judgments in the determination of certain revenues, expenses, assets and liabilities. As such, materially different financial results can occur as circumstances change and additional information becomes known. The policies with the greatest potential effect on our results of operations and financial position include:

Allowance for Doubtful Accounts. Our allowance for doubtful accounts is based on management's assessment of the business environment, customers' financial condition, historical collection experience, accounts receivable aging, customer disputes and the collectability of specific customer accounts. If there was a deterioration of a major customer's creditworthiness, or actual defaults were higher than our historical experience, our estimates of the recoverability of amounts due to us could be overstated, which could have an adverse impact on our operating results. The allowance for doubtful accounts is also affected by the time at which uncollectible accounts receivable balances are actually written off.

Major customers' accounts are monitored on an ongoing basis; more in depth reviews are performed based on changes in customer's financial condition and/or the level of credit being extended. When a significant event occurs, such as a bankruptcy filing by a specific customer, and on a quarterly basis, the allowance is reviewed for adequacy and the balance or accrual rate is adjusted to reflect current risk prospects.

Revenue Recognition. Our revenue recognition policy is to recognize revenue when persuasive evidence of an arrangement exists, title transfer has occurred (product shipment), the price is fixed or readily determinable, and collectability is probable. Sales are recorded net of sales returns and discounts, which are estimated at the time of shipment based upon historical data. We routinely enter into arrangements with our customers to provide sales incentives, support customer promotions, and provide allowances for returns and defective merchandise. Such programs are based primarily on customer purchases, customer performance of specified promotional activities, and other specified factors such as sales to consumers. Accruals for these programs are recorded as sales adjustments that reduce gross revenue in the period the related revenue is recognized.

Goodwill and other indefinite-lived intangible assets. Goodwill and indefinite-lived intangible assets are not amortized, but are tested for impairment at least annually at the reporting unit level.

Factors we consider important which could trigger an impairment review include the following:

- significant underperformance relative to expected historical or projected future operating results;
- significant changes in the manner of our use of the acquired assets or the strategy for our overall business; and
- significant negative industry or economic trends.

Due to the subjective nature of the impairment analysis significant changes in the assumptions used to develop the estimate could materially affect the conclusion regarding the future cash flows necessary to support the valuation of long-lived assets, including goodwill. The valuation of goodwill involves a high degree of judgment and consists of a comparison of the fair value of a reporting unit with its book value. Based on the assumptions underlying the valuation, impairment is determined by estimating the fair value of a reporting unit and comparing that value to the reporting unit's book value. If the implied fair value is more than the book value of the reporting unit, an impairment loss is not indicated. If impairment exists, the fair value of the reporting unit is allocated to all of its assets and liabilities excluding goodwill, with the excess amount representing the fair value of goodwill. An impairment loss is measured as the amount by which the book value of the reporting unit's goodwill exceeds the estimated fair value of that goodwill.

Goodwill and Intangible assets amounted to $48.3 million as of March 31, 2012, and $48.1 million as of December 31, 2011.

Reserve for Inventory Obsolescence. We value our inventory at the lower of cost or market. Based upon a consideration of quantities on hand, actual and projected sales volume, anticipated product selling prices and product lines planned to be discontinued, slow-moving and obsolete inventory is written down to its net realizable value.

Failure to accurately predict and respond to consumer demand could result in the Company under producing popular items or over producing less popular items. Furthermore, significant changes in demand for our products would impact management’s estimates in establishing our inventory provision.

Management estimates are monitored on a quarterly basis and a further adjustment to reduce inventory to its net realizable value is recorded, as an increase to cost of sales, when deemed necessary under the lower of cost or market standard.

Income Allocation for Income Taxes. Our quarterly income tax provision and related income tax assets and liabilities are based on estimated annual income as allocated to the various tax jurisdictions based upon our transfer pricing study, US and foreign statutory income tax rates, and tax regulations and planning opportunities in the various jurisdictions in which the Company operates. Significant judgment is required in interpreting tax regulations in the US and foreign jurisdictions, and in evaluating worldwide uncertain tax positions. Actual results could differ materially from those judgments, and changes from such judgments could materially affect our consolidated financial statements.

Discrete Items for Income Taxes. A discrete tax benefit of $0.4 million was recognized during the three months ended March 31, 2012 related to a reduction in tax reserves resulting from closed statutes of limitation. In the three months ended March 31, 2011, the Company recognized a discrete tax benefit of $1.5 million related to a reduction in tax reserves resulting from closed statutes and an adjustment to record various outstanding state tax refunds.

Income taxes and interest and penalties related to income tax payable. We do not file a consolidated return with our foreign subsidiaries. We file federal and state returns and our foreign subsidiaries each file returns as required, as applicable. Deferred taxes are provided on an asset and liability method whereby deferred tax assets are recognized as deductible temporary differences and operating loss and tax credit carry-forwards and deferred tax liabilities are recognized for taxable temporary differences. Temporary differences are the differences between the reported amounts of assets and liabilities and their tax basis. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will not be realized. Deferred tax assets and liabilities are adjusted for the effects of changes in tax laws and rates on the date of enactment.

Management employs a threshold and measurement process for recording in the financial statements uncertain tax positions taken or expected to be taken in a tax return. Tax benefits that are subject to challenge by tax authorities are analyzed and accounted for in the income tax provision.

We accrue a tax reserve for additional income taxes, which may become payable in future years as a result of audit adjustments by tax authorities. The reserve is based on management’s assessment of all relevant information, and is periodically reviewed and adjusted as circumstances warrant. As of March 31, 2012, our income tax reserves are approximately $4.6 million and relate to the potential income tax audit adjustments, primarily in the areas of fixed asset depreciation in Hong Kong and ongoing state audits. As of December 31, 2011, our income tax reserves were approximately $5.0 million and relate to the potential income tax audit adjustments, primarily in the areas of income allocation, foreign depreciation allowances and state taxes.

Share-Based Compensation. We grant restricted stock awards to our employees (including officers) and to non-employee directors under our 2002 Stock Award and Incentive Plan (the "Plan"), which incorporated the shares remaining under our Third Amended and Restated 1995 Stock Option Plan. The benefits provided under the Plan are share-based payments. We amortize the net total deferred restricted stock expense based on the fair value of the stock on the date of the grants over a requisite service period. In certain instances the service period may differ from the period in which each award will vest. Additionally, certain groups of grants are subject to an expected forfeiture rate calculation.

Recent Developments

On September 13, 2011 the Company received an unsolicited letter from Oaktree Capital Management L.P. ("Oaktree") expressing a non-binding indication of interest in acquiring the Company for $20 per share, subject to due diligence and Oaktree's ability to raise the necessary debt financing. Oaktree had initially contacted the Company in March 2011 regarding an earlier non-binding and highly conditional indication of interest in acquiring the Company. With the advice and assistance of its independent financial advisors and special counsel, the Board of Directors of the Company reviewed and analyzed the terms of Oaktree's indication of interest. After several Board meetings, a meeting between the Company and Oaktree attended by its independent financial advisors and special counsel, and other communications, in July of 2011 the Company's Board unanimously determined that pursuing Oaktree's initial indication of interest would not be in the best interests of the Company and its shareholders. The Board communicated its conclusion to Oaktree in July 2011. The Company heard nothing further from Oaktree until it received the September 13, 2011 letter, which Oaktree simultaneously made public. Once again, after a thorough review with the advice and assistance of its independent financial advisors and special counsel, the Company's Board unanimously determined that Oaktree's highly conditional and non-binding indication of interest was inadequate and not in the best interests of the Company and its stockholders. On October 5, 2011 the Board sent a letter to Oaktree conveying its determination.

On April 17, 2012, we received a second letter from Oaktree Capital Management, L.P. reiterating its interest in acquiring us. By a letter dated the same day we responded that we acknowledged receipt of their offer and stated (i) that there was nothing new in their letter as they have not now and never have made a "cash offer" to acquire us; (ii) the only thing our Board of Directors and its independent financial and legal advisors have been presented with are non-binding indications of interest and invitations to negotiate; and (iii) that their indication of interest remains—as it has been for over a year—subject to both due diligence and financing. We also noted that their letter did not even contain a price.

On April 22, 2012, we entered into an agreement (the "Clinton Group Agreement") with Clinton Group, Inc. and its affiliated funds ("Clinton") providing for the following matters.

Increase in Size of our Board of Directors (the "Board") from Six to Eight Members

Pursuant to the Clinton Group Agreement, we agreed to expand the Board from six to eight directors and approved the election of Peter Reilly as an independent director to fill one of the new board seats and agreed that the new independent director to fill the remaining vacancy on the Board would be subject to Clinton's reasonable approval. We also approved Mr. Reilly's appointment to the Nominating and Corporate Governance Committee and Audit Committee of the Board. On May 8, 2012, we approved the election of Leigh Anne Brodsky as an independent director to fill such vacancy. We also approved Ms. Brodsky's appointment to the Nominating and Corporate Governance Committee and the Compensation Committee of the Board.

Tender Offer

We also agreed, subject to certain conditions, that we would use our reasonable efforts to commence a tender offer to our shareholders to purchase our common stock (the "Common Stock") with an aggregate value of at least $80,000,000 at a price per share equal to at least $20.00 per share no later than May 25, 2012. If the total amount of shares purchased in the tender offer is less than $80,000,000, we agreed to conduct subsequent self-tender offers or open market purchases until we have repurchased a minimum of $80,000,000 worth of shares. We have not commenced the tender offer, and the description of the tender offer contained herein is neither an offer to purchase nor a solicitation of an offer to sell our shares. There can be no assurance that any tender offer will be commenced or if commenced that it will be consummated.

The discussion of the tender offer contained in this Quarterly Report on Form 10-Q is for informational purposes only and is neither an offer to purchase nor a solicitation of an offer to sell any of our securities. The offer to purchase and the solicitation of the Common Stock will be made only pursuant to an offer to purchase, the related letter of transmittal and other related materials that will be mailed to all shareholders shortly after commencement of the tender offer, at no expense to shareholders. Shareholders should read those materials and the documents incorporated therein by reference carefully when they become available because they will contain important information, including the terms of, and conditions to, the tender offer. The Company will file a Tender Offer Statement on Schedule TO with the Securities and Exchange Commission (the "SEC"). The Tender Offer Statement (including an offer to purchase, the related letter of transmittal and other related materials) will also be available to shareholders at no charge at the SEC's website at www.sec.gov, or on our website at www.JAKKS.com.

Meeting with Oaktree Capital Management, L.P. ("Oaktree")

We have authorized our representatives to meet with Oaktree and to provide Oaktree with a reasonable opportunity to conduct diligence on us, subject to execution of a customary confidentiality agreement.

Standstill

Clinton agreed to certain standstill restrictions until, generally, 60 days prior to the 2013 annual meeting of ours stockholders, and agreed to support and vote for our incumbent Board at our 2012 annual meeting of stockholders and, until the expiration of the standstill period, in connection with any special meeting or written consent solicitation.

Results of Operations

The following unaudited table sets forth, for the periods indicated, certain statement of income data as a percentage of net sales.

	Three Months Ended March 31, 2011	Three Months Ended March 31, 2012
Net sales	100.0%	100.0%
Cost of sales	66.4	67.9
Gross profit	33.6	32.1
Selling, general and administrative expenses	54.0	58.5
Loss from operations	(20.4)	(26.4)
Profit from video game joint venture		
Equity in net income of joint venture	—	0.1
Interest income	0.1	0.2
Interest expense, net	(2.8)	(2.8)
Loss before benefit for income taxes	(23.1)	(28.9)
Benefit for income taxes	(8.5)	(7.1)
Net Loss	(14.6)%	(21.8)%

The following unaudited table summarizes, for the periods indicated, certain income statement data by segment (in thousands).

	Three Months Ended March 31, 2011	Three Months Ended March 31, 2012
Net Sales		
Traditional Toys and Electronics	$ 38,164	$ 41,578
Role Play, Novelty and Seasonal Toys	34,159	31,827
	72,323	73,405
Cost of Sales		
Traditional Toys and Electronics	28,605	27,305
Role Play, Novelty and Seasonal Toys	19,447	22,534
	48,052	49,839
Gross Profit		
Traditional Toys and Electronics	9,559	14,273
Role Play, Novelty and Seasonal Toys	14,712	9,293
	$ 24,271	$ 23,566

Comparison of the Three Months Ended March 31, 2011 and 2012

Net Sales

Traditional Toys and Electronics. Net sales of our Traditional Toys and Electronics segment were $41.6 million in the three months ended March 31, 2012, compared to $38.2 million in the prior year period, representing an increase of $3.4 million, or 8.9%. The increase in net sales was primarily due to the launch of Monsuno® toy line, increased unit sales of Cabbage Patch Kids® dolls, large baby dolls and accessories based on Disney Princess® characters and the inclusion of our latest acquisition, Moose Mountain . This was offset in part by decreases in unit sales of some products, including Pirates of the Caribbean® action figures and accessories, Real Construction® activity products and electronics based on the Plug it in and Play TV Games® brand.

Role Play, Novelty and Seasonal Toys. Net sales of our Role Play, Novelty and Seasonal Toys were $31.8 million in the three months ended March 31, 2012, compared to $34.2 million in the prior year period, representing a decrease of $2.4 million, or 7.0%. The decrease in net sales was primarily due to decreases in unit sales of our role-play and dress-up toys, including those based on Disney Princess® and Disney Fairies®, offset in part by increases in unit sales of our Halloween costumes and accessories, and our kids outdoor furniture and activity tables.

Cost of Sales

Traditional Toys and Electronics. Cost of sales of our Traditional Toys and Electronics segment was $27.3 million, or 65.7% of related net sales, for the three months ended March 31, 2012, compared to $28.6 million, or 74.9% of related net sales, in the prior year period, representing a decrease of $1.3 million, or 4.5%. The dollar decrease and the decrease in percentage of cost of sales to net sales is driven by a decrease of $1.8 million in royalty expense. The decrease in royalty expense is due to changes in product mix from products with higher royalty rates to products with lower royalty rates or proprietary brands with no royalty rates. Depreciation of molds and tools in the segment was comparable year over year.

Role Play, Novelty and Seasonal Toys. Cost of sales of our Role Play, Novelty and Seasonal Toys segment was $22.5 million, or 70.8% of related net sales, in 2012, compared to $19.4 million, or 56.7% of related net sales, in the prior year period representing a increase of $3.1 million, or 16.0%. Product costs were comparable year over year, however, increased as a percentage of sales due to higher costs on the lower volume of purchases. Royalty expense increased by $3.3 million and increased as a percentage of sales due to a one-time credit in the period ending March 31, 2011. Our depreciation of molds and tools in the segment are comparable year over year.

Selling, General and Administrative Expenses

Selling, general and administrative expenses were $43.0 million in the three months ended March 31, 2012 and $39.1 million in the prior year period, constituting 58.5% and 54.0% of net sales, respectively. Selling, general and administrative expenses increased $3.9 million from the prior year period primarily due to an increase of advertising expenses related to the launch of Monsuno ($2.0 million), legal and financial advising fees related to the unsolicited indication of interest to acquire the Company ($1.4 million), bonus expense ($1.6 million), salary and employee benefits ($1.5 million), legal fees ($0.5 million), offset in part by bad debt recovery ($1.3 million), and decreases in amortization of intangible assets ($0.5 million), stock based compensation expense ($0.5 million), expenses related to cooperative advertising ($0.9 million) and accounting fees ($0.2 million). Selling, general and administrative expenses have increased as a percentage of sales due to the incorporation of Moose Mountain overhead and other non-variable expenses.

Other Expense

Our equity in the net income/ (loss) from our animation joint venture is charged to other expense. Operations of the joint venture commenced in the fourth quarter of 2010. There was nominal activity in the three months ended March 31, 2012.

Interest Income

Interest income in the three months ended March 31, 2012 was $0.2 million, comparable to $0.1 million in the three months ended March 31, 2011.

Interest Expense

Interest expense was $2.0 million in the three months ended March 31, 2012, as compared to $2.0 million in the prior period. In the three months ended March 31, 2012, we booked interest expense of $2.0 million related to our convertible senior notes payable. In the three months ended March 31, 2011, we booked interest expense of $1.9 million related to our convertible senior notes payable and net interest expense of $0.1 million related to uncertain tax positions taken or expected to be taken in a tax return.

Benefit for Income Taxes

Our income tax benefit, which includes federal, state and foreign income taxes, and discrete items, was $5.2 million, or an effective tax rate of 24.5% for the three months ended March 31, 2012. During the comparable period in 2011, the income tax benefit was $6.1 million, or an effective tax rate of 36.7%.

The income tax benefit for the three months ended March 31, 2012 included a discrete tax benefit of $0.4 million related to a reduction in tax reserves resulting from closed statutes. Absent these discrete tax benefits, the Company’s effective tax rate would be 22.8%.

Seasonality and Backlog

The retail toy industry is inherently seasonal. Generally, our sales have been highest during the third and fourth quarters, and collections for those sales have been highest during the succeeding fourth and first fiscal quarters. Our working capital needs have been highest during the third and fourth quarters.

While we have taken steps to level sales over the entire year, sales are expected to remain heavily influenced by the seasonality of our toy and Halloween products. The result of these seasonal patterns is that operating results and demand for working capital may vary significantly by quarter. Orders placed with us for shipment are cancelable until the date of shipment. The combination of seasonal demand and the potential for order cancellation makes accurate forecasting of future sales difficult and causes us to believe that backlog may not be an accurate indicator of our future sales. Similarly, financial results for a particular quarter may not be indicative of results for the entire year.

Liquidity and Capital Resources

As of March 31, 2012 we had working capital of $354.7 million, compared to $374.7 million as of December 31, 2011. The decrease was primarily attributable to seasonably low accounts receivable balances offset partially by lower accrued expenses and accounts payable balances.

Operating activities provided net cash of $6.1 million in the first three months of 2012, as compared to providing net cash of $9.6 million in the prior year period. Net cash was provided primarily from receipt of payments for outstanding receivables. Our accounts receivable turnover as measured by days sales for the quarter outstanding in accounts receivable was 72 days as of March 31, 2012, comparable to 71 days as of March 31, 2011. Other than open purchase orders issued in the normal course of business, we have no obligations to purchase finished goods from our manufacturers. As of March 31, 2012, we had cash and cash equivalents of $254.6 million.

Our investing activities used net cash of $6.2 million in the three months ended March 31, 2012, as compared to $8.5 million in the prior year period, consisting primarily of cash paid for the purchase of office furniture and equipment and molds and tooling of $3.2 million used in the manufacture of our products, the Tollytots earn-out of $1.7 million, and the Moose Mountain working capital adjustment of $0.7 million. As part of our strategy to develop and market new products, we have entered into various character and product licenses with royalties generally ranging from 1% to 14% payable on net sales of such products. As of March 31, 2012, these agreements required future aggregate minimum guarantees of $53.4 million, exclusive of $45.7 million in advances already paid. Of this $53.4 million future minimum guarantee, $37.2 million is due over the next twelve months.

Our financing activities used net cash of $2.6 million in the three months ended March 31, 2012, as compared to $5.0 million in the prior year period, consisting primarily of cash paid for dividends to our shareholders.

In October 2008, the Company acquired substantially all of the assets of Tollytots Limited. The total initial consideration of $26.8 million consisted of $12.0 million in cash and the assumption of liabilities in the amount of $14.8 million, and resulted in goodwill of $4.1 million, all of which has been determined to be impaired and was written off in the quarter ended June 30, 2009. In addition, we agreed to pay an earn-out of up to an aggregate amount of $5.0 million in cash over the three calendar years following the acquisition based on the achievement of certain financial performance criteria, which was recorded as goodwill when earned. In the first earn-out period ended December 31, 2009, no portion of the earn-out was earned, while $1.7 million was earned for each of the second and third earn-out periods ended December 31, 2010 and 2011. Tollytots is a leading designer and producer of licensed baby dolls and baby doll pretend play accessories based on well-known brands and was included in our results of operations from the date of acquisition.

In October 2008, the Company acquired all of the stock of Kids Only, Inc. and a related Hong Kong company, Kids Only Limited (collectively, "Kids Only"). The total initial consideration of $23.8 million consisted of $20.4 million in cash and the assumption of liabilities in the amount of $3.4 million, and resulted in goodwill of $13.2 million, all of which has been determined to be impaired and was written off in the quarter ended June 30, 2009. In addition, we agreed to pay an earn-out of up to an aggregate amount of $5.6 million in cash over the three calendar years following the acquisition based on the achievement of certain financial performance criteria, which was recorded as goodwill when earned. For the earn-out periods ended September 30, 2009, 2010 and 2011, $1.9 million, $1.9 million and $1.8 million were earned, respectively. Kids Only is a leading designer and producer of licensed indoor and outdoor kids' furniture, and has an extensive portfolio which also includes baby dolls and accessories, room décor and a myriad of other children's toy products and was included in our results of operations from the date of acquisition.

In October 2011, the Company acquired all of the stock of Moose Mountain Toymakers Limited, a Hong Kong company, and a related New Jersey company, Moose Mountain Marketing, Inc. (collectively, "Moose Mountain"). The total initial consideration of $32.2 million consisted of $16.7 million in cash and the assumption of liabilities in the amount of $15.5 million, and resulted in goodwill of $14.2 million. In addition, the Company agreed to pay an earn-out of up to an aggregate amount of $5.3 million in cash over the three calendar years following the acquisition based on the achievement of certain financial performance criteria. The fair value of the expected earn-out of $4.6 million was included in goodwill and assumed liabilities as of December 31, 2011. All future changes to the earn-out liability will be charged to income. Moose Mountain is a leading designer and producer of foot to floor ride-ons, inflatable environments, wagons, pinball machines and tents and was included in our results of operations from the date of acquisition.

During the first quarter of 2012, an aggregate of $1.7 million of earn-out was paid in connection with the Tollytots acquisition, in addition to a working capital adjustment of $0.7 million in connection with the Moose Mountain acquisition.

In November 2009, we sold an aggregate principal amount of $100.0 million of 4.50% Convertible Senior Notes due 2014 (the "Notes"). The Notes, which are senior unsecured obligations the Company, pay interest semi-annually at a rate of 4.50% per annum and mature on November 1, 2014. The initial conversion rate is 63.2091 shares of our common stock per $1,000 principal amount of notes (equivalent to an initial conversion price of approximately $15.82 per share of common stock), subject to adjustment in certain circumstances. As a result of the cash dividend of $0.10 per share declared by the Board of Directors paid October 3, 2011, January 2, 2012, and April 2, 2012, the new conversion rate will be 64.3434 shares of JAKKS common stock per $1,000 principal amount of notes (or approximately $15.54 per share). Prior to August 1, 2014, holders of the Notes may convert their Notes only upon specified events. Upon conversion, the Notes may be settled, at our election, in cash, shares of our common stock, or a combination of cash and shares of our common stock. Holders of the Notes may require us to repurchase for cash all or some of their Notes upon the occurrence of a fundamental change (as defined in the Notes).

We believe that our cash flows from operations and cash and cash equivalents will be sufficient to meet our working capital and capital expenditure requirements and provide us with adequate liquidity to meet our anticipated operating needs for at least the next 12 months. Although operating activities are expected to provide cash, to the extent we grow significantly in the future, our operating and investing activities may use cash and, consequently, this growth may require us to obtain additional sources of financing. There can be no assurance that any necessary additional financing will be available to us on commercially reasonable terms, if at all. Although a significant portion of our cash is held off-shore and is currently subject to a 25% repatriation tax, we intend to finance our long-term liquidity requirements out of net cash provided by operations and net cash and cash equivalents. As of March 31, 2012, we do not have any off-balance sheet arrangements.

Pursuant to the Clinton Group Agreement discussed above in Subsequent Events (see *Notes to Condensed Consolidated Financial Statements – Note 16*), we agreed, subject to certain conditions, to use our reasonable efforts to commence a tender offer to our shareholders to purchase our common stock (the "Common Stock") with an aggregate value of at least $80,000,000 at a price per share equal to at least $20.00 per share no later than May 25, 2012. If the total amount of shares purchased in the tender offer is less than $80,000,000, we agreed to conduct subsequent self-tender offers or open market purchases until we have repurchased a minimum of $80,000,000 worth of shares. We are considering the manner of financing the tender offer and/or buy-back, including third party financing part of the cost, to minimize exposure to taxes on repatriation of earnings.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Market risk represents the risk of loss that may impact our financial position, results of operations or cash flows due to adverse changes in financial and commodity market prices and rates. We are exposed to market risk in the areas of changes in United States and international borrowing rates and changes in foreign currency exchange rates. In addition, we are exposed to market risk in certain geographic areas that have experienced or remain vulnerable to an economic downturn, such as China. We purchase substantially all of our inventory from companies in China, and, therefore, we are subject to the risk that such suppliers will be unable to provide inventory at competitive prices. While we believe that, if such an event were to occur we would be able to find alternative sources of inventory at competitive prices, we cannot assure you that we would be able to do so. These exposures are directly related to our normal operating and funding activities. Historically, we have not used derivative instruments or engaged in hedging activities to minimize our market risk.

Interest Rate Risk

In November 2009, we issued convertible senior notes payable of $100.0 million principal amount with a fixed interest rate of 4.50% per annum, which remain outstanding as of March 31, 2012. Accordingly, we are not generally subject to any direct risk of loss arising from changes in interest rates.

Foreign Currency Risk

We have wholly-owned subsidiaries in Hong Kong, China, Canada, Spain, France and the United Kingdom. Sales made by the Hong Kong subsidiaries are denominated in U.S. dollars. However, purchases of inventory are typically denominated in Hong Kong dollars and local operating expenses are denominated in the local currency of the subsidiary, thereby creating exposure to changes in exchange rates. Changes in the local currency/U.S. dollar exchange rates may positively or negatively affect our operating results. We do not believe that near-term changes in these exchange rates, if any, will result in a material effect on our future earnings, fair values or cash flows, and therefore, we have chosen not to enter into foreign currency hedging transactions. We cannot assure you that this approach will be successful, especially in the event of a significant and sudden change in the value of the Hong Kong dollar or Chinese Yuan relative to the U.S. dollar. Our subsidiaries in the United Kingdom, Spain and France have limited operations and, therefore, we have a nominal currency translation risk at this time.

Item 4. Controls and Procedures

Our Chief Executive Officer and Chief Financial Officer, after evaluating the effectiveness of our disclosure controls and procedures as of the end of the period covered by this Report, have concluded that as of that date, our disclosure controls and procedures were effective. There were no changes in our internal control over financial reporting identified in connection with the evaluation required by Exchange Act Rule 13a-15(d) that occurred during the period covered by this Report that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II
OTHER INFORMATION

Item 1. Legal Proceedings

We are a party to, and certain of our property is the subject of, various pending claims and legal proceedings that routinely arise in the ordinary course of our business, but we do not believe that any of these claims or proceedings will have a material effect on our business, financial condition or results of operations.

Item 1A. Risk Factors

From time to time, including in this Quarterly Report on Form 10-Q, we publish forward-looking statements, as disclosed in our Disclosure Regarding Forward-Looking Statements beginning immediately following the Table of Contents of this Report. We note that a variety of factors could cause our actual results and experience to differ materially from the anticipated results or other expectations expressed or anticipated in our forward-looking statements. The factors listed below are the risks and uncertainties that may arise and that may be detailed from time to time in our public announcements and our filings with the Securities and Exchange Commission, such as on Forms 8-K, 10-Q and 10-K. We undertake no obligation to make any revisions to the forward-looking statements contained in this Report to reflect events or circumstances occurring after the date of the filing of this report.

Our inability to redesign, restyle and extend our existing core products and product lines as consumer preferences evolve, and to develop, introduce and gain customer acceptance of new products and product lines, may materially and adversely impact our business, financial condition and results of operations.

Our business and operating results depend largely upon the appeal of our products. Our continued success in the toy industry will depend on our ability to redesign, restyle and extend our existing core products and product lines as consumer preferences evolve, and to develop, introduce and gain customer acceptance of new products and product lines. Several trends in recent years have presented challenges for the toy industry, including:

- *Age Compression: The phenomenon of children outgrowing toys at younger ages, particularly in favor of interactive and high technology products;*
- *Increasing use of technology;*
- *Shorter life cycles for individual products; and*
- *Higher consumer expectations for product quality, functionality and value.*

We cannot assure you that:

- *our current products will continue to be popular with consumers;*
- *the product lines or products that we introduce will achieve any significant degree of market acceptance; or*
- *the life cycles of our products will be sufficient to permit us to recover licensing, design, manufacturing, marketing and other costs associated with those products.*

Our failure to achieve any or all of the foregoing benchmarks may cause the infrastructure of our operations to fail, thereby adversely affecting our business, financial condition and results of operations.

The failure of our character-related and theme-related products to become and/or remain popular with children may materially and adversely impact our business, financial condition and results of operations.

The success of many of our character-related and theme-related products depends on the popularity of characters in movies, television programs, live wrestling exhibitions, auto racing events and other media. We cannot assure you that:

- *media associated with our character-related and theme-related product lines will be released at the times we expect or will be successful;*
- *the success of media associated with our existing character-related and theme-related product lines will result in substantial promotional value to our products;*
- *we will be successful in renewing licenses upon expiration on terms that are favorable to us; or*
- *we will be successful in obtaining licenses to produce new character-related and theme-related products in the future.*

Our failure to achieve any or all of the foregoing benchmarks may cause the infrastructure of our operations to fail, thereby adversely affecting our business, financial condition and results of operations.

There are risks associated with our license agreements.

- *Our current licenses require us to pay minimum royalties*

Sales of products under trademarks or trade or brand names licensed from others account for substantially all of our net sales. Product licenses allow us to capitalize on characters, designs, concepts and inventions owned by others or developed by toy inventors and designers. Our license agreements generally require us to make specified minimum royalty payments, even if we fail to sell a sufficient number of units to cover these amounts. In addition, under certain of our license agreements, if we fail to achieve certain prescribed sales targets, we may be unable to retain or renew these licenses.

- *Some of our licenses are restricted as to use*

Under the majority of our license agreements the licensors have the right to review and approve our use of their licensed products, designs or materials before we may make any sales. If a licensor refuses to permit our use of any licensed property in the way we propose, or if their review process is delayed, our development or sale of new products could be impeded.

- *New licenses are difficult and expensive to obtain*

Our continued success will depend substantially on our ability to obtain additional licenses. Intensive competition exists for desirable licenses in our industry. We cannot assure you that we will be able to secure or renew significant licenses on terms acceptable to us. In addition, as we add licenses, the need to fund additional royalty advances and guaranteed minimum royalty payments may strain our cash resources.

- *A limited number of licensors account for a large portion of our net sales*

We derive a significant portion of our net sales from a limited number of licensors. If one or more of these licensors were to terminate or fail to renew our license or not grant us new licenses, our business, financial condition and results of operations could be adversely affected.

The toy industry is highly competitive and our inability to compete effectively may materially and adversely impact our business, financial condition and results of operations.

The toy industry is highly competitive. Globally, certain of our competitors have financial and strategic advantages over us, including:

- *greater financial resources;*
- *larger sales, marketing and product development departments;*
- *stronger name recognition;*
- *longer operating histories; and*
- *greater economies of scale.*

In addition, the toy industry has no significant barriers to entry. Competition is based primarily on the ability to design and develop new toys, to procure licenses for popular characters and trademarks and to successfully market products. Many of our competitors offer similar products or alternatives to our products. Our competitors have obtained and are likely to continue to obtain licenses that overlap our licenses with respect to products, geographic areas and markets. We cannot assure you that we will be able to obtain adequate shelf space in retail stores to support our existing products or to expand our products and product lines or that we will be able to continue to compete effectively against current and future competitors.

We may not be able to sustain or manage our growth, which may prevent us from continuing to increase our net revenues.

We have experienced rapid growth in our product lines resulting in higher net sales over the last nine years, which was achieved through acquisitions of businesses, products and licenses. For example, revenues associated with companies we acquired since 2008 were approximately $218.5 million and $25.1 million, for the year ended December 31, 2011 and the three months ended March 31, 2012, respectively, representing 32.2% and 34.2% of our total revenues for those periods. As a result, comparing our period-to-period operating results may not be meaningful and results of operations from prior periods may not be indicative of future results. We cannot assure you that we will continue to experience growth in, or maintain our present level of, net sales.

Our growth strategy calls for us to continuously develop and diversify our toy business by acquiring other companies, entering into additional license agreements, refining our product lines and expanding into international markets, which will place additional demands on our management, operational capacity and financial resources and systems. The increased demand on management may necessitate our recruitment and retention of qualified management personnel. We cannot assure you that we will be able to recruit and retain qualified personnel or expand and manage our operations effectively and profitably. To effectively manage future growth, we must continue to expand our operational, financial and management information systems and to train, motivate and manage our work force. There can be no assurance that our operational, financial and management information systems will be adequate to support our future operations. Failure to expand our operational, financial and management information systems or to train, motivate or manage employees could have a material adverse effect on our business, financial condition and results of operations.

In addition, implementation of our growth strategy is subject to risks beyond our control, including competition, market acceptance of new products, changes in economic conditions, our ability to obtain or renew licenses with commercially reasonable terms and our ability to finance increased levels of accounts receivable and inventory necessary to support our sales growth, if any. Accordingly, we cannot assure you that our growth strategy will continue to be implemented successfully.

If we are unable to acquire and integrate companies and new product lines successfully, we will be unable to implement a significant component of our growth strategy.

Our growth strategy depends in part upon our ability to acquire companies and new product lines. Revenues associated with our acquisitions since 2008 represented approximately 32.2% and 34.2% of our total revenues for the year ended December 31, 2011 and the three months ended March 31, 2012, respectively. Future acquisitions will succeed only if we can effectively assess characteristics of potential target companies and product lines, such as:

- *attractiveness of products;*
- *suitability of distribution channels;*
- *management ability;*
- *financial condition and results of operations; and*
- *the degree to which acquired operations can be integrated with our operations.*

We cannot assure you that we can identify attractive acquisition candidates or negotiate acceptable acquisition terms, and our failure to do so may adversely affect our results of operations and our ability to sustain growth. Our acquisition strategy involves a number of risks, each of which could adversely affect our operating results, including:

- *difficulties in integrating acquired businesses or product lines, assimilating new facilities and personnel and harmonizing diverse business strategies and methods of operation;*

- *diversion of management attention from operation of our existing business;*

- *loss of key personnel from acquired companies; and*

- *failure of an acquired business to achieve targeted financial results.*

A limited number of customers account for a large portion of our net sales, so that if one or more of our major customers were to experience difficulties in fulfilling their obligations to us, cease doing business with us, significantly reduce the amount of their purchases from us or return substantial amounts of our products, it could have a material adverse effect on our business, financial condition and results of operations.

Our three largest customers accounted for 56.6% and 45.5% of our net sales for the year ended December 31, 2011 and the three months ended March 31, 2012, respectively. Except for outstanding purchase orders for specific products, we do not have written contracts with or commitments from any of our customers. A substantial reduction in or termination of orders from any of our largest customers could adversely affect our business, financial condition and results of operations. In addition, pressure by large customers seeking price reductions, financial incentives, changes in other terms of sale or for us to bear the risks and the cost of carrying inventory also could adversely affect our business, financial condition and results of operations. If one or more of our major customers were to experience difficulties in fulfilling their obligations to us, cease doing business with us, significantly reduce the amount of their purchases from us or return substantial amounts of our products, it could have a material adverse effect on our business, financial condition and results of operations. In addition, the bankruptcy or other lack of success of one or more of our significant retailers could negatively impact our revenues and bad debt expense.

We depend on our key personnel and any loss or interruption of either of their services could adversely affect our business, financial condition and results of operations.

Our success is largely dependent upon the experience and continued services of Stephen G. Berman, our President and Chief Executive Officer. We cannot assure you that we would be able to find an appropriate replacement for Mr. Berman if the need should arise, and any loss or interruption of Mr. Berman's services could adversely affect our business, financial condition and results of operations.

We depend on third-party manufacturers, and if our relationship with any of them is harmed or if they independently encounter difficulties in their manufacturing processes, we could experience product defects, production delays, cost overruns or the inability to fulfill orders on a timely basis, any of which could adversely affect our business, financial condition and results of operations.

We depend on many third-party manufacturers who develop, provide and use the tools, dies and molds that we own to manufacture our products. However, we have limited control over the manufacturing processes themselves. As a result, any difficulties encountered by the third-party manufacturers that result in product defects, production delays, cost overruns or the inability to fulfill orders on a timely basis could adversely affect our business, financial condition and results of operations.

We do not have long-term contracts with our third-party manufacturers. Although we believe we could secure other third-party manufacturers to produce our products, our operations would be adversely affected if we lost our relationship with any of our current suppliers or if our current suppliers' operations or sea or air transportation with our overseas manufacturers were disrupted or terminated even for a relatively short period of time. Our tools, dies and molds are located at the facilities of our third-party manufacturers.

Although we do not purchase the raw materials used to manufacture our products, we are potentially subject to variations in the prices we pay our third-party manufacturers for products, depending on what they pay for their raw materials.

We have substantial sales and manufacturing operations outside of the United States subjecting us to risks common to international operations.

We sell products and operate facilities in numerous countries outside the United States. For the three months ended March 31, 2012 and the year ended December 31, 2011 sales to our international customers comprised approximately 13.0% and 16.0%, respectively, of our net sales. We expect our sales to international customers to account for a greater portion of our revenues in future fiscal periods. Additionally, we utilize third-party manufacturers located principally in China which are subject to the risks normally associated with international operations, including:

- *currency conversion risks and currency fluctuations;*
- *limitations, including taxes, on the repatriation of earnings;*
- *political instability, civil unrest and economic instability;*
- *greater difficulty enforcing intellectual property rights and weaker laws protecting such rights;*
- *complications in complying with laws in varying jurisdictions and changes in governmental policies;*
- *greater difficulty and expenses associated with recovering from natural disasters;*
- *transportation delays and interruptions;*
- *the potential imposition of tariffs; and*
- *the pricing of intercompany transactions may be challenged by taxing authorities in both Hong Kong and the United States, with potential increases in income taxes.*

Our reliance on external sources of manufacturing can be shifted, over a period of time, to alternative sources of supply, should such changes be necessary. However, if we were prevented from obtaining products or components for a material portion of our product line due to medical, political, labor or other factors beyond our control, our operations would be disrupted while alternative sources of products were secured. Also, the imposition of trade sanctions by the United States against a class of products imported by us from, or the loss of “normal trade relations” status by China, could significantly increase our cost of products imported from that nation. Because of the importance of our international sales and international sourcing of manufacturing to our business, our financial condition and results of operations could be significantly and adversely affected if any of the risks described above were to occur.

Our business is subject to extensive government regulation and any violation by us of such regulations could result in product liability claims, loss of sales, diversion of resources, damage to our reputation, increased warranty costs or removal of our products from the market, and we cannot assure you that our product liability insurance for the foregoing will be sufficient.

Our business is subject to various laws, including the Federal Hazardous Substances Act, the Consumer Product Safety Act, the Flammable Fabrics Act and the rules and regulations promulgated under these acts. These statutes are administered by the Consumer Products Safety Commission (“CPSC”), which has the authority to remove from the market products that are found to be defective and present a substantial hazard or risk of serious injury or death. The CPSC can require a manufacturer to recall, repair or replace these products under certain circumstances. We cannot assure you that defects in our products will not be alleged or found. Any such allegations or findings could result in:

- *product liability claims;*
- *loss of sales;*
- *diversion of resources;*
- *damage to our reputation;*
- *increased warranty and insurance costs; and*
- *removal of our products from the market.*

Any of these results may adversely affect our business, financial condition and results of operations. There can be no assurance that our product liability insurance will be sufficient to avoid or limit our loss in the event of an adverse outcome of any product liability claim.

We depend on our proprietary rights, and our inability to safeguard and maintain the same, or claims of third parties that we have violated their intellectual property rights, could have a material adverse effect on our business, financial condition and results of operations.

We rely on trademark, copyright and trade secret protection, nondisclosure agreements and licensing arrangements to establish, protect and enforce our proprietary rights in our products. The laws of certain foreign countries may not protect intellectual property rights to the same extent or in the same manner as the laws of the United States. We cannot assure you that we or our licensors will be able to successfully safeguard and maintain our proprietary rights. Further, certain parties have commenced legal proceedings or made claims against us based on our alleged patent infringement, misappropriation of trade secrets or other violations of their intellectual property rights. We cannot assure you that other parties will not assert intellectual property claims against us in the future. These claims could divert our attention from operating our business or result in unanticipated legal and other costs, which could adversely affect our business, financial condition and results of operations.

Market conditions and other third-party conduct could negatively impact our margins and implementation of other business initiatives.

Economic conditions, such as rising fuel prices, increased competition and decreased consumer confidence, may adversely impact our margins. Such a weakened economic and business climate could create uncertainty and adversely affect our sales and profitability. Other conditions, such as the unavailability of electronics components, may impede our ability to manufacture, source and ship new and continuing products on a timely basis. Significant and sustained increases in the price of oil could adversely impact the cost of the raw materials used in the manufacture of our products, such as plastic.

We may not have the funds necessary to purchase our outstanding convertible senior notes upon a fundamental change, as required by the indenture governing the notes.

Our $100.0 million principal amount of 4.50% convertible senior notes mature on November 1, 2014. Holders of these notes may require us to purchase all or some of their notes for cash upon the occurrence of certain fundamental changes in our board composition or ownership structure, if we liquidate or dissolve under certain circumstances or if our common stock ceases being quoted on an established over-the-counter trading market in the United States. If we do not have, or have access to, sufficient funds to repurchase the notes, then we could be forced into bankruptcy. In fact, we expect that we would require third-party financing, but we cannot assure you that we would be able to obtain that financing on favorable terms or at all.

We have a history of making acquisitions which resulted in material amounts of goodwill. Any future acquisitions may also result in material amounts of goodwill which, if it becomes impaired, would result in a reduction in our net income.

Goodwill is the amount by which the cost of an acquisition exceeds the fair value of the net assets we acquire. Current accounting standards require that goodwill not be amortized but instead be periodically evaluated for impairment based on the fair value of the reporting unit. In the second quarter of 2009, we recognized an impairment of our goodwill, for a non-cash charge to income of $407.1 million. Goodwill currently on our books and any goodwill associated with future acquisitions are subject to the same impairment risk.

Item 6. Exhibits

Number	Description
3.1	Amended and Restated Certificate of Incorporation of the Company(1)
3.2	Amended and Restated By-Laws of the Company(2)
4.3	Indenture, dated November 10, 2009, by and between the Registrant and Wells Fargo Bank, N.A. (4)
4.4	Form of 4.50% Senior Convertible Note (3)
31.1	Rule 13a-14(a)/15d-14(a) Certification of Chief Executive Officer(4)
31.2	Rule 13a-14(a)/15d-14(a) Certification of Chief Financial Officer(4)
32.1	Section 1350 Certification of Chief Executive Officer(4)
32.2	Section 1350 Certification of Chief Financial Officer(4)
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	XBRL Taxonomy Extension Label Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document

(1) Filed previously as Appendix 2 to the Company’s Schedule 14A Proxy Statement filed August 23, 2002 and incorporated herein by reference.

(2) Filed previously as an exhibit to the Company’s Current Report on Form 8-K filed on October 21, 2011, and incorporated herein by reference.

(3) Filed previously as an exhibit to the Company’s Current Report on Form 8-K, filed on November 10, 2009, and incorporated herein by reference.

(4) Filed herewith.

SIGNATURES

Pursuant to the requirements 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.

JAKKS PACIFIC, INC.

Date: May 10, 2012

By: /s/ JOEL M. BENNETT

Joel M. Bennett
Executive Vice President and Chief Financial Officer
(Duly Authorized Officer and Principal Financial Officer)

EXHIBIT INDEX

Number	Description
3.1	Amended and Restated Certificate of Incorporation of the Company(1)
3.2	Amended and Restated By-Laws of the Company(2)
4.3	Indenture, dated November 10, 2009, by and between the Registrant and Wells Fargo Bank, N.A. (3)
4.4	Form of 4.50% Senior Convertible Note (3)
31.1	Rule 13a-14(a)/15d-14(a) Certification of Chief Executive Officer(4)
31.2	Rule 13a-14(a)/15d-14(a) Certification of Chief Financial Officer(4)
32.1	Section 1350 Certification of Chief Executive Officer(4)
32.2	Section 1350 Certification of Chief Financial Officer(4)
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	XBRL Taxonomy Extension Label Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document

---

(1) Filed previously as Appendix 2 to the Company's Schedule 14A Proxy Statement filed August 23, 2002 and incorporated herein by reference.

(2) Filed previously as an exhibit to the Company's Current Report on Form 8-K filed on October 21, 2011, and incorporated herein by reference.

(3) Filed previously as an exhibit to the Company's Current Report on Form 8-K filed on November 10, 2009, and incorporated herein by reference.

(4) Filed herewith.

CERTIFICATIONS

I, Stephen G. Berman, Director and Chief Executive Officer, certify that:

I have reviewed this quarterly report on Form 10-Q of JAKKS Pacific, Inc. ("Company");

Based on my knowledge, this 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 quarterly report;

Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the Company as of, and for, the periods presented in this quarterly report;

The Company's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Company and have:

a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;

b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) evaluated the effectiveness of the Company's disclosure controls and procedures and presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this quarterly report based on such evaluation; and

d) disclosed in this quarterly report any change in the Company's internal control over financial reporting that occurred during the Company's most recent fiscal quarter (the Company's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting; and

The Company's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Company's auditors and the audit committee of the Company's board of directors (or persons performing the equivalent functions):

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Company's ability to record, process, summarize and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal control over financial reporting.

By: /s/ Stephen G. Berman

Stephen G. Berman
Director and Chief Executive Officer

Date: May 10, 2012

CERTIFICATIONS

I, Joel M. Bennett, Chief Financial Officer, certify that:

I have reviewed this quarterly report on Form 10-Q of JAKKS Pacific, Inc. ("Company");

Based on my knowledge, this 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 quarterly report;

Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the Company as of, and for, the periods presented in this quarterly report;

The Company's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Company and have:

a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;

b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) evaluated the effectiveness of the Company's disclosure controls and procedures and presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this quarterly report based on such evaluation; and

d) disclosed in this quarterly report any change in the Company's internal control over financial reporting that occurred during the Company's most recent fiscal quarter (the Company's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting; and

The Company's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Company's auditors and the audit committee of the Company's board of directors (or persons performing the equivalent functions):

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Company's ability to record, process, summarize and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal control over financial reporting.

By: /s/ Joel M. Bennett
Joel M. Bennett
Chief Financial Officer

Date: May 10, 2012

Written Statement of the Chief Executive Officer Pursuant to 18 U.S.C. Section 1350

Pursuant to 18 U.S.C. Section 1350, the undersigned officer of JAKKS Pacific, Inc. (“Registrant”), hereby certifies that the Registrant’s Quarterly Report on Form 10-Q for the three months ended March 31, 2012 (the “Report”) fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934 and that the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Registrant.

/s/ Stephen G. Berman

Stephen G. Berman
Director and Chief Executive Officer

Date: May 10, 2012

Written Statement of the Chief Financial Officer Pursuant to 18 U.S.C. Section 1350

Pursuant to 18 U.S.C. Section 1350, the undersigned officer of JAKKS Pacific, Inc. (“Registrant”), hereby certifies that the Registrant’s Quarterly Report on Form 10-Q for the three months ended March 31,2012 (the “Report”) fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934 and that the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Registrant.

/s/ Joel M. Bennett

Joel M. Bennett
Chief Financial Officer

Date: May 10, 2012