

Registration No. 333-

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
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FORM S-8 REGISTRATION STATEMENT  
UNDER THE SECURITIES ACT OF 1933  
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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.)

22761 Pacific Coast Highway  
Malibu, California  
(Address of principal executive offices)

90265  
(Zip code)

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JAKKS PACIFIC, INC. THIRD AMENDED AND RESTATED  
1995 STOCK OPTION PLAN  
(Full title of the plan)  
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JACK FRIEDMAN  
Chairman and Chief Executive Officer  
JAKKS Pacific, Inc.  
22761 Pacific Coast Highway  
Malibu, California 90265  
(Name and address of agent for service)

(310) 456-7799  
(Telephone number, including area code, of agent for service)

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Copy to:  
MURRAY L. SKALA, ESQ.  
Feder, Kaszovitz, Isaacson, Weber, Skala & Bass LLP  
750 Lexington Avenue  
New York, New York 10022  
Telephone: (212) 888-8200 Facsimile (212) 888-7776  
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 CALCULATION OF REGISTRATION FEE  
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TITLE OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED	PROPOSED MAXIMUM OFFERING PRICE PER SHARE	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE	AMOUNT OF REGISTRATION FEE
Common Stock (\$ .001 par value)	500,000(1) shares	\$42 1/16	\$21,031,250(2)	\$5,846.68

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 (1) Represents shares underlying the Company's Third Amended and Restated 1995 Stock Option Plan for which no registration statement has been filed.

(2) Estimated solely for the purpose of calculating the registration fee, pursuant to Rule 457(c) and 457(h) promulgated under the Securities Act of 1933, based on a price per share of \$42 1/16, which was the average of the high and low prices of the shares of Common Stock on the Nasdaq National Market on October 28, 1999.

## PART II

## INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

THE CONTENTS OF THE REGISTRATION STATEMENT ON FORM S-8 (FILE NO. 333-52205), FILED WITH THE COMMISSION ON MAY 8, 1998, ARE HEREBY INCORPORATED BY REFERENCE, EXCEPT AS REVISED BELOW.

## ITEM 3. INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE.

The following documents filed with the Securities and Exchange Commission (the "Commission") by JAKKS Pacific, Inc., a Delaware corporation (the "Company" or the "Registrant"), pursuant to the Securities Exchange Act of 1934, as amended (the "Exchange Act"), are incorporated by reference in this Registration Statement:

(a) The Company's Annual Report on Form 10-KSB for the year ended December 31, 1998.

(b) (i) The Company's Quarterly Reports on Form 10-Q for the quarterly periods ended March 31, 1999 and June 30, 1999.

(ii) The Company's Current Report on 8-K filed with the Commission on October 19, 1999.

(c) The description of the Common Stock set forth in the Company's Registration Statement on Form 8-A, filed March 29, 1996 and any amendment or report filed for the purpose of updating such description.

All documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all such securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is incorporated or deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL.

The legality of the Common Stock included in this Prospectus has been passed upon for the Company by Feder, Kaszovitz, Isaacson, Weber, Skala & Bass LLP, New York, New York. Murray L. Skala, a partner in such firm is a director of the Company and, as of the date of this Registration Statement, holds options to purchase 71,700 shares of Common Stock and owns 92,996 shares of Common Stock of which 66,872 shares are held by him as trustee under certain trusts.

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

Incorporated by reference to Item 15 of Part II (pages II-1 to II-2) of Amendment No. 1 to the Registration Statement on Form S-3 (Reg. No. 333-74717) filed on April 27, 1999.

ITEM 8. EXHIBITS.

EXHIBIT NUMBER	DESCRIPTION OF EXHIBIT
4.1*	1999 Amendment to Third Amended and Restated 1995 Stock Option Plan of JAKKS Pacific, Inc.
4.2	JAKKS Pacific, Inc. Third Amended and Restated 1995 Stock Option Plan (1)
5.1*	Opinion of Feder, Kaszovitz, Isaacson, Weber, Skala & Bass LLP
23.1*	Consent of Pannell Kerr Forster, Certified Public Accountants, a Professional Corporation
23.2*	Consent of Feder, Kaszovitz, Isaacson, Weber, Skala & Bass LLP (contained in Exhibit 5.1)

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\* Filed herewith.

(1) Included as an exhibit to the Registrant's Schedule 14A, the Registrant's Proxy Statement, filed with the Commission on June 25, 1998, and incorporated herein by reference.

ITEM 9. UNDERTAKINGS.

The Registrant makes the following undertakings with respect to this Registration Statement on Form S-8:

- (i) The Registrant will include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in the Registration Statement.
- (ii) For the purpose of determining any liability under the Securities Act, each post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
- (iii) The Registrant will remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

- (iv) For the purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
- (v) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Malibu and State of California on the 29th day of October, 1999.

JAKKS PACIFIC, INC.

By: /s/ Jack Friedman

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 Jack Friedman  
 Chief Executive Officer and Chairman

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

SIGNATURE -----	Title -----	Date ----
/s/ JACK FRIEDMAN ----- Jack Friedman	Chief Executive Officer and Chairman (Principal Executive Officer)	October 29, 1999
/s/ JOEL M. BENNETT ----- Joel M. Bennett	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	October 29, 1999
/s/ STEPHEN G. BERMAN ----- Stephen G. Berman	Director	October 29, 1999
/s/ MURRAY L. SKALA ----- Murray L. Skala	Director	October 29, 1999

## EXHIBIT INDEX

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\* Filed herewith.

(1) Included as an exhibit to the Registrant's Schedule 14A, the Registrant's Proxy Statement, filed with the Commission on June 25, 1998, and incorporated herein by reference.

1999 Amendment to Third Amended and Restated  
1995 Stock Option Plan of JAKKS PACIFIC, INC.

The Third Amended and Restated 1995 Stock Option Plan is hereby amended as follows:

1. Capitalized terms are used herein as defined in the Third Amended and Restated 1995 Stock Option Plan of JAKKS Pacific, Inc.

2. Section 3 of the Third Amended Plan is amended by replacing the second sentence thereof with the following:

The maximum number of shares of Common Stock which may be issued pursuant to Options granted under the Third Amended Plan shall not exceed One Million Seven Hundred Fifty Thousand (1,750,000) shares, subject to adjustment in accordance with the provisions of Section 13 hereof.

3. Section 6 of the Third Amended Plan is amended by replacing paragraph (b) thereof with the following:

(b) Each Director of the Company on January 1 of each calendar year who is not an employee of the Company shall automatically be granted as of such date, without any further action by the Board or Committee, an Option to purchase 6,250 shares of Common Stock.

4. Section 13 of the Third Amended Plan is amended by replacing paragraph (a) thereof with the following:

(a) If any merger, consolidation or other reorganization of the Company, split-up or combination of shares, dividend payable in shares, recapitalization, reclassification or other capital transaction requires or results in any change in the outstanding Common Stock, the Board or Committee shall make an appropriate adjustment in the aggregate number of shares available under the Third Amended Plan and in the number of shares and option price per share subject to outstanding Options. If there shall occur any merger, consolidation or other reorganization of the Company, or any sale of all or substantially all of the assets of the Company, or any transaction in which any person (including a "group" within the meaning of Section



13(d)(3) of the Securities Exchange Act of 1934) acquires the right to elect a majority of the Board, and in any such case the Company's stockholders shall become, as a result of such transaction, entitled to receive any cash, securities of the Company or any other issuer, or any other property, each optionee who is a consultant to the Company or who, on the date on which such distribution of cash, securities or other property is to be made to the Company's stockholders, shall have been employed by the Company for a period (including any vacation or leave of absence or other interruption of employment approved or permitted by the Company) of at least one year shall likewise become entitled to receive on such date the same cash, securities or other property as the Company's stockholders are so entitled to receive in respect of all the shares subject to the Option, whether or not then vested in respect of all such shares, then held by such optionee, upon the exercise of such Option and the payment of the option price per share thereof (or, if provided in the applicable Certificate of Stock Option Agreement or agreements governing the terms of such transaction or otherwise permitted by action of the Board or Committee, by deduction of such option price from the cash, securities or other property to be paid or delivered to such optionee). Notwithstanding the foregoing, in any such event, the Board or Committee shall have the power to take any action necessary or appropriate to prevent any Incentive Stock Option theretofore granted hereunder from being disqualified as an "incentive stock option" under the Code, as then in effect.

5. This 1999 Amendment to the Third Amended Plan was adopted by the Board on June 17, 1999, but shall become effective only if and as of the date on which it is ratified and approved by the Company's stockholders in accordance with Section 16 thereof.

November 1, 1999

JAKKS Pacific, Inc.  
22761 Pacific Coast Highway  
Suite 226  
Malibu, California 90265

Gentlemen:

We refer to the Registration Statement on Form S-8 (the "Registration Statement") to be filed by JAKKS Pacific, Inc. (the "Company") with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the "Act"), relating to the registration of 500,000 shares of the common stock of the Company, par value, \$.001 per share (the "Shares"). The Shares may be issued upon the exercise of options granted or to be granted by the Company pursuant to its Third Amended and Restated 1995 Stock Option Plan (the "Plan").

As counsel for the Company, we have examined such corporate records, documents and such questions of law as we have considered necessary or appropriate for the purposes of this opinion and, upon the basis of such examination, advise you that in our opinion, all necessary corporate proceedings by the Company have been duly taken to authorize the issuance of the Shares upon the exercise of the options granted pursuant to the Plan, and that the Shares being registered pursuant to the Registration Statement, when issued in accordance with the terms of the Plan, will be duly authorized, legally issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the reference to this firm under Item 5 of Part II of the Registration Statement entitled "Interests of Named Experts and Counsel."

Very truly yours,

/s/ Feder, Kaszovitz, Isaacson,  
Weber, Skala & Bass LLP

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Feder, Kaszovitz, Isaacson,  
Weber, Skala & Bass LLP

We hereby consent to the incorporation by reference in the Registration Statement on Form S-8 of JAKKS Pacific, Inc. of our report dated February 22, 1999, except for note 18, for which the date is March 1, 1999, on our audits of the consolidated financial statements of JAKKS Pacific, Inc. as of December 31, 1997 and 1998, and for each of the three years in the period ended December 31, 1998, which report appears in Form 10-KSB for the fiscal year ended December 31, 1998.

/s/ PANNELL KERR FOSTER

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PANNELL KERR FOSTER  
Certified Public Accountants  
A Professional Corporation

Los Angeles, California  
November 1, 1999