

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

**FORM 8-K**

**CURRENT REPORT  
Pursuant to Section 13 OR 15(d) of  
The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **December 15, 2023**

**JAKKS PACIFIC, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**0-28104**  
(Commission  
File Number)

**95-4527222**  
(IRS Employer  
Identification No.)

**2951 28th Street, Santa Monica, California**  
(Address of principal executive offices)

**90405**  
(Zip Code)

Registrant's telephone number, including area code: **(424) 268-9444**

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

Title of each class	Trading Symbol	Name of each exchange on which registered
Common Stock, \$.001 par value	JAKK	NASDAQ Global Select Market

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)  
 Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)  
 Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))  
 Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

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

**Item 5.03. Amendments to Articles of Incorporation or By-laws; Change in Fiscal Year.**

On December 14, 2023, our Board of Directors approved and adopted an amendment (the “Amendment”) to Article I, Section 7 of our Second Amended and Restated By-laws (the “By-laws”), effective December 16, 2023. The Amendment does not make any substantive changes to the By-laws and clarifies the default voting standard used for matters submitted to a shareholder vote.

The foregoing description of the Amendment to the By-laws is qualified in its entirety by reference to the full text of the Amendment to the By-laws, a copy of which is filed as Exhibit 3.2 to this Form 8-K and is incorporated by reference into this Item 5.03.

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

We mailed a Notice on or about November 8, 2023 to our stockholders of record as of October 18, 2023 in connection with our Annual Meeting of Stockholders, which was held virtually (online) on December 15, 2023. At the Meeting, the stockholders voted on five matters as follows: (i) election of two Class III Directors, and all of the nominees (Winkler, MacPherson) were elected, (ii) approval of an amendment to our 2002 Stock Award and Incentive Plan, which was approved, the (iii) the ratification of our auditors, which was approved, (iv) an advisory vote concerning compensation of our named executive officers, which was approved, and (v) an advisory vote concerning the frequency of advisory votes on compensation of our named executive officers, and an annual vote was selected.

The first matter was the election of the members of Class III of the Board of Directors. All of the nominees received a majority of the votes cast and were elected and the tabulation of the votes (both in person and by proxy) was as follows:

<b>Nominees for Directors</b>	<b>For</b>	<b>Withheld</b>
Matthew Winkler	3,737,665	2,930,932
Lori MacPherson	5,005,512	1,653,085

There were 1,430,084 broker held non-voted shares represented at the Meeting with respect to this matter.

The second matter upon which the stockholders voted was the proposal to amend our 2002 Stock award and Incentive Plan, which matter was approved. The tabulation of the votes (both in person and by proxy) was as follows:

<b>For</b>	<b>Against</b>	<b>Abstentions</b>
4,109,875	2,484,491	64,231

There were 1,430,084 broker held non-voted shares represented at the Meeting with respect to this matter.

The third matter upon which the stockholders voted was the proposal to ratify the appointment by the Board of Directors of BDO USA, LLP, as our independent certified public accountants for 2023, which matter was approved. The tabulation of the votes (both in person and by proxy) was as follows:

<b>For</b>	<b>Against</b>	<b>Abstentions</b>
8,054,598	22,719	11,364

There were no broker held non-voted shares represented at the Meeting with respect to this matter.

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The fourth matter upon which the stockholders voted was an advisory vote to approve the compensation of our named executive officers, which matter was approved. The tabulation of the votes (both in person and by proxy) was as follows:

<u>For</u>	<u>Against</u>	<u>Abstentions</u>
3,367,562	3,128,992	162,043

There were 1,430,084 broker held non-voted shares represented at the Meeting with respect to this matter.

The fifth matter upon which the stockholders voted was an advisory vote on the frequency of future advisory votes on compensation of our named executive officers, and annual advisory votes was selected. The tabulation of the votes (both in person and by proxy) was as follows:

<u>One Year</u>	<u>Two Years</u>	<u>Three Years</u>	<u>Abstentions</u>
6,273,771	9,099	242,584	133,143

There were no broker held non-voted shares represented at the Meeting with respect to this matter.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits

<u>Exhibit</u>	<u>Description</u>
3.2	<a href="#">Amendment to By-Laws</a>
104	Cover Page Interactive Data File (formatted as Inline XBRL)

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**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 hereunto duly authorized.

**JAKKS PACIFIC, INC.**

Dated: December 21, 2023

By: /s/ JOHN L. KIMBLE  
John L. Kimble, CFO

## Article I, Section 7

VOTING. Each share of stock shall entitle the holder thereof to one (1) vote. Each Common Director (as defined below) shall be elected by the vote of the majority of the votes cast with respect to the Common Director at any meeting for the election of Common Directors at which a quorum is present, provided that if the number of nominees for Common Director exceeds the number of Common Directors to be elected, the Common Directors shall be elected by the vote of a plurality of the shares represented in person or by proxy at any such meeting and entitled to vote on the election of Common Directors. For purposes of this Section, a majority of votes cast means that the number of shares voted "for" a Common Director must exceed the number of votes cast "against" such Common Director. If a Common Director is not elected, the Common Director shall offer to tender his or her resignation to the Board of Directors. The Corporate Governance and Nominating Committee of the Board of Directors (the "Nominating Committee") will make a recommendation to the Board of Directors on whether to accept or reject the resignation, or whether other action is to be taken. The Board of Directors will act on the Committee's recommendation and publicly disclose its decision and the rationale behind it within ninety (90) days from the date of the certification of the election results. The Common Director who tenders his or her resignation will not participate in the Board of Directors' decision. Any other action shall be authorized by a majority of the votes of each class or series of stock present and entitled to vote on such matter except where the General Corporation Law prescribes a different percentage of votes and/or a different exercise of voting power, and except as may be otherwise prescribed by the provisions of the Certificate of Incorporation and these Second Amended and Restated By-laws of the corporation (as the same may be amended or amended and restated from time to time, the "By-laws"). In the election of directors, and for any other action, voting need not be by ballot.