

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>BERMAN STEPHEN G</u>  (Last) (First) (Middle) C/O JAKKS PACIFIC, INC. 2951 28TH STREET  (Street) SANTA MONICA CA 90405  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>JAKKS PACIFIC INC [ JAKK ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) CEO, President and Secretary
	3. Date of Earliest Transaction (Month/Day/Year) 01/01/2022	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/01/2022		M		73,262	A <sup>(1)</sup>	\$10.16 <sup>(2)</sup>	208,489 <sup>(3)</sup>	D	
Common Stock	01/01/2022		F		34,834	D <sup>(4)</sup>	\$10.16 <sup>(2)</sup>	173,655 <sup>(3)</sup>	D	
Common Stock	01/03/2022		S <sup>(5)</sup>		10,368	D <sup>(5)</sup>	\$10.25 <sup>(6)</sup>	163,287 <sup>(3)</sup>	D	
Common Stock	01/04/2022		S <sup>(5)</sup>		11,469	D <sup>(5)</sup>	\$10.45 <sup>(6)</sup>	151,818 <sup>(3)</sup>	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Restricted Stock Units ("RSU")	(7)	01/01/2022		A		214,218		(8)	(8)	Common Stock	214,218	\$10.16 <sup>(9)</sup>	214,218 <sup>(3)(10)</sup>	D	
RSU	(7)	01/01/2022		M		73,262		(11)	(11)	Common Stock	73,262	\$10.16 <sup>(2)</sup>	140,956 <sup>(3)(10)</sup>	D	

**Explanation of Responses:**

- Represents shares underlying RSUs previously reported which vested.
- Represents the closing price of the Company's common stock for the trading day preceding the date of vest, as reported by NASDAQ.
- Certain of the underlying shares may be restricted from transfer pursuant to the minimum stock ownership provisions adopted by the Company's Board of Directors.
- Represents that number of shares surrendered by the Holder in order to satisfy a tax withholding obligation, as permitted by the terms of a previously reported RSU Agreement by and between the Holder and the Issuer.
- Sale made pursuant to an exempt Selling Plan under Rule 10b5-1.
- Represents the average sale price for multiple sales made this day. Exact sales data to be provided to the staff of the Securities and Exchange Commission upon request.
- Issued under the Company's 2002 Stock Award and Incentive Plan and is subject to the terms of Agreement for Award of Restricted Stock Units between Issuer and Reporting Person. In accordance with such Agreement, securities so issued will have no voting rights and may not be sold, mortgaged, pledged, transferred or otherwise encumbered prior to vesting.
- RSUs will vest in 3 equal annual installments commencing on the first anniversary of the date of grant and on the second and third anniversaries thereafter. The Reporting Person must be employed by Issuer for an RSU to vest.
- Represents the closing price of the Company's common stock for the trading day preceding the date of grant, as reported by NASDAQ.
- Does not include additional RSUs previously granted and reported with different vesting terms.
- Vested according to the terms of the RSU described in a previous filing.

**Remarks:**

All numbers have been adjusted to reflect the 1-for-10 reverse stock split that was effective July 9, 2020.

/s/ Stephen G. Berman

01/04/2022

\*\* Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.