

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

| OMB APPROVAL | |
|--|-----------|
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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>MCGRATH JOHN JOSEPH</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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Operating Officer |
| | 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 | | 22,578 | A ⁽¹⁾ | \$10.61 ⁽²⁾ | 61,639 | D | |
| Common Stock | 01/01/2022 | | F | | 11,920 | D ⁽³⁾ | \$10.61 ⁽²⁾ | 49,719 | 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) | (4) | 01/01/2022 | | A | | 51,181 | | (5) | (5) | Common Stock | 51,181 | \$10.16 ⁽⁶⁾ | 51,181 ⁽⁷⁾⁽⁸⁾ | D | |
| RSU | (4) | 01/01/2022 | | M | | 22,578 | | (9) | (9) | Common Stock | 22,578 | \$10.16 ⁽²⁾ | 22,603 ⁽⁷⁾⁽⁸⁾ | 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.
- 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 Restricted Stock Award Agreement by and between the Holder and the Issuer and as approved by the Compensation Committee of the Issuer's Board of Directors.
- 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 2 equal annual installments commencing on the first anniversary of the date of grant and on the second anniversary 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.
- 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.
- 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/ John J. McGrath

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.