

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

SCHEDULE TO

(Amendment No. 1)

**TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) or 13(e)(1) OF
THE SECURITIES EXCHANGE ACT OF 1934**

JAKKS PACIFIC, INC.

(Name of Subject Company (issuer) and Filing Person (Offeror))

Common Shares, par value \$0.001

(Title of Class of Securities)

47012E106

(CUSIP Number of Class of Securities)

JAKKS Pacific, Inc.

Attention: Joel M. Bennett

Executive Vice President and Chief Financial Officer

22619 Pacific Coast Highway

Malibu, California

(310) 456-7799

(Name, address and telephone number of person authorized to
receive notices and communications on behalf of filing person)

With copies to:

**Murray L. Skala
Geoffrey A. Bass
Feder Kaszovitz LLP
845 Third Avenue
New York, NY 10022-6601
(212) 888-8200**

**Alan C. Myers, Esq.
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Four Times Square
New York, NY 10036
(212) 735-3000**

CALCULATION OF FILING FEE

Transaction Valuation ⁽¹⁾	Amount of Filing Fee ⁽²⁾
\$80,000,000	\$9,168

(1) Calculated solely for purposes of determining the amount of the filing fee. This amount is based upon the offer to purchase up to 4,000,000 shares of common stock of JAKKS Pacific, Inc. at a purchase price of \$20.00 per share in cash.

(2) The amount of the filing fee, calculated in accordance with Rule 0-11 under the Securities Exchange Act of 1934, as amended, equals \$114.60 per \$1,000,000 of the value of the transaction.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid:	\$9,168
Form or Registration No.:	Schedule TO-I
Filing Party:	JAKKS Pacific, Inc.
Date Filed:	May 25, 2012

Check the box if filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
 issuer tender offer subject to Rule 13e-4.
 going-private transaction subject to Rule 13e-3.
 amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

This Amendment No. 1 (this "Amendment") amends the Tender Offer Statement on Schedule TO (as amended, the "Schedule TO") relating to the offer by JAKKS Pacific, Inc., a Delaware Corporation ("JAKKS"), to purchase for cash up to 4,000,000 shares of its common stock, par value \$0.001 per share, together with the associated rights to purchase Series A Junior Participating Preferred Stock of JAKKS, par value \$0.001 per share, issued pursuant to the Rights Agreement, dated as of March 5, 2012, between JAKKS and Computershare Trust Company, N.A., as Rights Agent, at a price of \$20.00 per Share, net to the seller, in cash, without interest, but subject to applicable withholding taxes, upon the terms and subject to the conditions described in the Offer to Purchase, dated May 25, 2012 (the "Offer to Purchase"), a copy of which was filed as Exhibit (a)(1)(A) to the Schedule TO, and in the Letter of Transmittal (the "Letter of Transmittal," which together with the Offer to Purchase, as they may be amended or supplemented from time to time, constitute the "Offer"), a copy of which was filed as Exhibit (a)(1)(B) to the Schedule TO.

Except as otherwise set forth below, the information contained in the Offer to Purchase and the Letter of Transmittal remains unchanged and is hereby incorporated herein by reference in response as relevant to all the items of this Amendment.

Item 11. Additional Information.

Item 11 of the Schedule TO is hereby amended and supplemented to add at the end thereof the following:

"On June 28, 2012, the Company issued a press release announcing the preliminary results of the Tender Offer, which expired at midnight, New York City time, on June 27, 2012. A copy of the press release is filed as Exhibit (a)(5)(C) to this Schedule TO and is incorporated herein by reference."

Item 12. Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
(a)(1)(A)	Offer to Purchase, dated May 25, 2012.*
(a)(1)(B)	Letter of Transmittal.*
(a)(1)(C)	Notice of Guaranteed Delivery.*
(a)(1)(D)	Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees, dated May 25, 2012.*
(a)(1)(E)	Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees, dated May 25, 2012.*
(a)(2)	None.
(a)(3)	Not applicable.
(a)(4)	Not applicable.
(a)(5)(A)	Press release announcing the Settlement Agreement, dated April 22, 2012 (incorporated herein by reference from JAKKS' Current Report on Form 8-K, filed with the SEC on April 25, 2012).
(a)(5)(B)	Press release announcing the launch of the Offer, dated May 25, 2012.*
(a)(5)(C)	Press release announcing the preliminary results of the Offer, dated June 28, 2012.**
(b)	Not Applicable.
(d)(1)	JAKKS Pacific, Inc. 2002 Stock Award and Incentive Plan (incorporated herein by reference from JAKKS' Registration Statement on Form S-8, filed with the SEC on December 5, 2002).
(d)(2)	JAKKS Pacific, Inc. Third Amended and Restated 1995 Stock Option Plan (incorporated herein by reference from JAKKS' Registration Statement on Form S-8, filed with the SEC on December 3, 1998).
(d)(3)	Settlement Agreement, entered into as of April 22, 2012, by and between JAKKS Pacific, Inc. and the Clinton Group, Inc., on behalf of itself and its affiliated funds, persons and entities, both current and future (incorporated herein by reference from JAKKS' Current Report on Form 8-K, filed with the SEC on April 25, 2012).

- (d)(4) Rights Agreement, entered into as of March 5, 2012, by and between JAKKS Pacific, Inc. and Computershare Trust Company, N.A., relating to Series A Junior Participating Preferred Stock purchase rights (incorporated herein by reference from JAKKS' Current Report on Form 8-K, filed with the SEC on March 5, 2012).
- (g) None.
- (h) None.

* Previously filed as exhibits to the Schedule TO.

** Filed herewith.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

By: _____ /s/ Joel M. Bennett

Name: Joel M. Bennett

Title: Executive Vice President and Chief Financial Officer

Date: June 28, 2012

EXHIBIT INDEX

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(g)	None.
(h)	None.

* Previously filed as exhibits to the Schedule TO.

** Filed herewith.

JAKKS Pacific Announces Preliminary Results of its Self-Tender Offer

MALIBU, Calif., June 28, 2012--JAKKS Pacific, Inc. (NASDAQ: JAKK) (the "Company") today announced the preliminary results of its self-tender offer, which expired at midnight, New York City time, on June 27, 2012.

Based on the preliminary count by the depositary for the self-tender offer, a total of approximately 22,658,441 shares of common stock were validly tendered, including 3,990,783 shares that were tendered through notice of guaranteed delivery. Assuming that all guaranteed delivery shares are ultimately delivered, the Company expects to purchase approximately 15.8% of the shares tendered by each tendering stockholder, after giving effect to the purchase of all shares validly tendered by odd lot holders. As such, the Company expects to accept for payment an aggregate of 4,000,000 shares at a purchase price of \$20.00 per share, for a total purchase price of \$80,000,000, excluding fees and expenses related to the self-tender offer. The 4,000,000 shares expected to be purchased in the self-tender offer represent approximately 15.4% of the Company's shares outstanding as of May 24, 2012.

BofA Merrill Lynch served as dealer manager, Innisfree M&A Incorporated served as information agent and Computershare Trust Company, N.A. served as depositary for the self-tender offer.

About JAKKS Pacific, Inc.

JAKKS Pacific, Inc. (NASDAQ: JAKK) is a leading designer and marketer of toys and consumer products with a wide range of products that feature popular brands and children's toy licenses. JAKKS' diverse portfolio includes Action Figures, Electronics, Dolls, Dress-Up, Role Play, Halloween Costumes, Kids Furniture, Vehicles, Plush, Art Activity Kits, Seasonal Products, Infant/Pre-School, Construction Toys, Ride-On Vehicles, Wagons, Inflatable Environments and Tents, and Pet Toys sold under various proprietary brands including JAKKS Pacific®, Creative Designs International™, Road Champs®, Funnoodle®, JAKKS Pets™, Plug It In & Play TV Games™, Kids Only!™, Tollytots®, Disguise® and Moose Mountain®. JAKKS is an award-winning licensee of several hundred nationally and internationally known trademarks including Nickelodeon®, Warner Bros.®, Ultimate Fighting Championship®, Hello Kitty®, Graco®, Cabbage Patch Kids® and Pokémon®. JAKKS' *Monsuno*™ toy line is based on the new *Monsuno*™ animated television series. www.jakks.com

This press release may contain "forward-looking statements" that are based on current expectations, estimates and projections about JAKKS Pacific's business based partly on assumptions made by its management. These statements are not guarantees of future performance and involve risks, uncertainties and assumptions that are difficult to predict. Therefore, actual outcomes and results may differ materially from what is expressed or forecasted in such statements due to numerous factors, including, but not limited to, those described above, changes in demand for JAKKS' products, product mix, the timing of customer orders and deliveries, the impact of competitive products and pricing, and difficulties with integrating acquired businesses.

Additional risks that may affect the Company's future performance are detailed in the Company's filings with the Securities and Exchange Commission, including its most recent Annual Report on Form 10-K and its Quarterly Reports on Form 10-Q. The forward-looking statements contained herein speak only as of the date on which they are made, and JAKKS undertakes no obligation to update any of them to reflect events or circumstances after the date of this release.

Contact:

JAKKS Pacific, Inc.
Joel Bennett
(310) 455-6210
