

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):
June 4, 2003 (June 2, 2003)

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
(I.R.S. Employer
Identification No.)

22619 Pacific Coast Highway
Malibu, California
(Address of principal
executive offices)

90265
(Zip Code)

Registrant's telephone number, including area code: (310) 456-7799

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FILED WITH THE SECURITIES AND EXCHANGE COMMISSION
JUNE 4, 2003

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Item 7. Financial Statements and Exhibits

(c) Exhibits

Exhibit Number	Description
99.1*	June 2, 2003 Press Release
99.2*	June 4, 2003 Press Release

* Filed herewith

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.

Dated: June 4, 2003

JAKKS PACIFIC, INC.

By: /s/ Jack Friedman _____

Jack Friedman
Chairman and Chief Executive Officer

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Exhibit Number	Description
99.1*	June 2, 2003 Press Release
99.2*	June 4, 2003 Press Release

* Filed herewith

Press Release

JAKKS Pacific Announces \$75 — \$100 Million Private Convertible Senior Notes Offering

Monday June 2, 5:01 pm ET

MALIBU, Calif., June 2 /PRNewswire-FirstCall/ — JAKKS Pacific, Inc. (Nasdaq: JAKK — News), a leading multi-brand company that designs and markets a broad range of toys and leisure products, announced today its intention to sell, subject to market and other conditions, \$75 million of Convertible Senior Notes due 2023 in a private, unregistered offering through a leading Wall Street investment bank, for resale to only “qualified institutional buyers” pursuant to Rule 144A under the Securities Act of 1933, as amended. The offering will provide for an over-allotment option to purchase up to an additional \$25 million of notes. If consummated, JAKKS intends to use the net proceeds from the offering to finance potential acquisitions of companies, licenses, brands and product lines for product development, for working capital and general corporate purposes.

“This offering will secure a significant new infusion of capital for JAKKS, which will provide us with the financial capacity to capitalize on potential acquisitions in the future,” said Jack Friedman, Chairman and CEO of JAKKS. “We believe this offering is a prudent move for JAKKS, since it will provide significant long-term capital at attractive interest yields.”

The notes to be offered and the common stock issuable upon conversion thereof have not been registered under the Securities Act of 1933, as amended, or any state securities or blue sky laws, and may not be offered or sold in the United States or in any state thereof absent registration or an applicable exemption from the registration requirements of such laws. This press release shall not constitute an offer to sell or a solicitation of an offer to buy the notes.

JAKKS Pacific, Inc. is a multi-brand company that designs and markets a broad range of toys and leisure products. The product categories include: Action Figures, Arts & Crafts Activity Kits, Stationery, Writing Instruments, Performance Kites, Water Toys, Sports Activity Toys, Vehicles, Infant/Pre- School, Plush and Dolls. The products are sold under various brand names including Flying Colors®, Road Champs®, Remco®, Child Guidance®, Pentech®, Toymax®, Funnoodle® and Go Fly a Kite®. The Company also participates in a joint venture with THQ Inc. that has exclusive worldwide rights to publish and market World Wrestling Entertainment™ video games. For further information, visit www.jakksacific.com.

“Safe Harbor” Statement under the Private Securities Litigation Reform Act of 1995: This press release contains forward-looking statements. Such statements reflect the current views of the Company with respect to future events and are subject to certain risks, uncertainties and assumptions. Although the Company believes that the expectations reflected in such forward- looking statements are reasonable, should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual future results or events may vary materially from those described herein.

JAKKS Pacific Finalizes Terms of Private Convertible Senior Notes Financing

Wednesday June 4, 9:32 am ET

MALIBU, Calif., June 4 /PRNewswire-FirstCall/ — JAKKS Pacific, Inc. (Nasdaq: JAKK — News), a leading multi-brand company that designs and markets a broad range of toys and leisure products, announced today the definitive terms of its private, unregistered offering of Convertible Senior Notes. JAKKS is offering the Notes in the aggregate principal amount of \$80 million, for resale in the United States only to “qualified institutional buyers” pursuant to Rule 144A under the Securities Act of 1933, as amended. The offering provides the initial purchaser with a 13-day option to purchase an additional \$18 million of notes to cover over-allotments.

If the offering is consummated, the Notes would bear interest at a rate of 45/8% and mature in 2023. Upon the occurrence of certain events, the Notes would be convertible into shares of JAKKS common stock at a conversion rate of 50 shares per \$1,000 principal amount at issuance of the notes, which is equivalent to an initial conversion price of \$20.00 per share (which reflects a conversion premium of 62.73% over the closing price of JAKKS common stock on June 3, 2003).

JAKKS may redeem the notes for cash at any time beginning June 15, 2010. Holders of the notes may require JAKKS to repurchase the notes held by them on June 15, 2010 for cash and on June 15, 2013 and June 15, 2018 for cash, shares of JAKKS common stock or any combination of cash and stock.

JAKKS intends to use the net proceeds from the offering to finance potential acquisitions of companies, licenses, brands and product lines for product development, for working capital and general corporate purposes.

The notes being offered and the common stock issuable upon conversion thereof have not been registered under the Securities Act of 1933, as amended, or any state securities or blue sky laws and may not be offered or sold in the United States or in any state thereof absent registration or an applicable exemption from the registration requirements of such laws. This press release shall not constitute an offer to sell or the solicitation of an offer to buy the notes.

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For further information, please contact: Genna Goldberg of JAKKS Pacific, Inc., +1-310-455-6235; or John F. Mills of Integrated Corporate Relations, +1-562-256-7051, for JAKKS Pacific.