

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

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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<div>1. Name and Address of Reporting Person*</div> <div>MCGRATH JOHN JOSEPH</div> <div>(Last) (First) (Middle)</div> <div>C/O JAKKS PACIFIC, INC.</div> <div>2951 28TH STREET</div> <div>(Street)</div> <div>SANTA CA 90405</div> <div>(City) (State) (Zip)</div>	<div>2. Issuer Name and Ticker or Trading Symbol</div> <div>JAKKS PACIFIC INC [JAKK]</div> <div>3. Date of Earliest Transaction (Month/Day/Year)</div> <div>01/01/2023</div> <div>4. If Amendment, Date of Original Filed (Month/Day/Year)</div>	<div>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</div> <div>Director 10% Owner</div> <div>X Officer (give title below) Other (specify below)</div> <div>Chief Operating Officer</div> <div>6. Individual or Joint/Group Filing (Check Applicable Line)</div> <div>X Form filed by One Reporting Person</div> <div>Form filed by More than One Reporting Person</div>
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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	01/01/2023		M		6,803 ⁽¹⁾	A	\$17.49 ⁽³⁾	55,567 ⁽²⁾	D	
Common Stock	01/01/2023		M		4,401 ⁽¹⁾	A	\$17.49 ⁽³⁾	59,968 ⁽²⁾	D	
Common Stock	01/01/2023		M		7,119 ⁽¹⁾	A	\$17.49 ⁽³⁾	67,087 ⁽²⁾	D	
Common Stock	01/01/2023		M		25,591 ⁽¹⁾	A	\$17.49 ⁽³⁾	92,678 ⁽²⁾	D	
Common Stock	01/01/2023		F		2,895 ⁽⁴⁾	D	\$17.49 ⁽³⁾	89,783 ⁽²⁾	D	
Common Stock	01/01/2023		F		1,883 ⁽⁴⁾	D	\$17.49 ⁽³⁾	87,900 ⁽²⁾	D	
Common Stock	01/01/2023		F		3,030 ⁽⁴⁾	D	\$17.49 ⁽³⁾	84,870 ⁽²⁾	D	
Common Stock	01/01/2023		F		9,845 ⁽⁴⁾	D	\$17.49 ⁽³⁾	75,025 ⁽²⁾	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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Unit ("RSU")	(1)	01/01/2023		M		6,803	(1)	(1)	Common Stock	6,803	\$17.49 ⁽³⁾	0	D	
Restricted Stock Unit ("RSU")	(1)	01/01/2023		M		4,401	(1)	(1)	Common Stock	4,401	\$17.49 ⁽³⁾	4,401 ⁽²⁾⁽⁸⁾	D	
Restricted Stock Unit ("RSU")	(1)	01/01/2023		M		7,119	(1)	(1)	Common Stock	7,119	\$17.49 ⁽³⁾	14,237 ⁽²⁾⁽⁸⁾	D	
Restricted Stock Unit ("RSU")	(1)	01/01/2023		M		25,591	(1)	(1)	Common Stock	25,591	\$17.49 ⁽³⁾	25,590 ⁽²⁾⁽⁸⁾	D	
Restricted Stock Unit ("RSU")	(5)	01/01/2023		A		29,731	(6)	(6)	Common Stock	29,731	\$17.49 ⁽⁷⁾	29,731 ⁽²⁾⁽⁸⁾	D	

Explanation of Responses:

1. Vested according to the terms of the RSU described in a previous filing.
2. Certain of the shares may be restricted from transfer pursuant to the minimum stock ownership provisions adopted by the Company's Board of Directors.
3. Represents the closing price of the Company's common stock for the trading day preceding the date of vest, as reported by NASDAQ.
4. Represents the 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 Unit Agreement by and between the Holder and the Issuer and as approved by the Compensation Committee of the Issuer's Board of Directors.
5. 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.
6. RSUs will vest in 3 equal annual installments commencing on the first anniversary of the date of the grant and on the second and third anniversaries thereafter The Reporting Person must be employed by Issuer for an RSU to vest.
7. Represents the closing price of the Company's common stock for the trading day preceding the date of grant, as reported by NASDAQ.
8. Does not include additional RSUs previously granted and reported with different vesting terms.

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

01/05/2023

** 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.