

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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): **April 17, 2012**

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

(IRS Employer Identification No.)

22619 Pacific Coast Highway, Malibu, California

(Address of Principal Executive Offices)

90265

(Zip Code)

(310) 456-7799

(Registrant's Telephone Number, Including Area Code)

Not Applicable

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 8.01. Other Events

On April 17, 2012, JAKKS Pacific, Inc. (the “Company”) issued a press release in response to a letter received today from Oaktree Capital Management, L.P.

The Company hereby incorporates by reference the press release dated April 17, 2012, attached hereto as Exhibit 99.1, and made a part of this Item 8.01.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

<u>Exhibit</u>	<u>Description</u>
99.1	Press Release issued by the Company dated April 17, 2012.

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.

JAKKS PACIFIC, INC.

Date: April 17, 2012

By: /s/ JOEL M. BENNETT

Name: Joel M. Bennett

Title: CFO

Index to Exhibits

Exhibit No.	Description
99.1	Press release issued by the Company dated April 17, 2012.

**JAKKS RESPONDS TO OAKTREE'S CONDITIONAL
NON-BINDING EXPRESSION OF INTEREST**

MALIBU, CALIFORNIA, April 17, 2012. In response to a letter to Jakks Pacific, Inc. (the "Company") from Oaktree Capital Management, L.P. ("Oaktree") dated April 17, 2012, the Company sent the following letter to Oaktree:



April 17, 2012

VIA E-MAIL AND FEDERAL EXPRESS

Mr. Matthew Wilson
Mr. B. James Ford
Oaktree Capital Management, L.P.
333 South Grand Avenue, 28th floor
Los Angeles, CA 90071

Gentlemen:

I am writing to acknowledge receipt earlier today of your letter in which you once again express an interest in acquiring JAKKS Pacific, Inc. ("JAKKS").

After 13 months, there is nothing new in your letter. You have not now and never have made a "cash offer" to acquire JAKKS. The only thing the JAKKS Board of Directors and its independent financial and legal advisors have been presented with are non-binding indications of interest and invitations to negotiate. Furthermore, your indication of interest remains—as it has been for over a year—subject to both due diligence and financing. Lastly, we note that your letter today does not even contain a price.

Your letter is replete with mischaracterizations and misstatements, which we will address and correct at the appropriate time.

Sincerely,

/s/ STEPHEN G. BERMAN

Stephen G. Berman
Chief Executive Officer, President, Secretary and Director

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 some of the most popular brands and children's toy licenses in the world. 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 and Pet Toys sold under various proprietary brands including JAKKS Pacific®, Creative Designs International™, Road Champs®, Fun noodle®, JAKKS Pets™, Plug It In & Play TV Games™, Kids Only!™, Tollytots® and Disguise™. JAKKS is an award-winning licensee of several hundred nationally and internationally known trademarks including Disney®, Nickelodeon®, Warner Bros.®, Ultimate Fighting Championship®, Hello Kitty®, Graco®, Cabbage Patch Kids® and Pokémon®. www.jakks.com

This press release may contain forward-looking statements (within the meaning of the Private Securities Litigation Reform Act of 1995) 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. 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.

Additional Information

JAKKS Pacific, Inc. (the "Company"), its directors and certain of its officers may be deemed to be participants in any solicitation by the Company of proxies from stockholders in connection with Oaktree's indication of interest. In the event of any proxy solicitation by the Company in connection with Oaktree's indication of interest, the Company plans to file a proxy statement (the "Proxy Statement") with the Securities and Exchange Commission (the "SEC"). Information regarding the names of the Company's directors and other participants in the solicitation and their respective interests in the Company by security holdings or otherwise is set forth in the Company's proxy statement relating to its 2011 annual meeting of stockholders, which may be obtained free of charge at the SEC's website at <http://www.sec.gov> and the Company's website at <http://www.jakks.com>. Additional information regarding the interests of such potential participants will be included in the Proxy Statement and other relevant documents to be filed with the SEC in connection with any solicitation by the Company relating to Oaktree's indication of interest. In such event, promptly after filing its definitive Proxy Statement with the SEC, the

Company will mail the definitive Proxy Statement and a form of proxy card to each stockholder entitled to deliver a proxy in connection therewith.

WE URGE INVESTORS TO READ THE PROXY STATEMENT (INCLUDING ANY SUPPLEMENTS THERETO) AND ANY OTHER RELEVANT DOCUMENTS THAT THE COMPANY WILL FILE WITH THE SEC WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION. Stockholders will be able to obtain, free of charge, copies of the Proxy Statement and any other documents filed by the Company with the SEC in connection with the Oaktree's indication of interest at the SEC's website at <http://www.sec.gov>, at the Company's website at <http://www.jakks.com>.

Contact
JAKKS Pacific, Inc.
Joel Bennett, 310-455-6210