

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

JAKKS PACIFIC, INC.
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

DELAWARE
(STATE OR OTHER JURISDICTION
OF INCORPORATION OR ORGANIZATION)

95-4527222
(I.R.S. EMPLOYER
IDENTIFICATION NO.)

22761 PACIFIC COAST HIGHWAY, MALIBU, CALIFORNIA 90265 (310) 456-7799
(ADDRESS, INCLUDING ZIP CODE, AND TELEPHONE NUMBER, INCLUDING AREA CODE, OF
REGISTRANT'S PRINCIPAL EXECUTIVE OFFICES)

JACK FRIEDMAN, CHAIRMAN
JAKKS PACIFIC, INC.

22761 PACIFIC COAST HIGHWAY, MALIBU, CALIFORNIA 90265 (310) 456-7799
(NAME, ADDRESS, INCLUDING ZIP CODE, AND TELEPHONE NUMBER, INCLUDING AREA CODE,
OF AGENT FOR SERVICE)

COPIES TO:

MURRAY L. SKALA, ESQ.
FEDER, KASZOVITZ, ISAACSON, WEBER, SKALA & BASS
LLP
750 LEXINGTON AVENUE, NEW YORK, NY 10022-1200
(212) 888-8200 FAX: (212) 888-7776

CHRISTOPHER T. JENSEN, ESQ.
MORGAN, LEWIS & BOCKIUS LLP
101 PARK AVENUE, NEW YORK, NY 10178-0060
(212) 309-6000 FAX: (212) 309-6273

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC:
As soon as practicable after the effective date of this registration statement

If the only securities being registered on this Form are being offered
pursuant to dividend or interest reinvestment plans, please check the following
box. []

If any of the securities being registered on this Form are to be offered on
a delayed or continuous basis pursuant to Rule 415 under the Securities Act of
1933, other than securities offered only in connection with dividend or interest
reinvestment plans, check the following box. []

If this Form is filed to register additional securities for an offering
pursuant to Rule 462(b) under the Securities Act, please check the following box
and list the Securities Act registration statement number of the earlier
effective registration statement for the same offering. [X] 333-74717

If this Form is a post-effective amendment filed pursuant to Rule 462(c)
under the Securities Act, check the following box and list the Securities Act
registration statement number of the earlier effective registration statement
for the same offering. []

If delivery of the prospectus is expected to be made pursuant to Rule 434,
please check the following box. []

CALCULATION OF REGISTRATION FEE

TITLE OF EACH CLASS OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED	PROPOSED MAXIMUM OFFERING PRICE PER UNIT(1)	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE(1)	AMOUNT OF REGISTRATION FEE
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Common Stock, par value				
\$.001 per share.....	460,000 Shares(2)	\$21.00	\$9,660,000	\$2,685.48

(1) Estimated solely for the purpose of computing the amount of the registration fee pursuant to Rule 457.

(2) Includes 60,000 shares of common stock, par value \$.001 per share, which the underwriters have the option to purchase to cover over-allotments, if any.

THIS REGISTRATION STATEMENT SHALL BECOME EFFECTIVE UPON FILING WITH THE SECURITIES AND EXCHANGE COMMISSION IN ACCORDANCE WITH RULE 462(b) UNDER THE SECURITIES ACT OF 1933, AS AMENDED (THE "ACT").

INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

This Registration Statement is being filed pursuant to Rule 462(b) under the Act. The information in the Company's Registration Statement on Form S-3 (Registration No. 333-74717), which became effective on April 27, 1999 pursuant to the Act, is incorporated herein by reference.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements of filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Malibu, State of California, on April 28, 1999.

JAKKS PACIFIC, INC.

By: /s/ JACK FRIEDMAN*

Jack Friedman, Chairman

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the date indicated.

SIGNATURE -----	TITLE -----	DATE -----
/s/ JACK FRIEDMAN* ----- Jack Friedman	Chief Executive Officer and Chairman (Principal Executive Officer)	April 28, 1999
/s/ STEPHEN G. BERMAN* ----- Stephen G. Berman	Director	April 28, 1999
/s/ JOEL M. BENNETT ----- Joel M. Bennett	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	April 28, 1999
/s/ ROBERT E. GLICK* ----- Robert E. Glick	Director	April 28, 1999
/s/ MICHAEL G. MILLER* ----- Michael G. Miller	Director	April 28, 1999
/s/ MURRAY L. SKALA* ----- Murray L. Skala	Director	April 28, 1999

*By: /s/ JOEL M. BENNETT

Joel M. Bennett, Attorney-in-Fact

EXHIBIT INDEX

EXHIBIT NUMBER -----	DESCRIPTION -----
5.1	Opinion of Feder, Kaszovitz, Isaacson, Weber, Skala & Bass LLP(1)
23.1	Consent of Pannell Kerr Forster, Certified Public Accountants, A Professional Corporation(1)
23.2	Consent of Feder, Kaszovitz, Isaacson, Weber, Skala & Bass LLP (included in Exhibit 5.1)(1)
24.1	Power of Attorney(2)

(1) Filed herewith.

(2) Filed previously on page II-4 of the Registrant's Registration Statement on
Form S-3 (Reg. No. 333-74717), originally filed on March 19, 1999, and
incorporated herein by reference.

[FEDER KASZOVITZ ISAACSON WEBER SKALA & BASS LLP LETTERHEAD]

April 28, 1999

JAKKS Pacific, Inc.
22761 Pacific Coast Highway
Malibu, CA 90265

Gentlemen:

We have acted as counsel for JAKKS Pacific, Inc., a Delaware corporation (the "Company"), in connection with the preparation and filing by the Company of a registration statement on Form S-3 (the "Registration Statement"), pursuant to Rule 462(b) under the Securities Act of 1933 (the "Act"), relating to 460,000 shares of common stock, par value \$.001 per share, of the Company (the "Common Stock"), including 60,000 such shares to be sold solely to cover over-allotments, if any (the "Shares"), such Shares to be included in a public offering of Common Stock, of which 2,702,500 shares were previously registered under a registration statement on Form S-3 (Reg. No. 333-74717), which became effective under the Act on April 27, 1999 and which is incorporated by reference in the Registration Statement.

We have examined the Registration Statement, the Underwriting Agreement referred to therein (the "Underwriting Agreement"), originals or copies, certified or otherwise identified to our satisfaction, of the Company's certificate of incorporation and by-laws, records of corporate proceedings, including minutes of meetings and written consents of the Board of Directors and stockholders, certificates of public officials and officers or other authorized representatives of the Company, and such other certificates, instruments and documents, and we have made such examination of law, as we have deemed necessary to form the basis of the opinion expressed below. In such examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals and the conformity to authentic originals of all documents submitted to us as copies thereof.

Based on the foregoing, we are of the opinion that:

(A) The currently outstanding Shares offered by the selling stockholders are duly authorized, validly issued, fully paid and non-assessable.

(B) The Shares offered by the Company have been duly authorized and, when issued and sold in accordance with the terms of the Underwriting Agreement, will be validly issued, fully paid and nonassessable.

We hereby consent to the reference to this firm in the Registration Statement under the caption "Legal Matters" and to the filing of this opinion as an exhibit to the Registration Statement.

Very truly yours,

/s/ FEDER, KASZOVITZ, ISAACSON,
WEBER, SKALA & BASS LLP

CONSENT OF PANNELL KERR FORSTER

We hereby consent to the inclusion in the Registration Statement on Form S-3 of JAKKS Pacific, Inc. of our report dated February 22, 1999, except for note 18, for which the date is March 1, 1999, on our audits of the consolidated financial statements of JAKKS Pacific, Inc. as of December 31, 1997 and 1998, and for each of the three years in the period ended December 31, 1998.

We also hereby consent to the reference to our firm as "Experts" in the Registration Statement.

/s/ PANNELL KERR FORSTER

Pannell Kerr Forster
Certified Public Accountants
A Professional Corporation

Los Angeles, California
April 28, 1999