

**UNITED STATES
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**

**September 20, 2019
Date of report (date of earliest event reported)**

**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.)

2951 28th Street, Santa Monica, California
(Address of principal executive offices)

90405
(Zip Code)

(424) 268-9444
(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol	Name of each exchange on which registered
Common Stock, \$.001 par value	JAKK	NASDAQ Global Select Market

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.03. Amendments to Articles of Incorporation or By-laws; Change in Fiscal Year.

On September 20, 2019, JAKKS Pacific, Inc. (the “Company”) filed a Certificate of Amendment to the Certificate of Designations of the Series A Senior Preferred Stock (the “Certificate of Designations Amendment”) with the Secretary of State of the State of Delaware to amend the definition of “Acceptable Transaction” to provide that a definitive acquisition agreement with respect to such transaction must be entered into and publicly announced by October 15, 2019 (previously September 30, 2019) and such transaction must be consummated by December 31, 2019 (previously within sixty (60) days of such definitive acquisition agreement and public announcement). The foregoing description of the Certificate of Designations Amendment is qualified in its entirety by reference to the full text of the Certificate of Designations Amendment, a copy of which is filed as Exhibit 3.1 to this Form 8-K and is incorporated by reference into this Item 5.03.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

Exhibit	Description
<u>3.1</u>	<u>Certificate of Amendment to Certificate of Designations of Series A Senior Preferred Stock of JAKKS Pacific, Inc.</u>

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.

Dated: September 20, 2019

By: /s/ BRENT NOVAK
Brent Novak, CFO

JAKKS PACIFIC, INC.
CERTIFICATE OF AMENDMENT TO THE
CERTIFICATE OF DESIGNATIONS
OF
THE POWERS, PREFERENCES AND RELATIVE, PARTICIPATING, OPTIONAL AND OTHER SPECIAL RIGHTS, AND
QUALIFICATIONS, LIMITATIONS AND RESTRICTIONS THEREOF,
OF
SERIES A SENIOR PREFERRED STOCK

Pursuant to Sections 151, 228 and 242 of the
General Corporation Law of the State of Delaware

JAKKS Pacific, Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware (the “**Corporation**”), does hereby certify that the Board of Directors of the Corporation (the “**Board**”), at a meeting of the Board on September 19, 2019, duly approved and adopted the following resolution:

WHEREAS, pursuant to Section 7 of the Corporation’s Certificate of Designations of the Series A Senior Preferred Stock, dated as of August 9, 2019 (the “**Certificate of Designations**”), the requisite consent of Holders of the outstanding Series A Preferred Shares, voting as a separate class, have approved the amendment to the Certificate of Designations as set forth in this Certificate of Amendment.

NOW, THEREFORE, BE IT RESOLVED, that the definition of “Acceptable Transaction” set forth in Section 15(b) of the Certificate of Designations is hereby amended to read in its entirety as set forth below:

(b) “**Acceptable Transaction**” means a transaction pursuant to which one hundred percent (100%) of the Common Stock is acquired for cash (including by means of a merger, consolidation, amalgamation or other business combination) by any Person or “group” (as such term is used in Section 13(d)(3) of the Exchange Act) of Persons, so long as concurrently therewith all outstanding indebtedness under the Term Loan Credit Agreement is paid in full in cash; provided that a definitive acquisition agreement with respect to such transaction is entered into and publicly announced by October 15, 2019 and such transaction is consummated by December 31, 2019.

[Remainder of page intentionally left blank.]

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Designations to be executed by a duly authorized officer of the Corporation as of this 20th day of September, 2019.

JAKKS PACIFIC, INC.

By: /s/ Stephen G. Berman
Name: Stephen G. Berman
Title: President, Chief Executive Officer and Secretary
