

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM 10-Q

(Mark one)

- QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2012

OR

- TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission file number: **0-28104**

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.)

22619 Pacific Coast Highway

Malibu, California

(Address of Principal Executive Offices)

90265

(Zip Code)

Registrant's Telephone Number, Including Area Code: **(310) 456-7799**

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

The number of shares outstanding of the issuer's common stock is 22,018,308 as of November 9, 2012.

JAKKS PACIFIC, INC. AND SUBSIDIARIES

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Quarter Ended September 30, 2012

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DISCLOSURE REGARDING FORWARD-LOOKING STATEMENTS

This report includes “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. For example, statements included in this report regarding our financial position, business strategy and other plans and objectives for future operations, and assumptions and predictions about future product demand, supply, manufacturing, costs, marketing and pricing factors are all forward-looking statements. When we use words like “intend,” “anticipate,” “believe,” “estimate,” “plan,” “expect” or words of similar import, we are making forward-looking statements. We believe that the assumptions and expectations reflected in such forward-looking statements are reasonable and are based on information available to us on the date hereof, but we cannot assure you that these assumptions and expectations will prove to have been correct or that we will take any action that we may presently be planning. We are not undertaking to publicly update or revise any forward-looking statement if we obtain new information or upon the occurrence of future events or otherwise.

JAKKS PACIFIC, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED BALANCE SHEETS
(In thousands, except share amounts)

Assets	December 31, 2011 (*)	September 30, 2012 (Unaudited)
Current assets		
Cash and cash equivalents	\$ 257,258	\$ 140,755
Marketable securities	214	218
Accounts receivable, net of allowance for uncollectible accounts of \$3,069 and \$2,735, respectively	103,637	242,635
Inventory	47,019	73,229
Income tax receivable	24,166	24,008
Deferred income taxes	34,505	34,504
Prepaid expenses and other	30,686	26,215
Total current assets	497,485	541,564
Property and equipment		
Office furniture and equipment	13,606	14,138
Molds and tooling	61,005	71,900
Leasehold improvements	6,788	6,873
Total	81,399	92,911
Less accumulated depreciation and amortization	65,213	77,781
Property and equipment, net	16,186	15,130
Deferred income taxes	47,081	47,074
Intangibles	21,753	66,032
Other long term assets	3,670	4,940
Investment in DreamPlay LLC	—	7,000
Investment in joint venture	2,736	3,767
Goodwill	24,015	50,771
Trademarks, net	2,308	2,308
Total assets	\$ 615,234	\$ 738,586
Liabilities and Stockholders' Equity		
Current liabilities		
Accounts payable	\$ 26,430	\$ 105,912
Accrued expenses	50,780	77,061
Reserve for sales returns and allowances	43,440	31,663
Income taxes payable	2,183	15,988
Short term debt	—	53,410
Total current liabilities	122,833	284,034
Convertible senior notes, net	92,188	94,235
Other liabilities	1,630	27,328
Income taxes payable	4,992	3,926
Total liabilities	221,643	409,523
Commitments and Contingencies		
Stockholders' equity		
Preferred shares, \$.001 par value; 5,000,000 shares authorized; nil outstanding	—	—
Common stock, \$.001 par value; 100,000,000 shares authorized; 25,943,214 and 22,021,808 shares issued and outstanding, respectively	26	22
Additional paid-in capital	274,532	202,758
Retained earnings	123,174	130,458
Accumulated other comprehensive loss	(4,141)	(4,175)
Total stockholders' equity	393,591	329,063
Total liabilities and stockholders' equity	\$ 615,234	\$ 738,586

(*) Derived from audited financial statements
See accompanying notes to condensed consolidated financial statements.

JAKKS PACIFIC, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(In thousands, except per share data)

	Three Months Ended September 30, (Unaudited)		Nine Months Ended September 30, (Unaudited)	
	2011	2012	2011	2012
Net sales	\$ 332,419	\$ 314,491	\$ 536,672	\$ 533,255
Cost of sales	226,749	217,779	361,639	366,084
Gross profit	105,670	96,712	175,033	167,171
Selling, general and administrative expenses	55,602	59,416	137,757	149,178
Income from operations	50,068	37,296	37,276	17,993
Profit from video game joint venture	—	1,000	6,000	3,000
Equity in net income (loss) of joint venture	(26)	48	(25)	4
Interest income	102	97	329	610
Interest expense, net of benefit	(2,063)	(2,015)	(6,128)	(6,085)
Income before provision for income taxes	48,081	36,426	37,452	15,522
Provision for income taxes	13,256	5,983	8,962	865
Net income	\$ 34,825	\$ 30,443	\$ 28,490	\$ 14,657
Income per share – basic	\$ 1.32	\$ 1.38	\$ 1.06	\$ 0.59
Income per share –diluted	1.10	1.10	0.97	0.59
Comprehensive income	\$ 34,991	\$ 30,376	\$ 28,619	\$ 14,623

See accompanying notes to condensed consolidated financial statements.

JAKKS PACIFIC, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands)

	Nine Months Ended	
	September 30,	
	(Unaudited)	
	2011	2012
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income	\$ 28,490	\$ 14,657
Adjustments to reconcile net income to net cash used in operating activities:		
Depreciation and amortization	20,614	21,751
Share-based compensation expense	1,547	1,189
Loss on disposal of property and equipment	18	19
Deferred income taxes	7,110	(5)
Equity in net loss of joint venture	25	119
Changes in operating assets and liabilities:		
Accounts receivable	(117,204)	(135,931)
Inventory	(12,606)	(24,206)
Prepaid expenses and other current assets	1,934	3,582
Income tax receivable	(4,911)	158
Accounts payable	53,008	80,292
Accrued expenses	6,165	18,378
Income taxes payable	15,280	12,497
Reserve for sales returns and allowances	(1,980)	(11,777)
Other liabilities	(54)	(2)
Total adjustments	(31,054)	(33,936)
Net cash used in operating activities	(2,564)	(19,279)
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of property and equipment	(11,621)	(11,811)
Change in other assets	260	(441)
Proceeds from sale of property and equipment	26	—
Investment in DreamPlay LLC	—	(7,000)
Contribution to joint venture	(1,771)	(1,524)
Distribution from joint venture	—	374
Cash paid for intangible assets	—	(8,000)
Cash paid for net assets of business acquired	(3,542)	(34,367)
Net purchase of marketable securities	(5)	(4)
Net cash used in investing activities	(16,653)	(62,773)
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from stock options exercised	134	101
Proceeds from warrants exercised	1,135	—
Common stock surrendered	(1,177)	(103)
Common stock repurchased	(24,359)	(80,000)
Proceeds from credit facility borrowings	—	53,410
Credit facility costs	—	(486)
Dividends paid	(2,591)	(7,373)
Decrease in capital lease obligations	(27)	—
Net cash used in financing activities	(26,885)	(34,451)
Net decrease in cash and cash equivalents	(46,102)	(116,503)
Cash and cash equivalents, beginning of period	278,346	257,258
Cash and cash equivalents, end of period	\$ 232,244	\$ 140,755
Cash paid (received) during the period for:		
Income taxes	\$ (8,471)	\$ (13,697)
Interest	\$ 2,250	\$ 2,250

See Notes 9 and 10 for additional supplemental information to the condensed consolidated statements of cash flows.

See accompanying notes to condensed consolidated financial statements.

JAKKS PACIFIC, INC. AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

September 30, 2012

Note 1 — Basis of Presentation

The accompanying unaudited interim condensed consolidated financial statements included herein have been prepared by the Company, without audit, pursuant to the rules and regulations of the Securities and Exchange Commission (the “SEC”). Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted pursuant to such rules and regulations. However, the Company believes that the disclosures are adequate to prevent the information presented from being misleading. These financial statements should be read in conjunction with Management’s Discussion and Analysis of Financial Condition and Results of Operations and the financial statements and the notes thereto included in the Company’s Annual Report on Form 10-K, which contains audited financial information for the three years in the period ended December 31, 2011.

The information provided in this report reflects all adjustments (consisting solely of normal recurring items) that are, in the opinion of management, necessary to present fairly the financial position and the results of operations for the periods presented. Interim results are not necessarily indicative of results to be expected for a full year.

The condensed consolidated financial statements include the accounts of JAKKS Pacific, Inc. and its wholly-owned subsidiaries (collectively, “the Company”).

Note 2 — Business Segments, Geographic Data, Sales by Product Group and Major Customers

The Company is a worldwide producer and marketer of children’s toys and other consumer products, principally engaged in the design, development, production, marketing and distribution of its diverse portfolio of products. The Company’s reportable segments are Traditional Toys and Electronics and Role Play, Novelty and Seasonal Toys, each of which includes worldwide sales.

The Traditional Toys and Electronics segment includes action figures, vehicles, playsets, plush products, dolls, accessories, electronic products, construction toys, infant and pre-school toys, foot to floor ride-on vehicles, wagons and pet treats and related products.

Role Play, Novelty and Seasonal Toys includes role play and dress-up products, Halloween and everyday costume play, novelty toys, seasonal and outdoor products and indoor and outdoor kids’ furniture.

Segment performance is measured at the operating income level. All sales are made to external customers and general corporate expenses have been attributed to the various segments based upon sales volumes. Segment assets are comprised of accounts receivable and inventories, net of applicable reserves and allowances, goodwill and other assets.

JAKKS PACIFIC, INC. AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

Note 2 — Business Segments, Geographic Data, Sales by Product Group and Major Customers - (continued)

Results are not necessarily those that would be achieved were each segment an unaffiliated business enterprise. Information by segment and a reconciliation to reported amounts for the three and nine months ended September 30, 2011 and 2012 and as of December 31, 2011 and September 30, 2012 are as follows (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2011	2012	2011	2012
Net Sales				
Traditional Toys and Electronics	\$ 163,199	\$ 171,156	\$ 269,096	\$ 285,197
Role Play, Novelty and Seasonal Toys	169,220	143,335	267,576	248,058
	<u>\$ 332,419</u>	<u>\$ 314,491</u>	<u>\$ 536,672</u>	<u>\$ 533,255</u>
Operating Income				
Traditional Toys and Electronics	\$ 28,012	\$ 19,019	\$ 19,796	\$ 5,913
Role Play, Novelty and Seasonal Toys	22,056	18,277	17,480	12,080
	<u>\$ 50,068</u>	<u>\$ 37,296</u>	<u>\$ 37,276</u>	<u>\$ 17,993</u>
Depreciation and Amortization Expense				
Traditional Toys and Electronics	\$ 6,314	\$ 7,599	\$ 13,218	\$ 13,386
Role Play, Novelty and Seasonal Toys	4,481	5,454	7,396	8,365
	<u>\$ 10,795</u>	<u>\$ 13,053</u>	<u>\$ 20,614</u>	<u>\$ 21,751</u>
Assets				
Traditional Toys and Electronics			\$ 269,411	\$ 345,668
Role Play, Novelty and Seasonal Toys			345,823	392,918
			<u>\$ 615,234</u>	<u>\$ 738,586</u>

JAKKS PACIFIC, INC. AND SUBSIDIARIES

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)**

Note 2 — Business Segments, Geographic Data, Sales by Product Group and Major Customers - (continued)

The following tables present information about the Company by geographic area as of December 31, 2011 and September 30, 2012 and for the three and nine months ended September 30, 2011 and 2012 (in thousands):

	December 31, 2011	September 30, 2012
Long-lived Assets		
United States	\$ 4,896	\$ 3,949
Hong Kong	11,290	11,181
	\$ 16,186	\$ 15,130

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2011	2012	2011	2012
Net Sales by Geographic Area				
United States	\$ 276,955	\$ 243,986	\$ 444,188	\$ 423,698
Europe	23,132	35,042	37,944	50,480
Canada	17,603	16,149	24,450	24,540
Hong Kong	1,316	385	2,788	1,490
Other	13,413	18,929	27,302	33,047
	\$ 332,419	\$ 314,491	\$ 536,672	\$ 533,255

Major Customers

Net sales to major customers for the three and nine months ended September 30, 2011 and 2012 were as follows (in thousands, except for percentages):

	Three Months Ended September 30,				Nine Months Ended September 30,			
	2011		2012		2011		2012	
	Amount	Percentage of Net Sales	Amount	Percentage of Net Sales	Amount	Percentage of Net Sales	Amount	Percentage of Net Sales
Target	\$ 50,791	15.3%	\$ 45,857	14.6%	\$ 88,923	16.6%	\$ 79,105	14.8%
Wal-Mart	93,227	28.0	62,514	19.9	132,857	24.8	94,807	17.8
Toys 'R' Us	38,877	11.7	36,765	11.7	59,923	11.2	58,072	10.9
	\$ 182,895	55.0%	\$ 145,136	46.2%	\$ 281,703	52.6%	\$ 231,984	43.5%

No other customer accounted for more than 10% of the Company's total net sales.

At December 31, 2011 and September 30, 2012, the Company's three largest customers accounted for approximately 41.3% and 39.0%, respectively, of net accounts receivable. The concentration of the Company's business with a relatively small number of customers may expose the Company to material adverse effects if one or more of its large customers were to experience financial difficulty. The Company performs ongoing credit evaluations of its top customers and maintains an allowance for potential credit losses.

JAKKS PACIFIC, INC. AND SUBSIDIARIES

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)**

Note 3 — Inventory

Inventory, which includes the ex-factory cost of goods, in-bound freight, duty and warehouse costs, is stated at the lower of cost (first-in, first-out) or market and consists of the following (in thousands):

	December 31, 2011	September 30, 2012
Raw materials	\$ 2,428	\$ 3,255
Finished goods	44,591	69,974
	\$ 47,019	\$ 73,229

Note 4 — Revenue Recognition and Reserve for Sales Returns and Allowances

Revenue is recognized upon the shipment of goods to customers or their agents, depending upon terms, provided there are no uncertainties regarding customer acceptance, the sales price is fixed or determinable and collectability is reasonably assured and not contingent upon resale.

Generally, the Company does not allow product returns. It provides its customers a negotiated allowance for breakage or defects, which is recorded when the related revenue is recognized. However, the Company does make occasional exceptions to this policy and consequently accrues a return allowance based upon historic return amounts and management estimates. The Company occasionally grants credits to facilitate markdowns and sales of slow moving merchandise. These credits are recorded as a reduction of gross sales at the time of occurrence.

The Company also participates in cooperative advertising arrangements with some customers, whereby it allows a discount from invoiced product amounts in exchange for customer purchased advertising that features the Company's products. Typically, these discounts range from 1% to 6% of gross sales, and are generally based upon product purchases or specific advertising campaigns. Such amounts are accrued when the related revenue is recognized or when the advertising campaign is initiated. These cooperative advertising arrangements are accounted for as direct selling expenses.

The Company's reserve for sales returns and allowances amounted to \$43.4 million as of December 31, 2011, compared to \$31.7 million as of September 30, 2012. This decrease was primarily due to certain customers taking their year-end allowances related to 2011 sales during 2012.

JAKKS PACIFIC, INC. AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

Note 5 — Credit Facility

On September 27, 2012, the Company and its domestic subsidiaries entered into a secured credit facility with Wells Fargo Bank, National Association (the "Loan Agreement"). The Loan Agreement provides for a \$75 million working capital revolving credit facility. The amounts outstanding under the revolving credit facility are payable in full upon maturity of the credit facility on April 30, 2013. The credit facility is secured by a substantial amount of the assets of the Company. The amount outstanding on the credit facility at September 30, 2012 was \$53,410,000; the total borrowing capacity was approximately \$70,853,000.

Aggregate maturities of the debt related to this credit facility are as follows (in thousands):

Year ending December 31:	2012	\$	0
	2013		53,410
	Total	\$	53,410

The Company's ability to borrow under the Loan Agreement is subject to its ongoing compliance with certain financial covenants, including that the Company and its subsidiaries (a) maintain and earn on a consolidated basis as of the last day of each fiscal quarter, for the rolling four quarter period ending on such date, consolidated Net Profit (as defined in the Loan Agreement) equal to or greater than \$1 (one dollar); (b) maintain a ratio of consolidated total funded debt to consolidated EBITDA (the "consolidated leverage ratio") of not greater than (i) 4.00:1.0 on September 30, 2012, (ii) 3.00:1.0 on December 31, 2012 and thereafter; and (c) maintain Liquidity (as defined in the Loan Agreement) of at least \$100,000,000.

The Loan Agreement allows the Company to borrow under the credit facility at LIBOR or at a base rate, plus applicable margins based on the funded debt to EBITDA leverage ratio for the most recent twelve month rolling quarter end. Applicable margins vary between a 150 to 200 basis point spread over LIBOR and between a negative 50 to zero basis point spread on base rate loans. As of September 30, 2012, the rate on the credit facility was 3.25%. In addition, the credit facility has an unused line fee based on the unused amount of the credit facility, ranging from 12.5 to 25 basis points.

The Loan Agreement also contains customary events of default, including a cross default provision and a change of control provision. In the event of a default, all of the obligations of the Company and its subsidiaries under the Loan Agreement may be declared immediately due and payable. For certain events of default relating to insolvency and receivership, all outstanding obligations become due and payable.

As of September 30, 2012, the Company was not in compliance with two of the three financial covenants under the Loan Agreement. To wit, at September 30, 2012, the Company had consolidated Net Profit of negative \$5,361,000 when it was required to have at least \$1 and it had a consolidated leverage ratio of 5.87 when it was required to be not greater than 4.00. The Company met the third covenant of having at least \$100,000,000 of Liquidity by having \$140,973,000 of Liquidity. By a Letter Agreement dated November 7, 2012, the Bank waived the Company's non-compliance with the two financial covenants identified above and the Loan Agreement was modified to require the Company to deliver certain additional financial reports and limited the amount that could be spent on future acquisitions without the Bank's consent to \$10 million.

In the event the Company fails to meet any of the financial covenants or any other of the original or additional covenants under the Loan Agreement in the future, the lender could declare an event of default, which could have a material adverse effect on the Company's financial condition and results of operations. The Company would be required to obtain amendments and/or waivers or renegotiate the Loan Agreement with its lender, however there is no assurance that the lender will grant any waiver or agree to an amendment or renegotiation of the Loan Agreement. Any such amendment or waiver will likely require payment of a fee, result in higher interest rates on outstanding loan amounts and/or impose other restrictions. If the lender does not agree to a waiver and/or amendment and determine an event of default has occurred, the lender may accelerate all obligations of the Company under the Loan Agreement, demand immediate repayment of all obligations, and/or terminate all commitments to extend further credit under the Loan Agreement. If access to our credit facility is limited or terminated, liquidity could be constrained, which might affect the Company's operations and growth prospects, and the Company might need to seek additional equity or debt financing. There is no assurance that such alternative financing would be available on acceptable terms or at all. Furthermore, any equity financing could result in dilution to existing stockholders and any debt financing might include restrictive covenants that could impede the Company's ability to effectively operate and grow its business in the future.

Note 6 — Convertible Senior Notes

In November 2009, the Company sold an aggregate of \$100.0 million principal amount of 4.50% Convertible Senior Notes due 2014 (the "Notes"). The Notes, which are senior unsecured obligations of the Company, pay cash interest semi-annually at a rate of 4.50% per annum and will mature on November 1, 2014. The initial conversion rate was 63.2091 shares of JAKKS common stock per \$1,000 principal amount of notes (equivalent to an initial conversion price of approximately \$15.82 per share of common stock), subject to adjustment under certain circumstances. As a result of the cash dividend of \$0.10 per share declared by the Board of Directors paid October 3, 2011, January 2, 2012, April 2, 2012, July 2, 2012 and October 1, 2012 and the above-market self-tender offer (see Note 9 – Common Stock and Preferred Stock), the new conversion rate is 67.4074 shares of JAKKS common stock per \$1,000 principal amount of notes (or approximately \$14.84 per share). Prior to August 1, 2014, holders of the Notes may convert their Notes only upon the occurrence of specified events. Upon conversion, the Notes may be settled, at the Company's election, in cash, shares of its common stock or a combination of cash and shares of its common stock. Holders of the Notes may require that the Company repurchase for cash all or some of their Notes upon the occurrence of a fundamental change (as defined).

Accounting Standards Codification ("ASC") 470-20, "Debt with Conversion and Other Options," requires the issuer of certain convertible debt instruments that may be settled in cash (or other assets) upon conversion to separately account for the liability (debt) and equity (conversion option) components of the instrument in a manner that reflects the issuer's non-convertible debt borrowing rate. In accordance with ASC 470-20, the Company allocated \$13.7 million of the \$100.0 million principal amount of the Notes to the equity component, which represents a discount to the debt that is being amortized to interest expense through November 1, 2014. Interest expense associated with the amortization of the equity component was \$0.7 million for each of the three months ended September 30, 2011 and 2012 and \$2.0 million for each of the nine months ended September 30, 2011 and 2012.

Note 7 — Income Taxes

The Company's income tax expense of \$6.0 million for the three months ended September 30, 2012 reflects an effective tax rate of 16.4%. The Company's income tax expense of \$13.3 million for the three months ended September 30, 2011 reflects an effective tax rate of 27.6%.

The Company's income tax expense of \$0.9 million for the nine months ended September 30, 2012 reflects an effective tax rate of 5.6%. Included in the tax expense of \$0.9 million is a discrete tax benefit of \$1.0 million related to a reduction in tax reserves resulting from closed statutes of limitation. The Company's income tax expense of \$9.0 million for the nine months ended September 30, 2011 reflects an effective tax rate of 23.9%. Included in the tax expense of \$9.0 million is a tax benefit of \$1.3 million related to a reduction in tax reserves resulting from closed statutes and an adjustment to record various outstanding state tax refunds.

The Company may be required to take an impairment of its domestic deferred tax assets if it is not likely that sufficient taxable income of appropriate character will be generated in the U.S. to realize the deferred tax assets.

JAKKS PACIFIC, INC. AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

Note 8 — Earnings Per Share

The following table is a reconciliation of the weighted average shares used in the computation of earnings per share for the periods presented (in thousands, except per share data):

	Three Months Ended September 30,					
	2011			2012		
	Income	Weighted Average Shares	Per-Share	Income	Weighted Average Shares	Per-Share
Earnings per share – basic						
Income available to common stockholders	\$ 34,825	26,476	\$ 1.32	\$ 30,443	22,110	\$ 1.38
Effect of dilutive securities:						
Convertible senior notes	1,289	6,329		1,289	6,707	
Options and warrants	-	11		-	5	
Unvested restricted stock grants	-	106		-	111	
Earnings per share – diluted						
Income available to common stockholders plus assumed exercises and conversion	\$ 36,114	32,922	\$ 1.10	\$ 31,732	28,933	\$ 1.10

	Nine Months Ended September 30,					
	2011			2012		
	Income	Weighted Average Shares	Per-Share	Income	Weighted Average Shares	Per-Share
Earnings per share – basic						
Income available to common stockholders	\$ 28,490	26,858	\$ 1.06	\$ 14,657	24,656	\$ 0.59
Effect of dilutive securities:						
Convertible senior notes	3,867	6,323		3,867	6,520	
Options and warrants	-	26		-	6	
Unvested restricted stock grants	-	98		-	92	
Earnings per share – diluted						
Income available to common stockholders plus assumed exercises and conversion	\$ 32,357	33,305	\$ 0.97	\$ 18,524	31,274	\$ 0.59

Basic earnings per share is calculated using the weighted average number of common shares outstanding during the period. Diluted earnings per share is calculated using the weighted average number of common shares and common share equivalents outstanding during the period (which consist of warrants, options and convertible debt to the extent they are dilutive). Common share equivalents that could potentially dilute basic earnings per share in the future, which were excluded from the computation of diluted loss per share, totaled approximately 144,665 and 119,644 for the three months ended September 30, 2011 and 2012, respectively. Common share equivalents that could potentially dilute basic earnings per share in the future, which were excluded from the computation of diluted loss per share, totaled approximately 180,034 and 126,632 for the nine months ended September 30, 2011 and 2012, respectively.

JAKKS PACIFIC, INC. AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

Note 9 — Common Stock and Preferred Stock

The Company has 105,000,000 authorized shares of stock consisting of 100,000,000 shares of \$.001 par value common stock and 5,000,000 shares of \$.001 par value preferred stock.

In January 2011, the Company issued 27,442 shares of restricted stock at a value of \$0.5 million to an executive officer, which vest, subject to certain company financial performance criteria, over a six year period beginning in February 2012. In addition, an aggregate of 26,480 shares of restricted stock was issued to its five non-employee directors, which vest in January 2012, at an aggregate value of approximately \$0.5 million. In February 2011, the Company issued an aggregate of 65,363 shares of restricted stock at a value of \$1.2 million to certain employees including an executive officer, which vest over a three-year period beginning in December 2011. In addition, the company issued 18,238 shares of restricted stock at a value of \$0.3 million to an executive officer, which vest, subject to certain company financial performance criteria, over a six year period beginning in February 2011. In March 2011, the Company cancelled an aggregate of 5,000 shares of restricted stock due to the termination of an employee and the refusal of a grant by a current employee. During the first quarter of 2011, an executive officer surrendered an aggregate of 57,096 shares of restricted stock at a value of approximately \$1.0 million to cover income taxes on the 2011 vesting of his restricted shares.

In April 2011, the Company issued 5,500 shares of common stock on the exercise of options at a value of \$73,480. Also, in April 2011, the Company cancelled an aggregate of 19,362 shares of restricted stock due to the termination of two employees. In May 2011, the Company issued 4,500 shares of common stock on the exercise of options at a value of \$60,120. In June 2011, the Company cancelled 13,013 shares of restricted stock due to the termination of an employee.

In January 2012, the Company issued 35,435 shares of restricted stock at a value of \$0.5 million to an executive officer, which vest, subject to certain company financial performance criteria, over a five year period beginning in January 2013. Also, in January 2012, the Company issued 5,315 shares of restricted stock at a value of \$0.1 million to an executive officer, which vest, subject to certain company financial performance criteria, over a three year period beginning in January 2013. In addition, an aggregate of 34,810 shares of restricted stock were issued to its five non-employee directors, which vest in January 2013, at an aggregate value of approximately \$0.5 million. In March 2012, the Company cancelled an aggregate of 2,928 shares of restricted stock due to the departure from the Company of two employees prior to vesting of their shares. During the first half of 2012, certain employees, including an executive officer, surrendered an aggregate of 5,790 shares of restricted stock at a value of approximately \$0.1 million to cover income taxes on the vesting of shares.

During the second quarter of 2012, the Company issued an aggregate of 4,252 shares of restricted stock to two new non-employee directors, which vest in January 2013, at an aggregate value of approximately \$0.1 million.

On July 5, 2012, the Company completed a self-tender offer to its shareholders and purchased 4 million shares of its common stock at a price of \$20.00 per share for a total of \$80.0 million, excluding offering costs of approximately \$0.6 million. The tendered shares were immediately retired.

On September 12, 2012, the Company issued warrants of 1.5 million shares at a value of \$7.0 million for certain exclusive rights (see Note 11 - Joint Ventures).

All issuances of common stock, including those issued pursuant to stock option and warrant exercises, restricted stock grants and acquisitions, are issued from the Company's authorized but not issued and outstanding shares.

JAKKS PACIFIC, INC. AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)

Note 10 — Business Combinations

In October 2008, the Company acquired substantially all of the assets of Tollytots Limited. The total initial consideration of \$26.8 million consisted of \$12.0 million in cash and the assumption of liabilities in the amount of \$14.8 million, and resulted in goodwill of \$4.1 million, all of which was determined to be impaired and was written off in the quarter ended June 30, 2009. In addition, the Company agreed to pay an earn-out of up to an aggregate amount of \$5.0 million in cash over the three calendar years following the acquisition based on the achievement of certain financial performance criteria, which was recorded as goodwill when earned. In the first earn-out period ended December 31, 2009, no portion of the earn-out was earned, while \$1.7 million was earned for each of the second and third earn-out periods ended December 31, 2010 and 2011. Tollytots is a leading designer and producer of licensed baby dolls and baby doll pretend play accessories based on well-known brands and was included in the Company's results of operations from the date of acquisition.

In October 2008, the Company acquired all of the stock of Kids Only, Inc. and a related Hong Kong company, Kids Only Limited (collectively, "Kids Only"). The total initial consideration of \$23.8 million consisted of \$20.4 million in cash and the assumption of liabilities in the amount of \$3.4 million, and resulted in goodwill of \$13.2 million, all of which has been determined to be impaired and was written off in the quarter ended June 30, 2009. In addition, the Company agreed to pay an earn-out of up to an aggregate amount of \$5.6 million in cash over the three calendar years following the acquisition based on the achievement of certain financial performance criteria, which was recorded as goodwill when earned. For the earn-out periods ended September 30, 2009, 2010 and 2011, \$1.9 million, \$1.9 million and \$1.8 million were earned, respectively. Kids Only is a leading designer and producer of licensed indoor and outdoor kids' furniture, and has an extensive portfolio which also includes baby dolls and accessories, room décor and a myriad of other children's toy products and was included in the Company's results of operations from the date of acquisition.

In October 2011, the Company acquired all of the stock of Moose Mountain Toymakers Limited, a Hong Kong company, and a related New Jersey company, Moose Mountain Marketing, Inc. (collectively, "Moose Mountain"). The total initial consideration of \$32.2 million consisted of \$16.7 million in cash and the assumption of liabilities in the amount of \$15.5 million, and resulted in goodwill of \$14.2 million. In addition, the Company agreed to pay an earn-out of up to an aggregate amount of \$5.3 million in cash over the three calendar years following the acquisition based on the achievement of certain financial performance criteria. The fair value of the expected earn-out of \$4.6 million was included in goodwill and assumed liabilities as of December 31, 2011. All future changes to the earn-out liability will be charged to income. Moose Mountain is a leading designer and producer of foot to floor ride-ons, inflatable environments, wagons, pinball machines and tents and was included in the Company's results of operations from the date of acquisition.

On July 26, 2012, the Company acquired all of the stock of Maui, Inc., an Ohio corporation, Kessler Services, Inc., a Nevada corporation, and A.S. Design Limited, a Hong Kong corporation (collectively, "Maui"). The total initial consideration of \$37.6 million consisted of \$36.2 million in cash and the assumption of liabilities in the amount of \$1.4 million. In addition, the Company agreed to pay an earn-out of up to an aggregate amount of \$18.0 million in cash over the three calendar years following the acquisition based on the achievement of certain financial performance criteria, which has been accrued and recorded as goodwill as of September 30, 2012. The Company has not finalized its purchase price allocation for Maui and has engaged a third party to perform studies and valuations of the estimated fair value of assets and liabilities assumed. Maui is a leading manufacturer and distributor of spring and summer activity toys and impulse toys and was included in the Company's results of operations from the date of acquisition.

On September 14, 2012, the Company acquired all of the stock of JKID, LTD., a United Kingdom corporation for an initial cash consideration of \$1.1 million and deferred cash payments of \$5.5 million payable in five semi annual payments of \$1.1 million each. In addition, the Company agreed to pay an earn-out of up to an aggregate amount of \$4.4 million in cash over the two year period of 2015 through 2016, based upon the achievement of certain financial performance criteria, which has been accrued and recorded as goodwill as of September 30, 2012. The Company has not finalized its purchase price allocation for JKID and has engaged a third party to perform studies and valuations of the estimated fair value of assets and liabilities assumed. JKID is the developer of augmented reality technology that enhances the play patterns of toys and consumer products.

During the first quarter of 2011, an aggregate of \$3.6 million of earn-out was paid in connection with the Tollytots and Kids Only acquisitions. During the first quarter of 2012, an aggregate of \$1.7 million of earn-out was paid in connection with the Tollytots acquisition, in addition to a working capital adjustment of \$0.7 million in connection with the Moose Mountain acquisition.

Note 11 — Joint Ventures

The Company owned a fifty percent interest in a joint venture with THQ Inc. (“THQ”), which developed, published and distributed interactive entertainment software for the leading hardware game platforms in the home video game market. Pursuant to a Settlement Agreement and Mutual Release (the “Agreement”) dated December 22, 2009, the joint venture was terminated on December 31, 2009 and THQ is obligated to pay the Company fixed payments in the aggregate amount of \$20.0 million, to be paid in installments of \$6.0 million on each of June 30, 2010 (payment received in June 2010) and 2011 (payment received in June 2011) and \$4.0 million on each of June 30, 2012 and 2013 which the Company will record as income on a cash basis when received, as the Company cannot reasonably assure its collectability. Pursuant to an amendment to the Agreement, the 2012 installment is to be paid \$2.0 million on June 20, 2012 (payment received in June 2012) and \$1.0 million plus accrued interest of 5% per annum on each of August 30, 2012 (payment received in August 2012) and October 30, 2012 (payment received in October 2012) and the 2013 installment is to be paid in ten equal monthly non-interest bearing installments of \$0.4 million commencing on February 28, 2013.

The Company owns a fifty percent interest in a joint venture (“Pacific Animation Partners”) with the U.S. entertainment subsidiary of a leading Japanese advertising and animation production company. The joint venture was created to develop and produce a boys’ animated television show, which it licenses worldwide for television broadcast as well as consumer products. The Company is producing and marketing toys based upon the television program under a license from the joint venture. The joint venture has also licensed certain other merchandising rights to third parties. The Company is responsible for fifty percent of the operating expenses of the joint venture and thirty-one percent of the production costs of the television show. The joint venture completed and delivered 26 episodes of the show, which began airing in February 2012, and commenced production on the remaining 26 episodes of the show. The Company is responsible for production costs in the aggregate amount of approximately \$3.7 million, of which \$2.7 million and \$0.9 million were paid in 2011 and 2012, respectively. The Company’s investment is being accounted for using the equity method. For the three months ended September 30, 2011 and September 30, 2012, the Company recognized a loss from the joint venture of \$25,787 and income of \$48,116, respectively, including producer fees and royalty income from the joint venture of nil and \$45,711. For the nine months ended September 30, 2011 and September 30, 2012, the Company recognized a loss from the joint venture of \$ 24,869 and income of \$3,914, respectively, including producer fees and royalty income from the joint venture in the amount of nil and \$123,348 for the nine months ended September 30, 2011 and 2012, respectively.

As of December 31, 2011 and September 30, 2012, the balance of the investment in the Pacific Animation Partners joint venture includes the following components (in thousands):

	December 31, 2011	September 30, 2012
Capital Contributions, net of distributions	\$ 2,826	\$ 3,977
Equity in cumulative net loss	(90)	(210)
Investment in joint venture	\$ 2,736	\$ 3,767

On September 12, 2012, the Company entered into a joint venture (“DreamPlay Toys”) with NantWorks LLC (“NantWorks”) in which it owns a fifty percent interest. Pursuant to the operating agreement of DreamPlay Toys, the Company paid to NantWorks cash in the amount of \$8.0 million and issued NantWorks a warrant to purchase 1.5 million shares of the Company’s common stock at an exercise price of \$16.2823 per share at a value of \$7.0 million in exchange for the exclusive right to arrange for the provision of the NantWorks platform for toy products. The fair value of the warrant was estimated using the Black-Scholes method, using assumptions consistent with our application of ASC 505-50, *Equity-Based Payments to Non-Employees* (“ASC 505-50”), which are as follows:

	September 12, 2012
Risk-free interest rate	0.70%
Expected volatility	42.28%
Expected life (years)	5.0
Expected dividend yield	2.5%

The Company’s computation of expected volatility is based upon the historical daily volatility of its publicly traded stock. The Company used the warrant’s contracted life for the expected life. The dividend yield assumption is based upon the Company’s annualized dividend yield at the time of issuance. The risk-free interest rate is equal to the U.S. Treasury rate in effect at the time of the grant for instruments with a similar expected life.

The Company has classified these rights as an intangible asset and will amortize the asset over the anticipated revenue stream from the exploitation of these rights. The joint venture entered into a Toy Services Agreement with an initial term of three years expiring on October 1, 2015 and a renewal period at the option of the Company expiring October 1, 2018, subject to the achievement of certain financial targets, to develop and produce toys utilizing recognition technologies owned by NantWorks. Pursuant to the terms of the Toy Services Agreement, NantWorks is entitled to receive a preferred return based on net sales of DreamPlay Toys product sales and third party license fees. The Company retains the financial risk of the joint venture and is responsible for the day-to-day operations, including development, sales and distribution, for which it is entitled to receive any remaining profit or is responsible for any losses, and the results of operations of the joint venture will be consolidated with the Company’s results. Sales of DreamPlay Toys products is expected to commence in the second quarter of 2013.

As of September 30, 2012, the balance of the investment in the DreamPlay Toys joint venture was nil.

In addition, the Company invested \$7.0 million in cash in exchange for a five percent economic interest in a related entity, DreamPlay LLC, that will exploit the recognition technologies in non-toy consumer product categories. NantWorks has the right to repurchase the Company’s interest for \$7.0 million. The Company has classified this investment as a long term asset on its balance sheet.

JAKKS PACIFIC, INC. AND SUBSIDIARIES

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)**

Note 12 — Goodwill

The changes to the carrying amount of goodwill for the nine months ended September 30, 2012 are as follows (in thousands):

	Traditional Toys and Electronics	Role Play, Novelty and Seasonal Toys	Total
Balance at beginning of the period	\$ 17,597	\$ 6,418	\$ 24,015
Additions to goodwill resulting from acquisitions	11,629	15,127	26,756
Balance, September 30, 2012	<u>\$ 29,226</u>	<u>\$ 21,545</u>	<u>\$ 50,771</u>

The Company applies a fair value-based impairment test to the net book value of goodwill and indefinite-lived intangible assets on an annual basis and, if certain events or circumstances indicate that an impairment loss may have been incurred, on an interim basis. The analysis of potential impairment of goodwill requires a two-step process. The first step is the estimation of fair value. If step one indicates that an impairment potentially exists, the second step is performed to measure the amount of impairment, if any. Goodwill impairment exists when the estimated fair value of goodwill is less than its carrying value. There was no goodwill impairment during the periods ended September 30, 2011 and 2012.

JAKKS PACIFIC, INC. AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

Note 13 — Intangible Assets Other Than Goodwill

Intangible assets other than goodwill consist primarily of licenses, product lines, customer relationships and trademarks. Amortized intangible assets are included in Intangibles in the accompanying balance sheets. Trademarks are disclosed separately in the accompanying balance sheets. Debt offering costs from the issuance of the Company's convertible senior notes are included in Other Long Term Assets in the accompanying balance sheets. Intangible assets and debt issuance costs are as follows (in thousands, except for weighted useful lives):

	Weighted Useful Lives (Years)	December 31, 2011			September 30, 2012		
		Gross Carrying Amount	Accumulated Amortization	Net Amount	Gross Carrying Amount	Accumulated Amortization	Net Amount
Amortized Intangible Assets:							
Licenses	4.96	91,488	(72,797)	18,691	91,488	(77,214)	14,274
Product lines	5.75	19,500	(18,787)	713	64,435	(19,273)	45,162
Customer relationships	5.21	7,096	(4,800)	2,296	9,196	(5,693)	3,503
Trade names	5.00	—	—	—	3,000	(100)	2,900
Non-compete/Employment contracts	3.90	3,133	(3,080)	53	3,333	(3,140)	193
Total amortized intangible assets		121,217	(99,464)	21,753	171,452	(105,420)	66,032
Deferred Costs:							
Debt issuance costs	2.91	3,678	(1,592)	2,086	4,163	(2,214)	1,949
Unamortized Intangible Assets:							
Trademarks		2,308	—	2,308	2,308	—	2,308
Total Intangible Assets:		127,203	(101,056)	26,147	177,923	(107,634)	70,289

Amortization expense related to limited life intangible assets and debt offering costs was \$4.0 million and \$4.2 million for the three months ended September 30, 2011 and 2012, respectively, and \$7.6 million and \$6.6 million for the nine months ended September 30, 2011 and 2012, respectively.

JAKKS PACIFIC, INC. AND SUBSIDIARIES

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)**

Note 14 — Comprehensive Income

The table below presents the components of the Company's comprehensive income for the three and nine months ended September 30, 2011 and 2012 (in thousands):

	<u>Three Months Ended September 30,</u>		<u>Nine Months Ended September 30,</u>	
	2011	2012	2011	2012
Net Income	\$ 34,825	\$ 30,443	\$ 28,490	\$ 14,657
Other comprehensive income (loss):				
Foreign currency translation adjustment	166	(67)	129	(34)
Comprehensive income	<u>\$ 34,991</u>	<u>\$ 30,376</u>	<u>\$ 28,619</u>	<u>\$ 14,623</u>

Note 15 — Litigation

The Company is a party to, and certain of its property is the subject of, various pending claims and legal proceedings that routinely arise in the ordinary course of its business. The Company does not believe that any of these claims or proceedings will have a material effect on its business, financial condition or results of operations.

JAKKS PACIFIC, INC. AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

Note 16 — Share-Based Payments

The Company's 2002 *Stock Award and Incentive Plan* (the "Plan") provides for the awarding of stock options and restricted stock to employees, officers and non-employee directors. Under the Plan, the Company grants directors, certain executives and other key employees restricted common stock, with vesting contingent upon completion of specified service periods ranging from one to five years. The Company also grants certain executives performance-based awards, with vesting contingent upon the Company's achievement of specified financial goals. The Plan is more fully described in Notes 14 and 16 to the Consolidated Financial Statements in the Company's 2011 Annual Report on Form 10-K.

The following table summarizes the total share-based compensation expense and related tax benefits recognized for the three and nine months ended September 30, 2011 and 2012 (in thousands):

	<u>Three Months Ended September 30,</u>		<u>Nine Months Ended September 30,</u>	
	2011	2012	2011	2012
Restricted stock compensation expense	\$ 429	\$ 383	\$ 1,547	\$ 1,189
Tax benefit related to restricted stock compensation	\$ 145	\$ 144	\$ 558	\$ 448

Stock option activity pursuant to the Plan for the nine months ended September 30, 2012 is summarized as follows:

	<u>Plan Stock Options</u>	
	<u>Number of Shares</u>	<u>Weighted Average Exercise Price</u>
Outstanding, December 31, 2011	182,665	\$ 19.11
Granted	—	\$ —
Exercised	(7,500)	\$ 13.47
Cancelled	(40,521)	\$ 17.79
Outstanding, September 30, 2012	<u>134,644</u>	\$ 19.82

Restricted stock award activity pursuant to the Plan for the nine months ended September 30, 2012 is summarized as follows:

	<u>Restricted Stock Awards</u>	
	<u>Number of Shares</u>	<u>Weighted Average Grant Price</u>
Outstanding, December 31, 2011	142,184	\$ 18.15
Awarded	79,812	\$ 14.32
Released	(39,636)	\$ 18.24
Forfeited	(2,928)	\$ 18.26
Outstanding, September 30, 2012	<u>179,432</u>	\$ 16.43

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion and analysis of financial condition and results of operations should be read together with our Condensed Consolidated Financial Statements and Notes thereto, which appear elsewhere herein.

Critical Accounting Policies and Estimates

The accompanying consolidated financial statements and supplementary information were prepared in accordance with accounting principles generally accepted in the United States of America. Significant accounting policies are discussed in Note 2 to the Consolidated Financial Statements set forth in our Annual Report on Form 10-K for the fiscal year ended December 31, 2011. Inherent in the application of many of these accounting policies is the need for management to make estimates and judgments in the determination of certain revenues, expenses, assets and liabilities. As such, materially different financial results can occur as circumstances change and additional information becomes known. The policies with the greatest potential effect on our results of operations and financial position include:

Allowance for Doubtful Accounts. Our allowance for doubtful accounts is based upon management's assessment of the business environment, customers' financial condition, historical collection experience, accounts receivable aging, customer disputes and the collectability of specific customer accounts. If there were a deterioration of a major customer's creditworthiness, or actual defaults higher than our historical experience, our estimates of the recoverability of amounts due to us could be overstated, which could have an adverse impact on our operating results. Our allowance for doubtful accounts is also affected by the time at which uncollectible accounts receivable balances are actually written off.

Major customers' accounts are monitored on an ongoing basis; more in-depth reviews are performed based upon changes in a customer's financial condition and/or the level of credit being extended. When a significant event occurs, such as a bankruptcy filing by a specific customer, and on a quarterly basis, the allowance is reviewed for adequacy and the balance or accrual rate is adjusted to reflect current risk prospects.

Revenue Recognition. Our revenue recognition policy is to recognize revenue when persuasive evidence of an arrangement exists, title transfer has occurred (product shipment), the price is fixed or readily determinable and collectability is probable. Sales are recorded net of sales returns and discounts, which are estimated at the time of shipment based upon historical data. We routinely enter into arrangements with our customers to provide sales incentives and support customer promotions and we provide allowances for returns and defective merchandise. Such programs are primarily based upon customer purchases, customer performance of specified promotional activities and other specified factors such as sales to consumers. Accruals for these programs are recorded as sales adjustments that reduce gross revenue in the period in which the related revenue is recognized.

Goodwill and other indefinite-lived intangible assets. Goodwill and indefinite-lived intangible assets are not amortized, but are tested for impairment at least annually at the reporting unit level.

Factors we consider important that could trigger an impairment review include the following:

- significant underperformance relative to expected historical or projected future operating results;
- significant changes in the manner of our use of the acquired assets or the strategy for our overall business; and
- significant negative industry or economic trends.

Due to the subjective nature of the impairment analysis, significant changes in the assumptions used to develop the estimate could materially affect the conclusion regarding the future cash flows necessary to support the valuation of long-lived assets, including goodwill. The valuation of goodwill involves a high degree of judgment. Based upon the assumptions underlying the valuation, impairment is determined by estimating the fair value of a reporting unit and comparing that value to the reporting unit's book value. If the implied fair value is more than the book value of the reporting unit, an impairment loss is not indicated. If impairment exists, the fair value of the reporting unit is allocated to all of its assets and liabilities excluding goodwill, with the excess amount representing the fair value of goodwill. An impairment loss is measured as the amount by which the book value of the reporting unit's goodwill exceeds the estimated fair value of that goodwill.

Goodwill, Trademarks (net) and Intangible assets amounted to \$119.1 million as of September 30, 2012 and \$48.1 million as of December 31, 2011.

Reserve for Inventory Obsolescence. We value our inventory at the lower of cost or market. Based upon a consideration of quantities on hand, actual and projected sales volume, anticipated product selling prices and product lines planned to be discontinued, slow-moving and obsolete inventory is written down to its net realizable value.

Failure to accurately predict and respond to consumer demand could result in us under-producing popular items or over-producing less popular items. Furthermore, significant changes in demand for our products would impact management's estimates in establishing our inventory provision.

Management's estimates are monitored on a quarterly basis and a further adjustment to reduce inventory to its net realizable value is recorded, as an increase to cost of sales, when deemed necessary under the lower of cost or market standard.

Income Allocation for Income Taxes. Our quarterly income tax provision and related income tax assets and liabilities are based on estimated annual income as allocated to the various tax jurisdictions based upon our transfer pricing study, US and foreign statutory income tax rates and tax regulations and planning opportunities in the various jurisdictions in which we operate. Significant judgment is required in interpreting tax regulations in the US and foreign jurisdictions, and in evaluating worldwide uncertain tax positions. Actual results could differ materially from those judgments, and changes from such judgments could materially affect our consolidated financial statements.

Discrete Items for Income Taxes. A discrete tax benefit of \$1.0 million related to a reduction in tax reserves resulting from closed statutes of limitation was recognized during the nine months ended September 30, 2012. During this same period in 2011, we recognized a discrete tax benefit of \$1.3 million related to a reduction in tax reserves resulting from closed statutes and an adjustment to record various outstanding state tax refunds.

Income taxes and interest and penalties related to income tax payable. We do not file a consolidated return for our foreign subsidiaries. We file federal and state returns and our foreign subsidiaries each file returns as required. Deferred taxes are provided on an asset and liability method, whereby deferred tax assets are recognized as deductible temporary differences and operating loss and tax credit carry-forwards and deferred tax liabilities are recognized for taxable temporary differences. Temporary differences are the differences between the reported amounts of assets and liabilities and their tax bases. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some or all of the deferred tax assets will not be realized. Deferred tax assets and liabilities are adjusted for the effects of changes in tax laws and rates on the date of enactment.

Management employs a threshold and measurement process for recording in the financial statements uncertain tax positions taken or expected to be taken in a tax return. Tax benefits that are subject to challenge by tax authorities are analyzed and accounted for in the income tax provision.

We accrue a tax reserve for additional income taxes, which may become payable in future years as a result of audit adjustments by tax authorities. The reserve is based upon management's assessment of all relevant information and is periodically reviewed and adjusted as circumstances warrant. As of September 30, 2012, our income tax reserves were approximately \$3.9 million and relate to the potential income tax audit adjustments, primarily in the areas of fixed asset depreciation in Hong Kong and ongoing state audits. As of December 31, 2011, our income tax reserves were approximately \$5.0 million and related to the potential income tax audit adjustments, primarily in the areas of income allocation, foreign depreciation allowances and state taxes.

Share-Based Compensation. We grant restricted stock awards to our employees (including officers) and to non-employee directors under our 2002 Stock Award and Incentive Plan (the "Plan"), which incorporated the shares remaining under our Third Amended and Restated 1995 Stock Option Plan. The benefits provided under the Plan are share-based payments. We amortize over a requisite service period, the net total deferred restricted stock expense based upon the fair value of the stock on the date of the grants. In certain instances, the service period may differ from the period in which each award will vest. Additionally, certain groups of grants are subject to an expected forfeiture rate calculation.

Recent Developments

Oaktree Capital Management L.P.

On September 13, 2011, we received an unsolicited letter from Oaktree Capital Management L.P. ("Oaktree") expressing a non-binding indication of interest in acquiring our company for \$20 per share, subject to due diligence and Oaktree's ability to raise the necessary debt financing. Oaktree had initially contacted us in March 2011 regarding an earlier non-binding and highly conditional indication of interest in acquiring our company. With the advice and assistance of its independent financial advisors and special counsel, our Board of Directors reviewed and analyzed the terms of Oaktree's indication of interest. After several Board meetings, a meeting with Oaktree attended by its independent financial advisors and special counsel and other communications, in July of 2011 our Board unanimously determined that pursuing Oaktree's initial indication of interest would not be in the best interest of our shareholders. The Board communicated its conclusion to Oaktree in July 2011. We heard nothing further from Oaktree until we received the September 13, 2011 letter, which Oaktree simultaneously made public. Once again, after a thorough review with the advice and assistance of our independent financial advisors and special counsel, our Board unanimously determined that Oaktree's highly conditional and non-binding indication of interest was inadequate and not in the best interest of our shareholders. On October 5, 2011, our Board sent a letter to Oaktree conveying its determination.

On April 17, 2012, we received another letter from Oaktree Capital Management, L.P. reiterating its interest in acquiring us. By a letter dated the same day, we responded that we acknowledged receipt of their continuing indication of interest and stated (i) that there was nothing new in their letter as they have not now and never have made a "cash offer" to acquire us; (ii) the only thing our Board of Directors and its independent financial and legal advisors have been presented with are non-binding indications of interest and invitations to negotiate; and (iii) that their indication of interest remains—as it has been for over a year—subject to both due diligence and financing. We also noted that their letter did not even contain a price.

Clinton Group, Inc.

On April 22, 2012, we entered into an agreement (the "Clinton Group Agreement") with Clinton Group, Inc. and its affiliated funds ("Clinton") providing for the following matters.

Pursuant to the Clinton Group Agreement, we agreed to expand the Board from six to eight directors, approved the election of Peter F. Reilly as an independent director to fill one of the new board seats and agreed that the new independent director to fill the remaining vacancy on the Board would be subject to Clinton's reasonable approval. We also approved Mr. Reilly's appointment to the Nominating and Corporate Governance Committee and Audit Committee of the Board. On May 8, 2012, we approved the election of Leigh Anne Brodsky as an independent director to fill such vacancy. We also approved Ms. Brodsky's appointment to the Nominating and Corporate Governance Committee and the Compensation Committee of the Board.

We agreed to commence a tender offer to our shareholders to purchase our common stock with an aggregate value of at least \$80.0 million at a price per share equal to at least \$20.00 per share no later than May 25, 2012. On July 5, 2012, we completed the tender offer for four million shares at \$20.00 per share for a total of \$80.0 million, excluding offering costs of approximately \$0.6 million.

We also authorized our representatives to meet with Oaktree and to provide Oaktree with a reasonable opportunity to conduct diligence on us, subject to execution of a customary confidentiality agreement. We could not agree upon the terms of a confidentiality agreement that appropriately protected our interests, and on June 15, 2012, we received a letter from Oaktree that it was terminating discussions about the confidentiality agreement because it could not agree to the terms we had proposed and, accordingly, the meeting never occurred and due diligence was not conducted.

Clinton agreed to certain standstill restrictions until, generally, 60 days prior to the 2013 annual meeting of our stockholders. They further agreed to support and vote for our incumbent Board at our 2012 annual meeting of stockholders and, until the expiration of the standstill period, in connection with any special meeting or written consent solicitation.

Acquisitions

On July 26, 2012, we acquired all of the stock of Maui, Inc., an Ohio corporation, Kessler Services, Inc., a Nevada corporation, and A.S. Design Limited, a Hong Kong corporation (collectively, "Maui"). The total initial consideration of \$37.6 million consisted of \$36.2 million in cash and the assumption of liabilities in the amount of \$1.4 million. In addition, we agreed to pay an earn-out of up to an aggregate amount of \$18.0 million in cash over the three calendar years following the acquisition based on the achievement of certain financial performance criteria, which has been accrued and recorded as goodwill as of September 30, 2012. We have not finalized our purchase price allocation for Maui and have engaged a third party to perform studies and valuations of the estimated fair value of assets and liabilities assumed. Maui is a leading manufacturer and distributor of spring and summer activity toys and impulse toys and was included in our results of operations from the date of acquisition.

On September 14, 2012, we acquired all of the stock of JKID, LTD., a United Kingdom corporation for an initial cash consideration of \$1.1 million and deferred cash payments of \$5.5 million payable in five semi annual payments of \$1.1 million each. In addition, we agreed to pay an earn-out of up to an aggregate amount of \$4.4 million in cash over the two year period of 2015 through 2016, based upon the achievement of certain financial performance criteria, which has been accrued and recorded as goodwill as of September 30, 2012. We have not finalized our purchase price allocation for JKID and have engaged a third party to perform studies and valuations of the estimated fair value of assets and liabilities assumed. JKID is the developer of augmented reality technology that enhances the play patterns of toys and consumer products.

Results of Operations

The following unaudited table sets forth, for the periods indicated, certain statement of income data as a percentage of net sales.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2011	2012	2011	2012
Net sales	100.0%	100.0%	100.0%	100.0%
Cost of sales	68.2	69.2	67.4	68.7
Gross profit	31.8	30.8	32.6	31.3
Selling, general and administrative expenses	16.7	18.9	25.7	28.0
Income from operations	15.1	11.9	6.9	3.3
Profit from video game joint venture	—	0.3	1.1	0.6
Equity in net income of joint venture	—	—	—	—
Interest income	—	—	0.1	0.1
Interest expense, net of benefit	(0.6)	(0.6)	(1.1)	(1.1)
Income before provision for income taxes	14.5	11.6	7.0	2.9
Provision for income taxes	4.0	1.9	1.7	0.2
Net Income	10.5%	9.7%	5.3%	2.7%

The following unaudited table summarizes, for the periods indicated, certain income statement data by segment (in thousands).

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2011	2012	2011	2012
Net Sales				
Traditional Toys and Electronics	\$ 163,199	\$ 171,156	\$ 269,096	\$ 285,197
Role Play, Novelty and Seasonal Toys	169,220	143,335	267,576	248,058
	<u>332,419</u>	<u>314,491</u>	<u>536,672</u>	<u>533,255</u>
Cost of Sales				
Traditional Toys and Electronics	106,646	116,822	178,364	191,669
Role Play, Novelty and Seasonal Toys	120,103	100,957	183,275	174,415
	<u>226,749</u>	<u>217,779</u>	<u>361,639</u>	<u>366,084</u>
Gross Profit				
Traditional Toys and Electronics	56,553	54,334	90,732	93,528
Role Play, Novelty and Seasonal Toys	49,117	42,378	84,301	73,643
	<u>\$ 105,670</u>	<u>\$ 96,712</u>	<u>\$ 175,033</u>	<u>\$ 167,171</u>

Comparison of the Three Months Ended September 30, 2012 and 2011

Net Sales

Traditional Toys and Electronics. Net sales of our Traditional Toys and Electronics segment were \$171.2 million for the three months ended September 30, 2012, compared to \$163.2 million for the prior year period, representing an increase of \$8.0 million, or 4.9%. The increase in net sales was primarily due to the launch of Power Train, action figures based on the animation series Monsuno, Disney large dolls and accessories, Winx Club® dolls and sales contribution of our recently acquired Moose Mountain division. This was offset in part by decreases in unit sales of some products, including Max Force®, Real Construction®, Spy Net®, action figures and playsets based on the Smurfs movie and electronics based on the Plug it in and Play TV Games® brand.

Role Play, Novelty and Seasonal Toys. Net sales of our Role Play, Novelty and Seasonal Toys were \$143.3 million for the three months ended September 30, 2012, compared to \$169.2 million for the prior year period, representing decrease of \$25.9 million, or 15.3%. The decrease in net sales was primarily due to decreases in unit sales of our Disney Princess® dress up and role play items, Halloween costumes and accessories and our kids outdoor furniture and activity tables, offset in part by the sales contribution of our recently acquired Maui Toys division.

Cost of Sales

Traditional Toys and Electronics. Cost of sales of our Traditional Toys and Electronics segment was \$116.8 million, or 68.3% of related net sales, for the three months ended September 30, 2012, compared to \$106.6 million, or 65.3% of related net sales, for the prior year period, representing an increase of \$10.2 million, or 9.6%. The dollar increase in cost of sales consisted of a \$8.0 million increase of product cost, which is mostly due to a higher volume of sales and also due to a higher volume of lower margin sales. Royalty expense increased by \$1.3 million and is consistent with the higher volume of sales. Our depreciation of molds and tools for the segment was comparable year over year.

Role Play, Novelty and Seasonal Toys. Cost of sales of our Role Play, Novelty and Seasonal Toys segment was \$101.0 million, or 70.4% of related net sales, for the three months ended September 30, 2012, compared to \$120.1 million, or 71.0% of related net sales, for the prior year period, representing a decrease of \$19.1 million, or 15.9%. Product costs decreased by \$16.1 million, which is in line with the lower volume of sales and is comparable as a percentage of net sales year over year. Royalty expense decreased by \$3.3 million, which is in line with the lower volume of sales. Our depreciation of molds and tools for the segment was comparable year over year.

Selling, General and Administrative Expenses

Selling, general and administrative expenses were \$59.4 million for the three months ended September 30, 2012 and \$55.6 million for the prior year period, constituting 18.9% and 16.7% of net sales, respectively. Selling, general and administrative expenses increased \$3.8 million from the prior year period, primarily due to increases in media buys to advertise our product (\$4.2 million), travel expenses (\$0.4 million), legal and financial advising fees related to the unsolicited indication of interest to acquire the Company (\$0.3 million), product development (\$0.5 million) and bad debt expense (\$0.4 million), offset in part by a decrease in salaries and employee benefits, including bonus (\$1.9 million). Selling, general and administrative expenses increased as a percentage of sales due to the lower sales volume.

Profit from Video Game Joint Venture

Pursuant to a Settlement Agreement and Mutual Release dated December 22, 2009, the video game joint venture with THQ was terminated on December 31, 2009. In each of June 2010 and 2011, we received a fixed payment from THQ in the amount of \$6.0 million, which was recognized as income during the respective quarters. On June 27, 2012, the settlement agreement was amended, whereby the payment terms for the remaining \$8.0 million owed by THQ will be paid as follows: \$2.0 million on June 29, 2012, \$1.0 million each on August 30, 2012 and October 30, 2012 and ten equal consecutive monthly non-interest bearing payments of \$0.4 million beginning February 28, 2013. Each of the 2012 payments due after June 2012 carry an interest rate of 5%, calculated from June 30, 2012 to the date of payment. In June, August and October 2012 we received the scheduled payments from THQ in the amounts of \$2.0 million, \$1.0 million plus interest and \$1.0 million plus interest, respectively. Future payments will be recorded as income on a cash basis.

Equity in Net Income (Loss) of Joint Venture

Operations of the animated television show joint venture commenced in the fourth quarter of 2010. We recognized nominal income for the three months ended September 30, 2012, and a nominal loss for the prior year period.

Interest Income

Interest income for the three months ended September 30, 2012 was \$0.1 million, compared to \$0.1 million for the three months ended September 30, 2011.

Interest Expense

Interest expense was \$2.0 million for the three months ended September 30, 2012, compared to \$2.1 million for the prior period. For both periods, interest expense of \$2.0 million related to our convertible senior notes payable was comprised of coupon interest of \$1.1 million and amortization of debt discount and debt issuance costs of \$0.9 million.

Provision for Income Taxes

Our income tax expense, which includes federal, state and foreign income taxes and discrete items, was \$6.0 million, or an effective tax rate of 16.5%, for the three months ended September 30, 2012. During the same period of 2011, our income tax expense was \$13.3 million, or an effective tax rate of 27.6%.

Comparison of the Nine Months Ended September 30, 2012 and 2011

Net Sales

Traditional Toys and Electronics. Net sales of our Traditional Toys and Electronics segment were \$285.2 million for the nine months ended September 30, 2012, compared to \$269.1 million for the prior year period, representing an increase of \$16.1 million, or 6.0%. The increase in net sales was primarily due to the launches of our Monsuno® toy line and Winx Club® dolls, increased unit sales of our large baby dolls and accessories based on Disney Princess® characters and the inclusion of our recent acquisition, Moose Mountain. This was offset in part by decreases in unit sales of some products, including Max Force®, Real Construction® activity products, electronics based on the Spy Net™ brand, action figures and plush items based on the Club Penguin®, Smurfs® and Pokémon® figures and accessories and electronics based on the Plug it in and Play TV Games® brand.

Role Play, Novelty and Seasonal Toys. Net sales of our Role Play, Novelty and Seasonal Toys were \$248.1 million for the nine months ended September 30, 2012, compared to \$267.6 million for the prior year period, representing a decrease of \$19.5 million, or 7.3%. The decrease in net sales was primarily due to decreases in unit sales of our role play and dress-up toys, including those based on Disney Princess® and Disney Fairies®, offset in part by increases in unit sales of our Halloween costumes and accessories and our kids outdoor furniture and activity tables.

Cost of Sales

Traditional Toys and Electronics. Cost of sales of our Traditional Toys and Electronics segment was \$191.7 million, or 67.2% of related net sales, for the nine months ended September 30, 2012, compared to \$178.4 million, or 66.3% of related net sales, for the prior year period, representing an increase of \$13.3 million, or 7.5%. The dollar increase is in line with the sales volume increase. Royalties and depreciation of molds and tools for the segment were comparable year over year.

Role Play, Novelty and Seasonal Toys. Cost of sales of our Role Play, Novelty and Seasonal Toys segment was \$174.4 million, or 70.3% of related net sales, for the nine months ended September 30, 2012, compared to \$183.3 million, or 68.5% of related net sales, for the prior year period, representing a decrease of \$8.9 million, or 4.9%. Product costs decreased by \$10.6 million, which is in line with the sales volume decrease. Royalty expense increased by \$1.3 million and increased as a percentage of sales due to changes in the product mix to more products with higher royalty rates from products with lower royalty rates or proprietary products with no royalty rates. Depreciation of molds and tools for the segment was comparable year over year.

Selling, General and Administrative Expenses

Selling, general and administrative expenses were \$149.2 million for the nine months ended September 30, 2012 and \$137.8 million for the prior year period, constituting 28.0% and 25.7% of net sales, respectively. Selling, general and administrative expenses increased \$11.4 million from the prior year period primarily due to an increase in advertising expenses related to the launch of Monsuno® (\$5.5 million), legal and financial advising fees related to the unsolicited indication of interest to acquire our company (\$2.2 million), legal fees (\$1.3 million), product development and testing (\$1.3 million), travel expenses (\$1.1 million), commission expense (\$0.9 million) and Board of Director fees (\$0.5 million), offset in part by bad debt recovery (\$0.8 million) and decreases in amortization of intangible assets (\$1.1 million) and salaries and employee benefits, including bonus (\$0.5 million). Selling, general and administrative expenses increased as a percentage of sales due to additional overhead resulting from the incorporation of Moose Mountain and Maui Toys (which were not included in prior year) and other non-variable expenses.

Profit from Video Game Joint Venture

Pursuant to a Settlement Agreement and Mutual Release dated December 22, 2009, the video game joint venture with THQ was terminated on December 31, 2009. In each of June 2010 and 2011, we received a fixed payment from THQ in the amount of \$6.0 million, which was recognized as income during the respective quarters. On June 27, 2012, the settlement agreement was amended, whereby the payment terms for the remaining \$8.0 million owed by THQ will be paid as follows: \$2.0 million on June 29, 2012, \$1.0 million each on August 30, 2012 and October 30, 2012 ten equal consecutive monthly non-interest bearing payments of \$0.4 million beginning February 28, 2013. Each of the 2012 payments due after June 2012 carry an interest rate of 5%, calculated from June 30, 2012 to the date of payment. In June, August and October 2012 we received the scheduled payments from THQ in the amounts of \$2.0 million, \$1.0 million plus interest and \$1.0 million plus interest, respectively. Future payments will be recorded as income on a cash basis.

Equity in Net Income (Loss) of Joint Venture

Operations of the animated television show joint venture commenced in the fourth quarter of 2010. We recognized nominal net income for the nine months ended September 30, 2012, compared to a nominal loss for the nine months ended September 30, 2011.

Interest Income

Interest income for the nine months ended September 30, 2012 was \$0.6 million, compared to \$0.3 million for the nine months ended September 30, 2011.

Interest Expense

Interest expense was \$6.1 million for the nine months ended September 30, 2012 and 2011. For both periods, interest expense of \$6.0 million related to our convertible senior notes payable was comprised of coupon interest of \$3.4 million and amortization of debt discount and debt issuance costs of \$2.6 million.

Provision for Income Taxes

Our income tax expense, which includes federal, state and foreign income taxes and discrete items, was \$0.9 million, or an effective tax rate of 5.6%, for the nine months ended September 30, 2012. During the comparable period in 2011, our income tax expense was \$9.0 million, or an effective tax rate of 23.9%.

The income tax expense for the nine months ended September 30, 2012 included a discrete tax benefit of \$1.0 million related to a reduction in tax reserves resulting from closed statutes. Absent these discrete tax benefits, our effective tax rate would have been 11.8%.

Seasonality and Backlog

The retail toy industry is inherently seasonal. Generally, our sales have been highest during the third and fourth quarters, and collections for those sales have been highest during the succeeding fourth and first quarters. Our working capital needs have been highest during the third and fourth quarters.

While we have taken steps to level sales over the entire year, sales are expected to remain heavily influenced by the seasonality of our toy and Halloween products. The result of these seasonal patterns is that operating results and the demand for working capital may vary significantly by quarter. Orders placed with us are cancelable until the date of shipment. The combination of seasonal demand and the potential for order cancellation makes accurate forecasting of future sales difficult and causes us to believe that backlog may not be an accurate indicator of our future sales. Similarly, financial results for a particular quarter may not be indicative of results for the entire year.

Liquidity and Capital Resources

As of September 30, 2012, we had working capital of \$257.5 million, compared to \$374.7 million as of December 31, 2011. The decrease was primarily attributable to a decrease in cash and cash equivalents, largely resulting from our self-tender offer and Maui acquisition coupled with an increase in accounts payable and the incurrence of short term debt, partially offset by a seasonal increase in accounts receivable and inventory balances.

Operating activities used net cash of \$19.3 million for the first nine months of 2012, compared to using net cash of \$2.6 million for the prior year period. Net cash was impacted primarily by increases in accounts receivable and inventory and a decrease in reserves for sales returns and allowances, offset by an increase in accounts payable and accrued expenses. Our accounts receivable turnover as measured by days sales for the quarter outstanding in accounts receivable was 71 days as of September 30, 2012, compared to 66 days as of September 30, 2011. Other than open purchase orders issued in the normal course of business, we have no obligations to purchase finished goods from our manufacturers. As of September 30, 2012, we had cash and cash equivalents of \$140.8 million.

Our investing activities used net cash of \$62.8 million for the nine months ended September 30, 2012, compared to \$16.7 million for the prior year period, consisting primarily of \$32.0 million cash paid for the Maui acquisition, \$11.8 million cash paid for the purchase of office furniture and equipment and molds and tooling used in the manufacture of our products, \$8.0 million cash paid for technology exclusivity rights, the \$7.0 million investment in DreamPlay LLC, the Tollytots earn-out of \$1.7 million, the \$1.1 million capital contribution to our Pacific Animation Partners joint venture, the \$1.0 million investment in JKID, and the Moose Mountain working capital adjustment of \$0.7 million. As part of our strategy to develop and market new products, we have entered into various character and product licenses with royalties generally ranging from 1% to 14%, payable on net sales of such products. As of September 30, 2012, these agreements required future aggregate minimum guarantees of \$51.8 million, exclusive of \$22.1 million in advances already paid. Of this \$51.8 million future minimum guarantee, \$32.7 million is due over the next twelve months.

Our financing activities used net cash of \$34.5 million for the nine months ended September 30, 2012, compared to \$26.9 million for the prior year period, consisting primarily of our repurchase of four million shares of our common stock for an aggregate amount of \$80.0 million and cash paid as dividends to our shareholders in the amount of \$7.4 million, offset by the cash provided by the borrowings in the amount of \$53.4 million under the credit facility we secured in September 2012.

In October 2008, we acquired substantially all of the assets of Tollytots Limited. The total initial consideration of \$26.8 million consisted of \$12.0 million in cash and the assumption of liabilities in the amount of \$14.8 million, and resulted in goodwill of \$4.1 million, all of which was determined to be impaired and was written off in the quarter ended June 30, 2009. In addition, we agreed to pay an earn-out of up to an aggregate amount of \$5.0 million in cash over the three calendar years following the acquisition based upon the achievement of certain financial performance criteria, which was recorded as goodwill when earned. For the first earn-out period ended December 31, 2009, no portion of the earn-out was earned. \$1.7 million was earned for each of the second and third earn-out periods ended December 31, 2010 and 2011. Tollytots is a leading designer and producer of licensed baby dolls and baby doll pretend play accessories based upon well-known brands and was included in our results of operations from the date of acquisition.

In October 2008, we acquired all of the stock of Kids Only, Inc. and a related Hong Kong company, Kids Only Limited (collectively, “Kids Only”). The total initial consideration of \$23.8 million consisted of \$20.4 million in cash and the assumption of liabilities in the amount of \$3.4 million, and resulted in goodwill of \$13.2 million, all of which was determined to be impaired and was written off in the quarter ended June 30, 2009. In addition, we agreed to pay an earn-out of up to an aggregate amount of \$5.6 million in cash over the three calendar years following the acquisition based upon the achievement of certain financial performance criteria, which was recorded as goodwill when earned. For the earn-out periods ended September 30, 2009, 2010 and 2011, \$1.9 million, \$1.9 million and \$1.8 million were earned, respectively. Kids Only is a leading designer and producer of licensed indoor and outdoor kids’ furniture, and has an extensive portfolio that includes baby dolls and accessories, room décor and a myriad of other children’s toy products and was included in our results of operations from the date of acquisition.

In October 2011, we acquired all of the stock of Moose Mountain Toymakers Limited, a Hong Kong company, and a related New Jersey company, Moose Mountain Marketing, Inc. (collectively, “Moose Mountain”). The total initial consideration of \$32.2 million consisted of \$16.7 million in cash and the assumption of liabilities in the amount of \$15.5 million, and resulted in goodwill of \$14.2 million. In addition, we agreed to pay an earn-out of up to an aggregate amount of \$5.3 million in cash over the three calendar years following the acquisition based upon the achievement of certain financial performance criteria. The fair value of the expected earn-out of \$4.6 million was included in goodwill and assumed liabilities as of December 31, 2011. All future changes to the earn-out liability will be charged to income. Moose Mountain is a leading designer and producer of foot to floor ride-ons, inflatable environments, wagons, pinball machines and tents and was included in our results of operations from the date of acquisition.

On July 26, 2012, we acquired all of the stock of Maui, Inc., an Ohio corporation, Kessler Services, Inc., a Nevada corporation, and A.S. Design Limited, a Hong Kong corporation (collectively, “Maui”). The total initial consideration of \$37.6 million consisted of \$36.2 million in cash and the assumption of liabilities in the amount of \$1.4 million. In addition, we agreed to pay an earn-out of up to an aggregate amount of \$18.0 million in cash over the three calendar years following the acquisition based on the achievement of certain financial performance criteria, which has been accrued and recorded as goodwill as of September 30, 2012. We have not finalized our purchase price allocation for Maui and have engaged a third party to perform studies and valuations of the estimated fair value of assets and liabilities assumed. Maui is a leading manufacturer and distributor of spring and summer activity toys and impulse toys and was included in the Company’s results of operations from the date of acquisition.

On September 14, 2012, we acquired all of the stock of JKID, LTD., a United Kingdom corporation for an initial cash consideration of \$1.1 million and deferred cash payments of \$5.5 million payable in five semi annual payments of \$1.1 million each. In addition, we agreed to pay an earn-out of up to an aggregate amount of \$4.4 million in cash over the two year period of 2015 through 2016, based upon the achievement of certain financial performance criteria, which has been accrued and recorded as goodwill as of September 30, 2012. We have not finalized our purchase price allocation for JKID and have engaged a third party to perform studies and valuations of the estimated fair value of assets and liabilities assumed. JKID is the developer of augmented reality technology that enhances the play patterns of toys and consumer products.

During the first quarter of 2011, an aggregate of \$3.6 million of earn-out was paid in connection with the Tollytots and Kids Only acquisitions. During the first quarter of 2012, an aggregate of \$1.7 million of earn-out was paid in connection with the Tollytots acquisition, in addition to a working capital adjustment of \$0.7 million in connection with the Moose Mountain acquisition.

In November 2009, we sold an aggregate principal amount of \$100.0 million of 4.50% Convertible Senior Notes (the “Notes”) due 2014. The Notes, which are senior unsecured obligations, pay interest semi-annually at a rate of 4.50% per annum and mature on November 1, 2014. The initial conversion rate was 63.2091 shares of our common stock per \$1,000 principal amount of notes (equivalent to an initial conversion price of approximately \$15.82 per share of common stock), subject to adjustment in certain circumstances. As a result of the cash dividend of \$0.10 per share declared by the Board of Directors and paid October 3, 2011, January 2, 2012, April 2, 2012, July 2, 2012 and October 1, 2012 and the above-market self-tender offer completed on July 5, 2012, the new conversion rate is 67.4074 shares of JAKKS common stock per \$1,000 principal amount of notes (or approximately \$14.84 per share). Prior to August 1, 2014, holders of the Notes may convert their Notes only upon specified events. Upon conversion, the Notes may be settled, at our election, in cash, shares of our common stock or a combination of cash and shares of our common stock. Holders of the Notes may require us to repurchase for cash all or some of their Notes upon the occurrence of a fundamental change (as defined in the Notes).

We believe that our cash flows from operations and cash and cash equivalents will be sufficient to meet our working capital and capital expenditure requirements and provide us with adequate liquidity to meet our anticipated operating needs for at least the next 12 months. Although operating activities are expected to provide cash, to the extent we grow significantly in the future, our operating and investing activities may use cash and, consequently, this growth may require us to obtain additional sources of financing. There can be no assurance that any necessary additional financing will be available to us on commercially reasonable terms, if at all. As of September 30, 2012 and December 31, 2011, we held cash and short term investments totalling \$130.8 million and \$202.4 million in Hong Kong. Although a significant portion of our cash is held off-shore and is currently subject to a 25% repatriation tax, we intend to finance our long-term liquidity requirements out of net cash provided by operations and net cash and cash equivalents. As of September 30, 2012, we do not have any off-balance sheet arrangements.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Market risk represents the risk of loss that may impact our financial position, results of operations or cash flows due to adverse changes in financial and commodity market prices and rates. We are exposed to market risk in the areas of changes in United States and international borrowing rates and changes in foreign currency exchange rates. In addition, we are exposed to market risk in certain geographic areas that have experienced or remain vulnerable to an economic downturn, such as China. We purchase substantially all of our inventory from companies in China, and, therefore, we are subject to the risk that such suppliers will be unable to provide inventory at competitive prices. While we believe that, should such events occur, we would be able to find alternative sources of inventory at competitive prices, we cannot assure you that we would be able to do so. These exposures are directly related to our normal operating and funding activities. Historically, we have not used derivative instruments or engaged in hedging activities to minimize our market risk.

Interest Rate Risk

In November 2009, we issued convertible senior notes payable of \$100.0 million principal amount with a fixed interest rate of 4.50% per annum, which remain outstanding as of September 30, 2012. Accordingly, we are not generally subject to any direct risk of loss arising from changes in interest rates on this issuance.

Our exposure to market risk includes interest rate fluctuations in connection with our revolving credit facility (see Note 5 - Credit Facility in the accompanying notes to the consolidated financial statements for additional information). Borrowings under the revolving credit facility bear interest at a variable rate based on Prime Lending Rate or LIBOR Rate at the option of the Company. For Prime Lending Rate loans, the interest rate is equal to the highest of (i) the daily weighted average federal funds rate on overnight transactions plus 1.5%, (ii) Wells Fargo's prime rate or (iii) a one month LIBOR rate plus 1.5%. In each case, there is an additional margin ranging from negative 0.50% to nil, based on certain conditions. For LIBOR rate loans, the interest rate is equal to a LIBOR rate plus a margin ranging from 1.50% to 2.00%, based on certain conditions. Borrowings under the revolving credit facility are therefore subject to risk based upon prevailing market interest rates. Interest rate risk may result from many factors, including governmental monetary and tax policies, domestic and international economic and political considerations and other factors that are beyond our control. During the nine months ended September 30, 2012, the maximum amount borrowed under the Credit Facility was \$53.4 million and the average amount of borrowings outstanding was \$53.4 million. As of September 30, 2012, the amount of total borrowings outstanding under the revolving credit facility was \$53.4 million. If the prevailing market interest rates relative to these borrowings increased by 10%, our interest expense during the period ended September 30, 2012 would have increased by less than \$0.1 million.

Foreign Currency Risk

We have wholly-owned subsidiaries in Hong Kong, China, Canada, Spain, France and the United Kingdom. Sales made by the Hong Kong subsidiaries are denominated in U.S. dollars. However, purchases of inventory are typically denominated in Hong Kong dollars or Chinese Yuan and local operating expenses are denominated in the local currency of the subsidiary, thereby creating exposure to changes in exchange rates. Changes in the local currency/U.S. dollar exchange rates may positively or negatively affect our operating results. We do not believe that near-term changes in these exchange rates, if any, will result in a material effect on our future earnings, fair values or cash flows, and, therefore, we have chosen not to enter into foreign currency hedging transactions. We cannot assure you that this approach will be successful, especially in the event of a significant and sudden change in the value of the Hong Kong dollar or Chinese Yuan relative to the U.S. dollar. Our subsidiaries in the United Kingdom, Spain and France have limited operations and, therefore, we have a nominal currency translation risk at this time.

Item 4. Controls and Procedures

Our Chief Executive Officer and Chief Financial Officer, after evaluating the effectiveness of our disclosure controls and procedures as of the end of the period covered by this Report, have concluded that as of that date, our disclosure controls and procedures were effective. There has been no change in our internal control over financial reporting identified in connection with the evaluation required by Exchange Act Rule 13a-15(d) that occurred during the period covered by this Report that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

**PART II
OTHER INFORMATION**

Item 1. Legal Proceedings

We are a party to, and certain of our property is the subject of, various pending claims and legal proceedings that routinely arise in the ordinary course of our business, but we do not believe that any of these claims or proceedings will have a material effect on our business, financial condition or results of operations.

Item 1A. Risk Factors

From time to time, including in this Quarterly Report on Form 10-Q, we publish forward-looking statements, as disclosed in our Disclosure Regarding Forward-Looking Statements beginning immediately following the Table of Contents of this Report. We note that a variety of factors could cause our actual results and experience to differ materially from the anticipated results or other expectations expressed or anticipated in our forward-looking statements. The factors listed below are the risks and uncertainties that may arise and that may be detailed from time to time in our public announcements and our filings with the Securities and Exchange Commission, such as on Forms 8-K, 10-Q and 10-K. We undertake no obligation to make any revisions to the forward-looking statements contained in this Report to reflect events or circumstances occurring after the date of the filing of this report.

Our inability to redesign, restyle and extend our existing core products and product lines as consumer preferences evolve, and to develop, introduce and gain customer acceptance of new products and product lines, may materially and adversely impact our business, financial condition and results of operations.

Our business and operating results depend largely upon the appeal of our products. Our continued success in the toy industry will depend upon our ability to redesign, restyle and extend our existing core products and product lines as consumer preferences evolve, and to develop, introduce and gain customer acceptance of new products and product lines. Several trends in recent years have presented challenges for the toy industry, including:

- *Age Compression: the phenomenon of children outgrowing toys at younger ages, particularly in favor of interactive and high technology products;*
- *increasing use of technology;*
- *shorter life cycles for individual products; and*
- *higher consumer expectations for product quality, functionality and value.*

We cannot assure you that:

- *our current products will continue to be popular with consumers;*
- *the product lines or products that we introduce will achieve any significant degree of market acceptance; or*
- *the life cycles of our products will be sufficient to permit us to recover licensing, design, manufacturing, marketing and other costs associated with those products.*

Our failure to achieve any or all of the foregoing benchmarks may cause the infrastructure of our operations to fail, thereby adversely affecting our business, financial condition and results of operations.

The failure of our character-related and theme-related products to become and/or remain popular with children may materially and adversely impact our business, financial condition and results of operations.

The success of many of our character-related and theme-related products depends upon the popularity of characters in movies, television programs, live wrestling exhibitions, auto racing events and other media. We cannot assure you that:

- *media associated with our character-related and theme-related product lines will be released at the times we expect or will be successful;*
- *the success of media associated with our existing character-related and theme-related product lines will result in substantial promotional value to our products;*
- *we will be successful in renewing licenses upon expiration on terms that are favorable to us; or*
- *we will be successful in obtaining licenses to produce new character-related and theme-related products in the future.*

Our failure to achieve any or all of the foregoing benchmarks may cause the infrastructure of our operations to fail, thereby adversely affecting our business, financial condition and results of operations.

There are risks associated with our license agreements.

- *Our current licenses require us to pay minimum royalties*

Sales of products under trademarks or trade or brand names licensed from others account for substantially all of our net sales. Product licenses allow us to capitalize on characters, designs, concepts and inventions owned by others or developed by toy inventors and designers. Our license agreements generally require us to make specified minimum royalty payments, even if we fail to sell a sufficient number of units to cover these amounts. In addition, under certain of our license agreements, if we fail to achieve certain prescribed sales targets, we may be unable to retain or renew these licenses.

- *Some of our licenses are restricted as to use*

Under the majority of our license agreements, the licensors have the right to review and approve our use of their licensed products, designs or materials before we may make any sales. If a licensor refuses to permit our use of any licensed property in the way we propose, or if their review process is delayed, our development or sale of new products could be impeded.

- *New licenses are difficult and expensive to obtain*

Our continued success will substantially depend upon our ability to obtain additional licenses. Intense competition exists for desirable licenses in our industry. We cannot assure you that we will be able to secure or renew significant licenses on terms acceptable to us. In addition, as we add licenses, the need to fund additional royalty advances and guaranteed minimum royalty payments may strain our cash resources.

- *A limited number of licensors account for a large portion of our net sales*

We derive a significant portion of our net sales from a limited number of licensors. If one or more of these licensors were to terminate or fail to renew our license or not grant us new licenses, our business, financial condition and results of operations could be adversely affected.

The toy industry is highly competitive and our inability to compete effectively may materially and adversely impact our business, financial condition and results of operations.

The toy industry is highly competitive. Globally, certain of our competitors have financial and strategic advantages over us, including:

- *greater financial resources;*
- *larger sales, marketing and product development departments;*
- *stronger name recognition;*
- *longer operating histories; and*
- *greater economies of scale.*

In addition, the toy industry has no significant barriers to entry. Competition is based primarily upon the ability to design and develop new toys, procure licenses for popular characters and trademarks and successfully market products. Many of our competitors offer similar products or alternatives to our products. Our competitors have obtained and are likely to continue to obtain licenses that overlap our licenses with respect to products, geographic areas and markets. We cannot assure you that we will be able to obtain adequate shelf space in retail stores to support our existing products, expand our products and product lines or continue to compete effectively against current and future competitors.

We may not be able to sustain or manage our growth, which may prevent us from continuing to increase our net revenues.

We have experienced rapid growth in our product lines resulting in higher net sales over the last ten years, which was achieved through acquisitions of businesses, products and licenses. For example, revenues associated with companies we acquired since 2008 were approximately \$218.5 million and \$231.2 million for the year ended December 31, 2011 and the nine months ended September 30, 2012, respectively, representing 32.2% and 43.4% of our total revenues for those periods. As a result, comparing our period-to-period operating results may not be meaningful and results of operations from prior periods may not be indicative of future results. We cannot assure you that we will continue to experience growth in, or maintain our present level of, net sales.

Our growth strategy calls for us to continuously develop and diversify our toy business by acquiring other companies, entering into additional license agreements, refining our product lines and expanding into international markets, which will place additional demands on our management, operational capacity and financial resources and systems. The increased demand on management may necessitate our recruitment and retention of qualified management personnel. We cannot assure you that we will be able to recruit and retain qualified personnel or expand and manage our operations effectively and profitably. To effectively manage future growth, we must continue to expand our operational, financial and management information systems and train, motivate and manage our work force. There can be no assurance that our operational, financial and management information systems will be adequate to support our future operations. Failure to expand our operational, financial and management information systems or to train, motivate or manage employees could have a material adverse effect on our business, financial condition and results of operations.

In addition, implementation of our growth strategy is subject to risks beyond our control, including competition, market acceptance of new products, changes in economic conditions, our ability to obtain or renew licenses with commercially reasonable terms and our ability to finance increased levels of accounts receivable and inventory necessary to support our sales growth, if any. Accordingly, we cannot assure you that our growth strategy will continue to be implemented successfully.

If we are unable to acquire and integrate companies and new product lines successfully, we will be unable to implement a significant component of our growth strategy.

Our growth strategy depends, in part, upon our ability to acquire companies and new product lines. Revenues associated with our acquisitions since 2008 represented approximately 32.2% and 43.4% of our total revenues for the year ended December 31, 2011 and the nine months ended September 30, 2012, respectively. Future acquisitions will succeed only if we can effectively assess characteristics of potential target companies and product lines, such as:

- *attractiveness of products;*
- *suitability of distribution channels;*
- *management ability;*
- *financial condition and results of operations; and*
- *the degree to which acquired operations can be integrated with our operations.*

We cannot assure you that we can identify attractive acquisition candidates or negotiate acceptable acquisition terms, and our failure to do so may adversely affect our results of operations and our ability to sustain growth. Our acquisition strategy involves a number of risks, each of which could adversely affect our operating results, including:

- *difficulties in integrating acquired businesses or product lines, assimilating new facilities and personnel and harmonizing diverse business strategies and methods of operation;*
- *diversion of management attention from operation of our existing business;*
- *loss of key personnel from acquired companies; and*
- *failure of an acquired business to achieve targeted financial results.*

A limited number of customers account for a large portion of our net sales, so that if one or more of our major customers were to experience difficulties in fulfilling their obligations to us, cease doing business with us, significantly reduce the amount of their purchases from us or return substantial amounts of our products, it could have a material adverse effect on our business, financial condition and results of operations.

Our three largest customers accounted for 56.6% and 43.5% of our net sales for the year ended December 31, 2011 and the nine months ended September 30, 2012, respectively. Except for outstanding purchase orders for specific products, we do not have written contracts with or commitments from any of our customers. A substantial reduction in or termination of orders from any of our largest customers could adversely affect our business, financial condition and results of operations. In addition, pressure by large customers seeking price reductions, financial incentives, changes in other terms of sale or for us to bear the risks and the cost of carrying inventory could also adversely affect our business, financial condition and results of operations. If one or more of our major customers were to experience difficulties in fulfilling their obligations to us, cease doing business with us, significantly reduce the amount of their purchases from us or return substantial amounts of our products, it could have a material adverse effect on our business, financial condition and results of operations. In addition, the bankruptcy or other lack of success of one or more of our significant retailers could negatively impact our revenues and bad debt expense.

We depend upon our key Chief Executive Officer and any loss or interruption of his services could adversely affect our business, financial condition and results of operations.

Our success is largely dependent upon the experience and continued services of Stephen G. Berman, our President and Chief Executive Officer. We cannot assure you that we would be able to find an appropriate replacement for Mr. Berman should the need arise, and any loss or interruption of Mr. Berman's services could adversely affect our business, financial condition and results of operations.

We depend upon third-party manufacturers, and if our relationship with any of them is harmed or if they independently encounter difficulties in their manufacturing processes, we could experience product defects, production delays, cost overruns or the inability to fulfill orders on a timely basis, any of which could adversely affect our business, financial condition and results of operations.

We depend upon many third-party manufacturers who develop, provide and use the tools, dies and molds that we own to manufacture our products. However, we have limited control over the manufacturing processes themselves. As a result, any difficulties encountered by the third-party manufacturers that result in product defects, production delays, cost overruns or the inability to fulfill orders on a timely basis could adversely affect our business, financial condition and results of operations.

We do not have long-term contracts with our third-party manufacturers. Although we believe we could secure other third-party manufacturers to produce our products, our operations would be adversely affected if we lost our relationship with any of our current suppliers or if our current suppliers' operations or sea or air transportation with our overseas manufacturers were disrupted or terminated even for a relatively short period of time. Our tools, dies and molds are located at the facilities of our third-party manufacturers.

Although we do not purchase the raw materials used to manufacture our products, we are potentially subject to variations in the prices we pay our third-party manufacturers for products, depending upon what they pay for their raw materials.

We have substantial sales and manufacturing operations outside of the United States, subjecting us to risks common to international operations.

We sell products and operate facilities in numerous countries outside the United States. For the nine months ended September 30, 2012 and the year ended December 31, 2011, sales to our international customers comprised approximately 20.5% and 16.0%, respectively, of our net sales. We expect our sales to international customers to account for a greater portion of our revenues in future fiscal periods. Additionally, we utilize third-party manufacturers, located principally in China, and are subject to the risks normally associated with international operations, including:

- *currency conversion risks and currency fluctuations;*
- *limitations, including taxes, on the repatriation of earnings;*
- *political instability, civil unrest and economic instability;*
- *greater difficulty enforcing intellectual property rights and weaker laws protecting such rights;*
- *complications in complying with laws in varying jurisdictions and changes in governmental policies;*
- *greater difficulty and expenses associated with recovering from natural disasters;*
- *transportation delays and interruptions;*
- *the potential imposition of tariffs; and*
- *the pricing of intercompany transactions may be challenged by taxing authorities in both Hong Kong and the United States, with potential increases in income taxes.*

Our reliance upon external sources of manufacturing can be shifted, over a period of time, to alternative sources of supply, should such changes be necessary. However, if we were prevented from obtaining products or components for a material portion of our product line due to medical, political, labor or other factors beyond our control, our operations would be disrupted while alternative sources of products were secured. Also, the imposition of trade sanctions by the United States against a class of products imported by us from, or the loss of “normal trade relations” status by, China could significantly increase our cost of products imported from that nation. Because of the importance of international sales and international sourcing of manufacturing to our business, our financial condition and results of operations could be significantly and adversely affected if any of the risks described above were to occur.

Our business is subject to extensive government regulation and any violation by us of such regulations could result in product liability claims, loss of sales, diversion of resources, damage to our reputation, increased warranty costs or removal of our products from the market, and we cannot assure you that our product liability insurance for the foregoing will be sufficient.

Our business is subject to various laws, including the Federal Hazardous Substances Act, the Consumer Product Safety Act, the Flammable Fabrics Act and the rules and regulations promulgated under these acts. These statutes are administered by the Consumer Products Safety Commission (“CPSC”), which has the authority to remove from the market products that are found to be defective and present a substantial hazard or risk of serious injury or death. The CPSC can require a manufacturer to recall, repair or replace these products under certain circumstances. We cannot assure you that defects in our products will not be alleged or found. Any such allegations or findings could result in:

- *product liability claims;*
- *loss of sales;*
- *diversion of resources;*
- *damage to our reputation;*
- *increased warranty and insurance costs; and*
- *removal of our products from the market.*

Any of these results may adversely affect our business, financial condition and results of operations. There can be no assurance that our product liability insurance will be sufficient to avoid or limit our loss in the event of an adverse outcome of any product liability claim.

We depend upon our proprietary rights, and our inability to safeguard and maintain the same, or claims of third parties that we have violated their intellectual property rights, could have a material adverse effect on our business, financial condition and results of operations.

We rely upon trademark, copyright and trade secret protection, nondisclosure agreements and licensing arrangements to establish, protect and enforce our proprietary rights in our products. The laws of certain foreign countries may not protect intellectual property rights to the same extent or in the same manner as the laws of the United States. We cannot assure you that we or our licensors will be able to successfully safeguard and maintain our proprietary rights. Further, certain parties have commenced legal proceedings or made claims against us based upon our alleged patent infringement, misappropriation of trade secrets or other violations of their intellectual property rights. We cannot assure you that other parties will not assert intellectual property claims against us in the future. These claims could divert our attention from operating our business or result in unanticipated legal and other costs, which could adversely affect our business, financial condition and results of operations.

Market conditions and other third-party conduct could negatively impact our margins and implementation of other business initiatives.

Economic conditions, such as rising fuel prices, level of consumer debt, increased competition and decreased consumer confidence, may adversely impact our margins. Such a weakened economic and business climate could create uncertainty and adversely affect our sales and profitability. Other conditions, such as the unavailability of electronics components, may impede our ability to manufacture, source and ship new and continuing products on a timely basis. Significant and sustained increases in the price of oil could adversely impact the cost of the raw materials used in the manufacture of our products, such as plastic.

We may not have the funds necessary to purchase our outstanding convertible senior notes upon a fundamental change, as required by the indenture governing the notes.

Our \$100.0 million principal amount of 4.50% convertible senior notes mature on November 1, 2014. Holders of these notes may require us to purchase all or some of their notes for cash upon the occurrence of certain fundamental changes in our board composition or ownership structure, if we liquidate or dissolve under certain circumstances or if our common stock ceases being quoted on an established over-the-counter trading market in the United States. If we do not have, or have access to, sufficient funds to repurchase the notes, then we could be forced into bankruptcy. In fact, we expect that we would require third-party financing, but we cannot assure you that we would be able to obtain that financing on favorable terms, or at all.

We have a history of making acquisitions that result in material amounts of goodwill. Any future acquisitions may also result in material amounts of goodwill which, if impaired, would result in a reduction in our net income.

Goodwill is the amount by which the cost of an acquisition exceeds the fair value of the net assets we acquire. Current accounting standards require that goodwill not be amortized but instead be periodically evaluated for impairment based upon the fair value of the reporting unit. In the second quarter of 2009, we recognized an impairment of our goodwill, resulting in a non-cash charge to income of \$407.1 million. Goodwill currently on our books and any goodwill associated with future acquisitions are subject to the same impairment risk.

We have a significant amount of deferred tax assets, which, if impaired, would result in a reduction to our net income.

Deferred tax assets are realized by prior and future taxable income of appropriate character. Current accounting standards require that a valuation allowance be recorded if it is not likely that sufficient taxable income of appropriate character will be generated in the U.S. to realize the deferred tax assets. We currently have deferred tax assets in the amount of \$82 million, which are subject to impairment risk.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

On May 25, 2012, the Company publicly disclosed that it would purchase in a self-tender offer up to 4.0 million shares of its common stock at a price of \$20.00 per share. The deadline for shareholders to tender their shares was June 27, 2012.

On July 5, 2012, pursuant to Board of Director authorization, the Company completed a self-tender offer to its shareholders and repurchased 4.0 million shares of its common stock at a price of \$20.00 per share for a total of \$80.0 million, excluding offering costs of approximately \$0.6 million. The tendered shares represented approximately 15.4% of the Company's outstanding shares of common stock at the time of the repurchase, and were immediately retired. The table below sets forth the results of the self-tender offer.

Month	No. of Shares Authorized	No. of Shares Repurchased	No. of Shares Remaining	Average Price Per Share Repurchased As Part of Publicly Announced Plan	Total \$ Spent on Repurchases
July	4,000,000	4,000,000	—	\$20.00	\$80,000,000.00

Item 6. Exhibits

Number	Description
3.1	Amended and Restated Certificate of Incorporation of the Company(1)
3.2	Amended and Restated By-Laws of the Company(2)
4.3	Indenture, dated November 10, 2009, by and between the Registrant and Wells Fargo Bank, N.A. (3)
4.4	Form of 4.50% Senior Convertible Note (3)
4.5	Credit Agreement dated as of September 27, 2012 among Registrant and its US wholly-owned subsidiaries and Wells Fargo Bank, National Association (4)
4.6	Secured Promissory Note dated September 27, 2012 in the amount of \$75,000,000 issued by Wells Fargo Bank, National Association to JAKKS Pacific, Inc., Creative Designs International, Ltd., Disguise, Inc., JAKKS Sales Corporation, Maui, Inc., an Ohio corporation, Kessler Services, Inc., Moose Mountain Marketing, Inc., and Kids Only, Inc. (4)
31.1	Rule 13a-14(a)/15d-14(a) Certification of Chief Executive Officer(5)
31.2	Rule 13a-14(a)/15d-14(a) Certification of Chief Financial Officer(5)
32.1	Section 1350 Certification of Chief Executive Officer(5)
32.2	Section 1350 Certification of Chief Financial Officer(5)
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	XBRL Taxonomy Extension Label Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document

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- (1) Filed previously as Appendix 2 to the Company's Schedule 14A Proxy Statement filed August 23, 2002 and incorporated herein by reference.
 - (2) Filed previously as an exhibit to the Company's Current Report on Form 8-K filed October 21, 2011 and incorporated herein by reference.
 - (3) Filed previously as an exhibit to the Company's Current Report on Form 8-K filed November 10, 2009 and incorporated herein by reference.
 - (4) Filed previously as an exhibit to the Company's Current Report on Form 8-K filed October 4, 2012 and incorporated herein by reference.
 - (5) 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, thereunto duly authorized.

JAKKS PACIFIC, INC.

Date: November 9, 2012

By: /s/ JOEL M. BENNETT

Joel M. Bennett

Executive Vice President and Chief Financial Officer

(Duly Authorized Officer and Principal Financial Officer)

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CERTIFICATIONS

I, Stephen G. Berman, Chief Executive Officer, certify that:

I have reviewed this quarterly report on Form 10-Q of JAKKS Pacific, Inc. ("Company");

Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;

Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the Company as of, and for, the periods presented in this quarterly report;

The Company's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Company and have:

a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;

b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) evaluated the effectiveness of the Company's disclosure controls and procedures and presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this quarterly report based on such evaluation; and

d) disclosed in this quarterly report any change in the Company's internal control over financial reporting that occurred during the Company's most recent fiscal quarter (the Company's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting; and

The Company's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Company's auditors and the Audit Committee of the Company's board of directors (or persons performing the equivalent functions):

a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Company's ability to record, process, summarize and report financial information; and

b) any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal control over financial reporting.

By: _____
/s/ Stephen G. Berman
 Stephen G. Berman
 Chief Executive Officer

Date: November 9, 2012

Written Statement of the Chief Executive Officer Pursuant to 18 U.S.C. Section 1350

Pursuant to 18 U.S.C. Section 1350, the undersigned officer of JAKKS Pacific, Inc. (“Registrant”) hereby certifies that the Registrant’s Quarterly Report on Form 10-Q for the three months ended September 30, 2012 (the “Report”) fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934 and that the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Registrant.

/s/ Stephen G. Berman

Stephen G. Berman
Chief Executive Officer

Date: November 9, 2012

Written Statement of the Chief Financial Officer Pursuant to 18 U.S.C. Section 1350

Pursuant to 18 U.S.C. Section 1350, the undersigned officer of JAKKS Pacific, Inc. (“Registrant”) hereby certifies that the Registrant’s Quarterly Report on Form 10-Q for the three months ended September 30, 2012 (the “Report”) fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934 and that the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Registrant.

/s/ Joel M. Bennett

Joel M. Bennett
Chief Financial Officer

Date: November 9, 2012