

As filed with the Securities and Exchange Commission on June 29, 2000.

Registration No. 333-

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-8 REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933

JAKKS PACIFIC, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdic-
tion of incorporation
or organization)

95-4527222
(I.R.S. Employer
Identification No.)

22761 Pacific Coast Highway
Malibu, California
(Address of principal executive offices)

90265
(Zip code)

JAKKS PACIFIC, INC. THIRD AMENDED AND RESTATED
1995 STOCK OPTION PLAN
(Full title of the plan)

JACK FRIEDMAN
Chairman and Chief Executive Officer
JAKKS Pacific, Inc.
22761 Pacific Coast Highway
Malibu, California 90265
(Name and address of agent for service)

(310) 456-7799
(Telephone number, including area code, of agent for service)

Copy to:
MURRAY L. SKALA, ESQ.
Feder, Kaszovitz, Isaacson, Weber, Skala & Bass LLP
750 Lexington Avenue
New York, New York 10022
Telephone: (212) 888-8200 Facsimile: (212) 888-7776

 CALCULATION OF REGISTRATION FEE

TITLE OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED	PROPOSED MAXIMUM OFFERING PRICE PER SHARE	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE	AMOUNT OF REGISTRATION FEE
Common Stock (\$.001 par value)	650,000 shares	\$15.4375	\$10,034,375(1)	\$2,650

 (1) Estimated solely for the purpose of calculating the registration fee, pursuant to Rule 457(c) and 457(h) under the Securities Act of 1933, based on the average of the high and low prices of the shares of Common Stock on the Nasdaq National Market on June 27, 2000.

THIS REGISTRATION STATEMENT RELATES TO 650,000 SHARES OF THE REGISTRANT'S COMMON STOCK, PAR VALUE \$.001 PER SHARE, WHICH BECAME SUBJECT TO THE REGISTRANT'S THIRD AMENDED AND RESTATED 1995 STOCK OPTION PLAN UPON EFFECTIVENESS OF THE 2000 AMENDMENT OF SUCH PLAN ON JUNE 23, 2000.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

THE CONTENTS OF THE REGISTRATION STATEMENT ON FORM S-8 (REG. NO. 333-52205), FILED WITH THE COMMISSION ON MAY 8, 1998, ARE HEREBY INCORPORATED BY REFERENCE, EXCEPT AS REVISED BELOW.

ITEM 3. INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE.

The following documents filed with the Securities and Exchange Commission (the "Commission") by JAKKS Pacific, Inc., a Delaware corporation (the "Company" or the "Registrant"), pursuant to the Securities Exchange Act of 1934, as amended (the "Exchange Act"), are incorporated by reference in this Registration Statement:

- (a) The Company's Annual Report on Form 10-K for the year ended December 31, 1999.
- (b) The Company's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2000.
- (c) The description of the Common Stock set forth in the Company's Registration Statement on Form 8-A, filed March 29, 1996 and any amendment or report filed for the purpose of updating such description.

All documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all such securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is incorporated or deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL.

The legality of the Common Stock included in this Prospectus has been passed upon for the Company by Feder, Kaszovitz, Isaacson, Weber, Skala & Bass LLP, New York, New York. Murray L. Skala, a partner in such firm is a director of the Company and, as of the date of this Registration Statement, holds options to purchase 96,111 shares of Common Stock and owns 70,308 shares which are held by him as trustee under certain trusts.

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

Incorporated by reference to Item 15 of Part II (pages II-1 to II-2) of the Registration Statement on Form S-3 (Reg. No. 333-90357) filed on November 4, 1999.

ITEM 8. EXHIBITS.

EXHIBIT NUMBER	DESCRIPTION OF EXHIBIT
4.1*	2000 Amendment to Third Amended and Restated 1995 Stock Option Plan of JAKKS Pacific, Inc.
4.2	JAKKS Pacific, Inc. Third Amended and Restated 1995 Stock Option Plan (1)
4.2.1	1999 Amendment to Third Amended and Restated 1995 Stock Option Plan of JAKKS Pacific, Inc.(2)
5.1*	Opinion of Feder, Kaszovitz, Isaacson, Weber, Skala & Bass LLP
23.1*	Consent of Pannell Kerr Forster, Certified Public Accountants, a Professional Corporation
23.2*	Consent of Feder, Kaszovitz, Isaacson, Weber, Skala & Bass LLP (contained in Exhibit 5.1)

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* Filed herewith.

(1) Included as an exhibit to the Registrant's Schedule 14A Proxy Statement, filed with the Commission on June 25, 1998, and incorporated herein by reference.

(2) Included as an exhibit to the Registrant's Registration Statement on Form S-8 (Reg. No. 333-90055), filed on November 1, 1999, and incorporated herein by reference.

ITEM 9. UNDERTAKINGS.

The Registrant hereby undertakes:

- (i) To include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in the Registration Statement;
- (ii) That, for the purpose of determining any liability under the Securities Act, each post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof;
- (iii) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering;

- (iv) That, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Malibu, State of California on the 29th day of June, 2000

JAKKS PACIFIC, INC.

By: /s/ JACK FRIEDMAN

Jack Friedman
Chief Executive Officer and Chairman

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

SIGNATURE -----	Title -----	Date -----
/s/ JACK FRIEDMAN ----- Jack Friedman	Chief Executive Officer and Chairman (Principal Executive Officer)	June 29, 2000
/s/ JOEL M. BENNETT ----- Joel M. Bennett	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	June 29, 2000
/s/ STEPHEN G. BERMAN ----- Stephen G. Berman	Director	June 29, 2000
/s/ MICHAEL G. MILLER ----- Michael G. Miller	Director	June 29, 2000
/s/ MURRAY L. SKALA ----- Murray L. Skala	Director	June 29, 2000

EXHIBIT INDEX

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(2) Included as an exhibit to the Registrant's Registration Statement on Form S-8 (Reg. No. 333-90055), filed on November 1, 1999, and incorporated herein by reference.

2000 Amendment to Third Amended and Restated
1995 Stock Option Plan of JAKKS PACIFIC, INC.

The Third Amended and Restated 1995 Stock Option Plan is hereby amended as follows:

1. Capitalized terms are used herein as defined in the Third Amended and Restated 1995 Stock Option Plan of JAKKS Pacific, Inc.

2. Section 3 of the Third Amended Plan is amended by replacing the second sentence thereof with the following:

The maximum number of shares of Common Stock which may be issued pursuant to Options granted under the Third Amended Plan shall not exceed Three Million Two Hundred Seventy Five Thousand (3,275,000) shares, subject to adjustment in accordance with the provisions of Section 13 hereof.

3. This 2000 Amendment to the Third Amended Plan was adopted by the Board on May 11, 2000, but shall become effective only if and as of the date on which it is ratified and approved by the Company's stockholders in accordance with Section 16 thereof.

June 29, 2000

JAKKS Pacific, Inc.
22761 Pacific Coast Highway
Suite 226
Malibu, California 90265

Gentlemen:

We refer to the Registration Statement on Form S-8 (the "Registration Statement") to be filed by JAKKS Pacific, Inc. (the "Company") with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the "Act"), relating to the registration of 650,000 shares of the common stock of the Company, par value, \$.001 per share (the "Shares"). The Shares may be issued upon the exercise of options granted or to be granted by the Company pursuant to its Third Amended and Restated 1995 Stock Option Plan (the "Plan").

As counsel for the Company, we have examined such corporate records, documents and such questions of law as we have considered necessary or appropriate for the purposes of this opinion and, upon the basis of such examination, advise you that in our opinion, all necessary corporate proceedings by the Company have been duly taken to authorize the issuance of the Shares upon the exercise of the options granted pursuant to the Plan, and that the Shares being registered pursuant to the Registration Statement, when issued in accordance with the terms of the Plan, will be duly authorized, legally issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the reference to this firm under Item 5 of Part II of the Registration Statement entitled "Interests of Named Experts and Counsel."

Very truly yours,

/s/ Feder, Kaszovitz, Isaacson,
Weber, Skala & Bass LLP

We hereby consent to the incorporation by reference in the Registration Statement on Form S-8 of JAKKS Pacific, Inc. of our report dated February 23, 2000, on our audits of the consolidated financial statements of JAKKS Pacific, Inc. as of December 31, 1998 and 1999, and for each of the three years in the period ended December 31, 1999, which report appears in Form 10-K for the fiscal year ended December 31, 1999.

/s/ PANNELL KERR FOSTER

PANNELL KERR FOSTER
Certified Public Accountants
A Professional Corporation

Los Angeles, California
June 29, 2000