

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB Number: 3235-0287

Estimated average burden hours per response: 0.5

1. Name and Address of Reporting Person* <u>BERMAN STEPHEN G</u> (Last) (First) (Middle) <u>C/O JAKKS PACIFIC, INC.</u> <u>2951 28TH STREET</u> (Street) <u>SANTA MONICA</u> <u>CA</u> <u>90405</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>JAKKS PACIFIC INC [JAKK]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>03/31/2022</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>CEO, President and Secretary</u> 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
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Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/01/2022		M		26,786	A ⁽¹⁾	\$10.16 ⁽²⁾	90,441 ⁽⁴⁾	D	
Common Stock	03/31/2022		F		13,755	D ⁽⁵⁾	\$14.49 ⁽³⁾	76,686 ⁽⁴⁾	D	
Common Stock	01/01/2022		D		20,390	D ⁽⁶⁾	\$5.15 ⁽⁷⁾	56,296 ⁽⁴⁾	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units ("RSU")	(8)	01/01/2022		M			26,786	(9)	(9)	Common Stock	26,786	\$1.47 ⁽¹⁰⁾	0	D	
RSU	(8)	01/01/2022		D			116,073	(11)	(11)	Common Stock	116,073	\$1.47 ⁽¹⁰⁾	0	D	

Explanation of Responses:

1. Represents shares underlying RSUs previously reported which vested.
2. Represents the closing price of the Company's common stock for the trading day preceding the date of vest, as reported by NASDAQ.
3. Represents the closing price of the Company's common stock for the trading day preceding the date of surrender, as reported by NASDAQ
4. Certain of the underlying shares may be restricted from transfer pursuant to the minimum stock ownership provisions adopted by the Company's Board of Directors.
5. Represents that number of shares surrendered by the Holder in order to satisfy a tax withholding obligation, as permitted by the terms of a previously reported RSU Agreement by and between the Holder and the Issuer.
6. Reflects the forfeiture of a restricted stock award issued pursuant to the terms of Holder's Employment Agreement that failed to vest pursuant to the terms of that certain January 1, 2017 Restricted Stock Award Agreement by and between the Holder and the Issuer, which forfeiture occurred in 2020.
7. Represents the closing price of the Company's common stock for the trading day preceding the date of grant, as reported by NASDAQ.
8. Issued under the Company's 2002 Stock Award and Incentive Plan and is subject to the terms of Agreement for Award of Restricted Stock Units between Issuer and Reporting Person. In accordance with such Agreement, securities so issued will have no voting rights and may not be sold, mortgaged, pledged, transferred or otherwise encumbered prior to vesting.
9. Vested according to the terms of the RSU described in a previous filing.
10. Represents the closing price of the Company's common stock for the trading day preceding the date of grant, as reported by NASDAQ.
11. RSUs vest as follows: 60% of the award is subject to three year "cliff vesting" upon satisfaction of certain performance measures at the close of the three year performance period based upon performance criteria to be determined by the Issuer's Compensation Committee during the first quarter of the year of grant.

Remarks:

All share and RSU numbers have been adjusted to reflect the 1-for-10 reverse stock split that was effective July 9, 2020.

/s/ Stephen G. Berman

04/04/2022

** Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.