

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 10-K

(Mark One)

- ANNUAL REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the Fiscal Year Ended December 31, 2023
- TRANSITION REPORT UNDER 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.)

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

90405
(Zip Code)

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

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock \$.001 Par Value	JAKK	The NASDAQ Global Select Market

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

None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15 of the Act. Yes No

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 every Interactive Data File required to be submitted 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 such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company,” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer Accelerated Filer Non-Accelerated Filer Smaller Reporting Company Emerging Growth Company

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

Indicate by check mark whether the registrant has filed a report on and attestation to its management’s assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements.

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant’s executive officers during the relevant recovery period pursuant to §240.10D-1(b).

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

The aggregate market value of the voting and non-voting common equity (the only such common equity being Common Stock, \$.001 par value per share) held by non-affiliates of the registrant (computed by reference to the closing sale price of the Common Stock on June 30, 2023 of \$19.97 is \$142,701,187.

The number of shares outstanding of the registrant’s Common Stock, \$.001 par value (being the only class of its common stock), is 10,798,353 as of March 15, 2024.

Documents Incorporated by Reference

None.

JAKKS PACIFIC, INC.
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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” or “expect,” we are making forward-looking statements. We believe that the assumptions and expectations reflected in such forward-looking statements are reasonable, based upon 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 have disclosed certain important factors that could cause our actual results to differ materially from our current expectations elsewhere in this report. You should understand that forward-looking statements made in this report are necessarily qualified by these factors. 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.

PART I

Item 1. *Business*

In this report, “JAKKS,” the “Company,” “we,” “us” and “our” refer to JAKKS Pacific, Inc., its subsidiaries and our majority-owned joint venture.

Company Overview

We are a leading multi-product line, multi-brand toy company that designs, produces, markets, sells and distributes toys and related kid-targeted consumer products, inclusive of kids indoor and outdoor furniture, costumes and various product lines in the sporting goods and home furnishings space. We focus our business on acquiring or licensing well-recognized intellectual property (“IP”), trademarks and/or brand names, most with long product histories (“evergreen brands”). We seek to acquire/license these evergreen brands because we believe they are less subject to market fads or trends. We also develop proprietary products marketed under our own trademarks and brand names, and have historically acquired complementary businesses to further grow our portfolio. For accounting purposes, our products have been divided into two segments: (i) Toys/Consumer Products and (ii) Costumes. Segment information with respect to revenues, assets and profits or losses attributable to each segment is contained in Note 3 to the audited consolidated financial statements contained below in Item 8. Our products include:

- Action figures and accessories, including licensed characters based on the Nintendo®, Sonic the Hedgehog® and Apex Legends® franchises and our own proprietary brands including Creepy Crawlers®;
- Toy vehicles, including Xtreme Power Dozer®, Xtreme Power Dump Truck®, XPV®, Road Champs®, Fly Wheels® and AirTitans® inflatable remote-control dinosaur;
- Dolls and accessories, including small dolls, large dolls, fashion dolls and baby dolls based on licenses, including Disney Wish®, Disney Encanto®, Disney ILY 4EVER™, Disney Frozen®, Disney Princess® and Minnie Mouse®, and infant and pre-school toys based on TV shows like PBS’s Daniel Tiger’s Neighborhood® as well as in-house brands such as Perfectly Cute® and collectable plush Ami Amis®;
- Private label products developed exclusively for certain retail customers in various product categories;
- Foot-to-floor ride-on products, including those based on Fisher-Price®, Nickelodeon®, and Hasbro® licenses and inflatable play environments, tents and wagons;
- Role play, dress-up, pretend play and novelty products for boys and girls based on well-known brands and entertainment properties such as Disney Frozen®, Black & Decker®, Disney Princess®, and Disney Encanto®, as well as those based on our own proprietary brands;
- Indoor and outdoor kids’ furniture, activity trays and tables and room décor; seasonal and outdoor products, including those based on Disney® characters, Nickelodeon® and Hasbro® licenses;
- Halloween and everyday costumes for all ages based on licensed and proprietary non-licensed brands, including Super Mario Bros.®, Microsoft’s Halo®, Disney-Pixar Toy Story®, Harry Potter®, Minions®, Sesame Street®, Power Rangers®, Hasbro® brands and Disney Frozen®, Disney Princess® and related Halloween accessories;
- Outdoor activity toys including ReDo Skateboard Co.® and junior sports toys including Sky Ball® hyper-charged balls, SportsZone™ sport sets and Wave Hoop® toy hoops marketed under our Maui® brand; and
- Board games under the brand JAKKS Wild Games®, including Temple Raider®, K.O. Corral®, and Galactic JAXX™.

We continually review the marketplace to identify and evaluate popular and evergreen brands and product categories that we believe have the potential for growth. We endeavor to generate growth within these lines by:

- creating innovative products under our established licenses and brand names;
- adding new items to the branded product lines that we expect will enjoy greater popularity;
- infusing innovation and technology when appropriate to make products more appealing to today’s kids; and
- expanding our international product offering either sold directly to retailers or via third-party distributors.

Our Business Strategy

In addition to developing our own proprietary brands, properties and marks, licensing popular IP enables us to use these high-profile marks at a lower cost than we would incur if we purchased these marks or funded the development of comparable marks on our own. Beyond the investment profile, we have an appreciation of the challenges and expertise required to break through the noise in a world filled with high-budget, content-centric consumer choices either based on well-known pre-existing IP or the even higher hurdle to launch new IP in the current marketplace. By licensing IP and trademarks from world-class brand owners and content creators, we have access to a far greater range of marks than would be available for purchase. It also helps to credibly assure licensors that we will prioritize their brands, properties and IP rather than explicitly competing with them with a broad range of self-developed content-led offerings. We also license technology developed by unaffiliated inventors and product developers to enhance the design, innovation and functionality of our products.

We sell our products through our in-house sales staff and independent sales representatives to toy and mass-market retail chain stores, department stores, office supply stores, drug and grocery store chains, club stores, value-oriented dollar stores, toy specialty stores and wholesalers. Our three largest customers are Target®, Walmart® and Amazon®, which accounted for 30.3%, 20.8% and 10.5%, respectively, of our net sales in 2023. No other customer accounted for more than 10% of our net sales in 2023.

Our Growth Strategy

Key elements of our growth strategy include:

- **Expand Core Product Lines.** We manage our existing and new brands through strategic product development initiatives, including introducing new products, modifying existing products and extending existing product lines to maximize their longevity. Our marketing teams and product designers strive to develop new products or product lines to offer added technological, aesthetic and functional improvements to our extensive portfolio.
- **Enter New Product Categories.** We use our extensive experience in the toy and other consumer product industries to evaluate products and licenses in new product categories and to develop additional product lines. We began marketing licensed classic video games for simple plug-in use with television sets and expanded into several related categories by infusing additional technologies such as motion gaming and through the licensing of this category from our current licensors, such as Disney. In recent years, we entered the skateboard space at a retailer's request and have since expanded into related protective gear and accessories.
- **Pursue Strategic Acquisitions.** We have supplemented our internal growth with selected strategic acquisitions. Most of the product lines we market today were originally acquired via acquisition over the past 20+ years.
- **Acquire Additional Character and Product Licenses.** We have acquired the rights to use many familiar brand and character names and logos from third parties that we use with our primary trademarks and brands. Currently, among others, we have license agreements with Nickelodeon®, Disney®, Pixar®, Marvel®, NBC Universal®, Microsoft®, Sega®, Sony®, Netflix® and WarnerMedia®, as well as with the licensors of many other popular characters. We also license IP from other toy companies for categories in which they do not offer products found within our Core Product Lines. We intend to continue to pursue new licenses from these media & entertainment companies along with other licensors. We also intend to continue to secure additional inventions and product concepts through our existing network of inventors and product developers.
- **Expand International Sales.** We believe that non-US markets: Europe, Australia, Canada, Latin America and Asia, offer us significant growth opportunities. In 2023, our sales generated outside the United States were approximately \$153.7 million, or 21.6% of total net sales. In 2020, we migrated from a distributor model to selling direct in Spain, Italy, France and Mexico. Third-party distributors remain a core component of our international business, and we are constantly assessing how to expand our mutual businesses. We currently utilize warehouses in the United Kingdom, the Netherlands and Italy (opened in 2023) to support sales expansion in Europe. We also have warehouse capacity in Mexico.
- **Capitalize On Our Operating Efficiencies.** We believe that our current infrastructure and operating model can accommodate growth without a proportionate increase in our operating and administrative expenses, thereby increasing our operating margins.

The execution of our growth strategy, however, is subject to several risks and uncertainties and we cannot assure you that we will continue to experience growth in or maintain our present level of net sales (see “Risk Factors,” in Item 1A). For example, our growth strategy will place additional demands upon our management, operational capacity and financial resources and systems. The increased demand upon management may necessitate our recruitment and retention of additional 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 to train, motivate and manage our workforce. While we believe that our operational, financial and management information systems will be adequate to support our future growth, no assurance can be given they will be adequate without significant investment in our infrastructure. Failure to expand our operational, financial and management information systems or to train, motivate, manage and retain employees could have a material adverse effect on our business, financial condition and results of operations.

Moreover, implementation of our growth strategy is subject to risks beyond our control, including: competition; market acceptance of new products; changes in economic conditions; changes in the media & entertainment landscape disrupting the traditional model of capturing consumer attention for new entertainment-led offerings; our ability to obtain or renew licenses on commercially reasonable terms; and our ability to finance increased levels of accounts receivable and inventory necessary to support our sales growth, if any.

Furthermore, 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.

Finally, 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.

Industry Overview

According to Toy Association, Inc., the leading toy industry trade group, the United States is the world’s largest toy market, followed by China, Japan and Western Europe. Total retail sales of toys, excluding video games, in the United States, were approximately \$28.0 billion in 2023. We believe the two largest United States toy companies, Hasbro® and Mattel®, along with The LEGO Group (headquartered in Denmark), collectively hold a dominant share of the U.S. toy market. In addition, hundreds of smaller companies compete in the design and development of new toys, the procurement of character and product licenses, and the improvement, expansion and re-introduction of previously established products and product lines.

Over the decades, the toy industry has experienced substantial consolidation among both toy companies and toy retailers. We believe that the ongoing consolidation of toy companies provides us with increased growth opportunities due to retailers’ desire to not be entirely dependent upon a few dominant toy companies. Retailer concentration also enables us to ship products, manage account relationships and track point of sale information more effectively and efficiently.

Products

We focus our business on acquiring or licensing well-recognized properties, trademarks and/or brand names, and we seek to acquire evergreen brands which are less subject to market fads or trends. Generally, our license agreements for products and concepts call for royalties ranging from 1% to 22% of net sales, and some may require minimum royalty guarantees and up-front or advanced royalty payments against those guarantees. Our principal products are highlighted above in our Company Overview.

Sales, Marketing and Distribution

We sell all of our products through our own in-house sales staff and independent sales representatives to toy and mass-market retail chain stores, department stores, office supply stores, drug and grocery store chains, club stores, dollar stores, toy specialty stores and wholesalers. Our three largest customers are Target®, Walmart® and Amazon®, which accounted for 30.3%, 20.8% and 10.5%, respectively, of our net sales in 2023. No other customer accounted for more than 10% of our net sales in 2023. In 2022, our two largest customers, Walmart® and Target®, accounted for 28.4% and 25.5%, respectively, of our net sales. No other customer accounted for more than 10% of our net sales in 2022. We generally sell products to our customers on open account with payment terms typically varying from 30 to 90 days or, in some cases, pursuant to letters of credit. For sales outside of the United States, we may also purchase credit insurance to mitigate the risk, if any, of non-payment. From time to time, we allow our customers credits against future purchases from us in order to facilitate their retail markdown and sales of slow-moving inventory. We also sell our products through e-commerce sites, including Walmart.com®, Target.com™ and Amazon.com®.

We contract the manufacture of most of our products to unaffiliated manufacturers located in The People's Republic of China ("China"). We sell the finished products to our customers, many of whom take title to the goods in China. These methods allow us to reduce certain operating costs and working capital requirements. We also contract the manufacture of certain products from Hong Kong Meisheng Cultural Company Limited ("Meisheng"), which involved payments to Meisheng of approximately \$75.7 million and \$120.5 million for the years ended December 31, 2023 and 2022, respectively. As of December 31, 2023, Meisheng owns 5.2% of our outstanding common stock, and Zhao Xiaoqiang, one of our directors, is executive director of Meisheng. A portion of our sales originate in the United States, so we hold certain inventory in a US warehouse and fulfillment facility. To date, a majority of all of our sales has been to customers based in the United States. We intend to continue expanding distribution of our products into foreign territories and, accordingly, we have:

- engaged representatives to oversee sales in certain foreign territories;
- engaged distributors in certain foreign territories;
- established direct relationships with retailers in certain foreign territories;
- opened sales offices in Canada, Europe and Mexico; and
- opened distribution centers in the UK, Netherlands, Italy and Mexico.

Outside of the United States, we currently sell our products primarily in Europe, Australia, Canada, Latin America and Asia. Sales of our products abroad accounted for approximately \$153.7 million, or 21.6% of our net sales in 2023 and approximately \$151.9 million, or 19.1% of our net sales in 2022. We believe that foreign markets present an attractive opportunity, and we plan to intensify our marketing efforts and further expand our distribution channels abroad.

We establish reserves for allowances provided to our customers, including discounts, pricing concessions, promotional allowances and allowances for anticipated breakage or defective product, at the time of shipment. The reserves are determined as a percentage of sales based upon either historical experience or upon estimates or programs agreed upon with our customers.

We obtain, directly, or through our sales representatives, orders for our products from our customers and arrange for the manufacture of these products as discussed below. Cancellations generally are made in writing, and we take appropriate steps to notify our manufacturers of these cancellations. We may incur costs or other losses as a result of cancellations.

We maintain a full-time sales and marketing staff, many of whom make on-site visits to customers for the purpose of showing products and soliciting orders for products. We also retain a number of independent sales representatives to sell and promote our products, both domestically and internationally. Together with retailers, we occasionally test the consumer acceptance of new products in selected markets before committing resources to large-scale production.

We publicize and advertise our products online and on mobile, in trade and consumer magazines and other publications, market our products at international, national and regional toy and other specialty trade shows, conventions and exhibitions and carry on cooperative advertising programs with toy and mass market retailers and other customers which include the use of print, online, mobile and television ads and via in-store displays. We also produce and broadcast television commercials for several of our product lines, if we expect that the resulting increase in our net sales will justify the relatively high cost of television/media advertising.

Product Development

Each of our product lines has an in-house manager responsible for product development. The in-house manager identifies and evaluates inventor products and concepts and other opportunities to enhance or expand existing product lines or to enter new product categories. In addition, we create proprietary products to fully exploit our concept and character licenses. Although we have the capability to create and develop products from inception to production, we also use third-parties to provide a portion of the sculpting, sample making, illustration and package design required for our products in order to accommodate our increasing product innovations and introductions as well as accelerate our speed-to-market. Typically, the development process takes from nine to eighteen months from concept to production and shipment to our customers, but given our Company's size and structure, we have demonstrated the ability to shrink that down to three to nine months successfully when the opportunity requires.

We employ a staff of designers for all of our product lines. We occasionally acquire other product concepts from unaffiliated third-parties. If we accept and develop a third-party's concept for new toys, we generally pay a royalty on the sale of the toys developed from this concept, and may, on an individual basis, guarantee a minimum royalty. Royalties payable to inventors and developers generally range from 1% to 5% of the wholesale sales price for each unit of a product sold by us. We believe that utilizing experienced third-party inventors gives us access to a wide range of development talent. We currently work with numerous toy inventors and designers for the development of new products and the enhancement of existing products.

Safety testing of our products is done at the manufacturers' facilities by quality control personnel employed by us or by independent third-party contractors engaged by us. Safety testing is designed to meet or exceed regulations imposed by federal and state, as well as applicable international governmental authorities, our retail partners, licensors and the Toy Association. We also closely monitor quality assurance procedures for our products for safety purposes. In addition, independent laboratories engaged by some of our larger customers and licensors test certain of our products.

Manufacturing and Supplies

Our products are currently produced by overseas third-party manufacturers, which we choose on the basis of quality, flexibility, reliability and price. Consistent with industry practice, the use of third-party manufacturers enables us to avoid incurring fixed manufacturing costs, while maximizing flexibility, capacity and the latest production technology. Substantially all of the manufacturing services performed overseas for us are paid for on open account with the manufacturers. To date, we have not experienced any material delays in the delivery of our products from our manufacturers; however, delivery schedules are subject to various factors beyond our control, and any delays in the future could adversely affect our sales. The COVID-19 pandemic, in particular, created some short-term delays as manufacturing capacity both dropped during the peak of the China outbreak and then again was stretched when consumer demand for different categories of products spiked as a result of the unprecedented level of households operating under confined-to-home/social distancing guidelines. The lingering impact of the pandemic has created volatility in costs associated with the sourcing and importation of product, in particular due to changes in factor inputs (labor, oil) and market demand for services (transport). In addition, our third-party manufacturers have seen increases in foreign exchange rate exposure during this time. Currently, we have ongoing relationships with over 50 different manufacturers. We believe that alternative sources of supply are available to us although we cannot be assured that we can obtain adequate supplies of manufactured products on short notice. We may also incur costs or other losses as a result of not placing orders consistent with our forecasts for product to be manufactured by our suppliers or manufacturers for a variety of reasons including customer order cancellations or a decline in demand.

Although we do not conduct the day-to-day manufacturing of our products, we are extensively involved in the design of product prototypes and production tools, dies and molds for our products and we seek to ensure quality control by actively reviewing the production process and testing the products produced by our manufacturers. We employ quality control inspectors who rotate among our manufacturers' factories to monitor the production of substantially all of our products.

The principal raw materials used in the production and sale of our toy products are plastics, zinc alloy, plush, printed fabrics, paper products and electronic components, all of which are currently available at reasonable prices from a variety of sources. Although we do not directly manufacture our products, we own the majority of the tools, dies and molds used in the manufacturing process, and these are transferable among manufacturers if we choose to employ alternative manufacturers. Tools, dies and molds represent a substantial portion of our property and equipment with a net book value of \$13.7 million and \$14.1 million as of December 31, 2023 and 2022, respectively. Substantially all of these assets are located in China.

Patents, Trademarks, Copyrights and Licenses

We routinely pursue protection of our products through some form or combination of intellectual property right(s). We file patent applications where appropriate to protect our innovations arising from new development and design, and as a result, possess a portfolio of issued patents in the U.S. and abroad. Most of our products are produced and sold under trademarks owned by or licensed to us. In recent years, our rate of filing new trademark applications has increased. We also register certain aspects of some of our products with the U.S. Copyright Office. In the same vein, we enforce our rights against infringers because we recognize our intellectual property rights are significant assets that contribute to our success. Accordingly, while we believe we are sufficiently protected and the duration of our rights are aligned with the lifecycle of our products, the loss of some of these rights could have an adverse effect on our financial growth expectations and business operations.

Competition

Competition in the toy industry is intense. Globally, certain of our competitors have greater financial resources, larger sales and marketing and product development departments, stronger name recognition, wholly-owned brands and properties with high consumer awareness and appeal, longer operating histories and benefit from greater economies of scale. These factors, among others, may enable our competitors to market their products at lower prices or on terms more advantageous to customers than those we could offer for our competitive products. Competition often extends to the procurement of entertainment and product licenses, as well as the marketing and distribution of products and the obtaining of adequate shelf space. Competition may result in price reductions, reduced gross margins and loss of market share, any of which could have a material adverse effect on our business, financial condition and results of operations. In many of our product lines we compete directly against one or both of two of the toy industry's most dominant companies, Mattel® and Hasbro®. In addition, we compete in our Halloween costume lines with Rubies II. We also compete with numerous smaller domestic and foreign toy manufacturers, importers and marketers in each of our product categories.

Seasonality and Backlog

In 2023, 61.4% of our net sales were made in the third and fourth quarters. Generally, the first quarter is the period of lowest shipments and sales in our business and in the toy industry and therefore it is also the least profitable quarter due to various fixed costs. Seasonality factors cause our operating results to fluctuate significantly from quarter to quarter. However, our outdoor/seasonal products are primarily sold in the spring and summer seasons. Our results of operations may also fluctuate as a result of factors such as the timing of new products (and related expenses) introduced by us or our competitors, the theatrical/entertainment-led releases of licensed brands, the advertising activities of our competitors, delivery schedules set by our customers and the emergence of new market entrants. We believe, however, that the low retail price of most of our products may be less subject to seasonal fluctuations than higher-priced toy products.

We ship products in accordance with delivery schedules specified by our customers, who generally request delivery of products within three to six months of the date of their orders for orders shipped FOB China or Hong Kong and within three days for orders shipped domestically (i.e., from one of our warehouses). Because customer orders may be canceled at any time, often without penalty, our backlog may not accurately indicate sales for any future period.

In 2022 and 2021, a number of factors partially attributable to the COVID-19 pandemic created significant bottlenecks and supply-demand imbalances in exporting product out of Asia into the United States and Europe. These factors increased the cost of ocean freight and the cost of trucking while incurring higher expenses and penalties from product being stuck at the port awaiting inbound trucking pickup. The unpredictability of delivery times further resulted in higher warehouse handling costs as container arrival timelines proved less predictable sometimes requiring overtime labor and expansion of the short-term labor pool to cope with above-average arriving volumes. Specifically, in 2022, companies and retailers responded to the ocean freight crisis by shifting more of their importation of product to the first half of the year. These efforts created more volatility in accurately forecasting market demand. In areas where consumer demand subsequently cooled, a backlog of inventory accumulated both at retailers and in manufacturer distribution centers. These excesses in turn generated incremental costs as inventory levels exceeded normal capacity levels, and temporary price reductions were utilized to accelerate consumer demand. Finally, the longer delivery time resulted in a slower cash conversion cycle for us as the net impact was a longer holding period for finished goods inventory between manufacture and sale to customer.

Government and Industry Regulation

Our products are subject to the provisions of the Consumer Product Safety Act (“CPSA”), the Federal Hazardous Substances Act (“FHSA”), the Flammable Fabrics Act (“FFA”) and the regulations promulgated thereunder, and various other regulations in the European Union and other jurisdictions. The CPSA and the FHSA enable the Consumer Products Safety Commission (“CPSC”) to exclude from the market consumer products that fail to comply with applicable product safety regulations or otherwise create a substantial risk of injury, and articles that contain excessive amounts of a banned hazardous substance. The FFA enables the CPSC to regulate and enforce flammability standards for fabrics used in consumer products. The CPSC may also require the repurchase by the manufacturer of articles. Similar laws exist in some states and cities and in various international markets. We maintain a quality control program designed to ensure compliance with all applicable laws.

Human Capital

Our success comes from recruiting, retaining and motivating talented individuals around the world. JAKKS Pacific, Inc. continuously strives to create a safe, healthy, productive and harmonious work environment.

As of December 31, 2023, we had approximately 659 employees (including temporary and seasonal employees) working in over 10 countries worldwide to create innovative products and experiences that inspire, entertain, and develop children through play, with approximately 277 employees (42% of the total workforce) located outside the U.S.

Employee Engagement

One of our main focuses is employee retention. We empower our management to identify top performers and mentor them. We encourage all employees to take advantage of in-house and external training programs and continuing education. Our Human Resources department has an open-door policy that encourages employees to seek career advancement advice. Holding various events and workshops throughout the year, employees are encouraged to voice any concerns and/or to bring forth their ideas and suggestions.

Diversity and Inclusion

We are committed to fostering, cultivating and preserving a culture of diversity, equity and inclusion.

The collective sum of the individual differences, life experiences, knowledge, inventiveness, innovation, self-expression, unique capabilities and talent that our employees invest in their work represents a significant part of the culture.

We embrace and encourage employees’ differences in age, color, ability, ethnicity, family or marital status, gender identity or expression, language, national origin, physical and mental ability, political affiliation, race, religion, sexual orientation, socio-economic status, veteran status, and other characteristics.

Our diversity initiatives are applicable—but not limited—to practices and policies on recruitment and selection; compensation and benefits; professional development and training; and promotions and transfers.

Training and Development

We take pride in offering the opportunity for employees to continuously learn and to grow their careers. Annually, employees are offered various types of training and the opportunity to continue their education. This includes both online and instructor-led training covering a variety of topics including: career-related, federally- and locally-mandated, JAKKS Pacific, Inc. Company policy and legal, financial services and health/wellness-related. Nearly all employees take advantage of these learning opportunities.

Health and Safety

We are committed to providing a safe, healthy and productive working environment for all of our employees globally.

Environmental Issues

We may be subject to legal and financial obligations under environmental, health and safety laws in the United States and in other jurisdictions where we operate. We are not currently aware of any material environmental liabilities associated with any of our operations.

Available Information

We make available free of charge on or through our Internet website, www.jakks.com, our annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and amendments to these reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 as soon as reasonably practicable after we electronically file such material with, or furnish it to, the SEC. In addition, we have previously filed registration statements and other documents with the SEC. Any document we file may be inspected without charge at the SEC's website at www.sec.gov. (These website addresses are not intended to function as hyperlinks, and the information contained in our website and in the SEC's website is not intended to be a part of this filing.)

Our Corporate Information

We were formed as a Delaware corporation in 1995. Our principal executive offices are located at 2951 28th Street, Santa Monica, California 90405. Our telephone number is (424) 268-9444 and our Internet Website address is www.jakks.com. The contents of our website are not incorporated in or deemed to be a part of this Annual Report on Form 10-K.

Item 1A. Risk Factors

From time to time, including in this Annual Report on Form 10-K, we publish forward-looking statements, as disclosed in our Disclosure Regarding Forward-Looking Statements, immediately following the Table of Contents of this Annual 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 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 Annual Report on Form 10-K 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:

- *the phenomenon of children outgrowing toys at younger ages, particularly in favor of interactive and high technology products;*
- *increasing use of technology, broadly, be it taking share of children's discretionary time or otherwise;*
- *shorter life cycles for individual products;*
- *higher consumer expectations for product quality, functionality, price-value and environmental-impact;*
- *a wider array of content offerings and platforms attracting a viable audience that enables a meaningful consumer products opportunity, and our ability to effectively predict those platforms and offerings given the increasingly fragmented content distribution marketplace;*
- *the evolving media landscape increases the cost and complexity of advertising our products directly to end-consumers, and similarly our ability to effectively predict the most effective advertising platforms could adversely impact our ability to introduce and sell our product lines at planned levels or better; and*
- *consumer shopping habits migrating from traditional "brick & mortar" retailer browsing to more online experiences. We cannot be assured that this change will not adversely impact our historical ability to have our newest product offerings discovered, evaluated and appreciated sufficiently to motivate purchase and ultimately build word-of-mouth endorsement about the value of our offerings.*

We cannot assure you that:

- *our current products will continue to be popular with consumers;*
- *the products that we introduce will achieve any significant degree of market acceptance;*
- *our support of customers with an online shopping proposition is expected to lead to a comparable degree of sales or margins through the offline shopping experience should consumer behavior migrate more of our business in that direction;*
- *the life cycles of our products will be sufficient to permit us to recover our inventory costs, and licensing, design, manufacturing, marketing and other costs associated with those products;*
- *we will be able to manufacture and distribute new or current products in a timely manner to meet demand; or*
- *our inclusion of new technology will result in higher sales or increased profits.*

Any or all of the foregoing factors may adversely affect our business, results of operations and financial condition.

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 generate these dollar amounts under the percentage of sales basis under which most agreements are written. Some of our license agreements have additional requirements for marketing spend for the brands licensed. Some of our license agreements disallow certain retailer credits and deductions from the sales base on which royalties are calculated, including in some cases uncollectable accounts. 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 which may adversely impact our business, results of operations and financial condition. Many of our license agreements, although multi-year in total, require us to pay a minimum level of royalties annually that cannot be recouped outside of selling during that time period (often 12 months). There may also be minimum royalty commitments assigned to specific geographic regions or countries. As a result, sudden shocks to the market, such as has been the case with COVID-19 or when a foundational retailer goes bankrupt, might leave us with these fixed expenses unless licensors are willing to renegotiate terms in consideration for the unexpected nature of the shock. Contractual minimal royalty payments are almost always fixed and determined upon signing, so these sorts of shocks could have a negative impact on our business, results of operations and financial condition for multiple years given the nature and timing of the shock.

- *Some of our licenses are restricted as to use and include other restrictive provisions.*

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 or not timely, our development, manufacturing and/or sale of new products could be impeded. Our licensing agreements include other restrictive provisions, such as limitations of the time period in which we have to sell existing inventory upon expiration of the license, requiring licensor approval of contract manufacturers and approval of marketing and promotional materials, limitations on channels of distribution, including internet sales, change of ownership clauses that require licensor approval of such change and may require a fee to be paid under certain circumstances and various other provisions that may have an adverse impact on our business, results of operations and financial condition.

- *New licenses can be difficult and expensive to obtain and in some cases, retain.*

Our continued success will substantially depend upon our ability to maintain existing relevant and obtain new 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 capital expenditures, royalty advances and guaranteed minimum royalty payments may strain our cash resources. Often times, licensors require cash advance payments upon signing agreements against future minimum royalty obligations, which requires us to pay out cash several quarters prior to our ability to ship, invoice and ultimately collect revenue from the related product sales. In addition, there might be licensor or consumer expectations that certain toy products contain music or musical elements related to the original entertainment. Those music rights must be separately acquired at additional expense, and as a result can adversely affect our profitability and competitiveness at retail.

- *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 licenses or not grant us new licenses, our business, results of operations and financial condition could be adversely affected.

- *Our license agreements are subject to audit.*

In most of our license agreements, the licensor retains the right to utilize an auditor of their choosing to audit our performance against all elements of the agreement up to some number of years after license expiration. In the event that errors or omissions were made in our normal course of business that resulted in underpayment of royalties, shipping product to an unlicensed territory or channel of distribution, or a variety of other technical infractions, we could be liable for past due royalties, accrued interest and other financial penalties as outlined in the agreement.

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, results of operations and financial condition.

The success of many of our character-related and theme-related products depends upon the popularity of characters in movies, television programs, live sporting exhibitions, and other media and events. By extension, any sudden disruption in that calendar can have negative repercussions to our business, both in terms of recouping our investments to date, as well as, monetizing those investments at the profit margins we have planned. As we have a 9-18-month concept-to-market timeline depending on the product category, there is a degree of exposure given our dependence on third parties to adhere to their planned schedules. We cannot assure you that:

- *entertainment content associated with our character-related and theme-related product lines will be released at the times we expect, via the media we expected and/or will reach a wide enough audience to generate the level of consumer demand we anticipated in agreeing to sign the license and develop our product line;*
- *the success of entertainment content 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 of terms that are favorable to us;*
- *we will be successful in obtaining licenses to produce new character-related and theme-related products in the future;*
- *we will continue to be able to assess effectively our licensors' ability to launch new brands in a manner to effectively create a market for consumer products given the rapidly changing content distribution landscape and a potential reprioritization of their goals for their content launches; or*
- *we will continue to be able to effectively assess the longevity and market appetite for consumer products for pre-existing licensor brands given the ever-increasing competition for consumer's attention and discretionary spending.*

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, results of operations and financial condition.

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 materially adverse effect on our business, results of operations and financial condition.

Our three largest customers, Target®, Walmart® and Amazon®, accounted for 61.6% of our net sales in 2023. Except for outstanding purchase orders for specific products, we do not have written contracts with, or commitments from, any of our customers, and pursuant to the terms of certain of our vendor agreements, even some purchase orders may be cancelled without penalty up until delivery. A substantial reduction in or termination of orders from any of our largest customers would adversely affect our business, results of operations and financial condition. In addition, pressure by large customers seeking price reductions, financial incentives and changes in other terms of sale or for us to bear the risks and the cost of importing and carrying inventory could also adversely affect our business, results of operations and financial condition.

If one or more of our major customers were to experience difficulties in fulfilling their obligations to us resulting from bankruptcy or other deterioration in their financial condition or ability to meet their obligations, 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, results of operations and financial condition.

Restrictions under or the loss of availability under our revolving credit line could adversely impact our business and financial condition.

In June 2021, we entered into and consummated a binding definitive agreement with JPMorgan Chase (for an asset-based credit line) with the objective of increasing our overall liquidity.

All outstanding borrowings under the revolving credit line are accelerated and become immediately due and payable (and the revolving credit line terminates) in the event of a default, which includes, among other things, failure to comply with certain financial covenants or breach of representations contained in the credit line documents, defaults under other loans or obligations, involvement in bankruptcy proceedings, an occurrence of a change of control or an event constituting a material adverse effect on us (as such terms are defined in the credit line documents). In the event of a default, it is possible that our assets and certain of our subsidiaries' assets may be attached or seized by the lenders. Any (i) failure by us to comply with the covenants or other provisions of the credit line (ii) difficulty in securing any required future financing, or (iii) any such seizure or attachment of assets could have a material adverse effect on our business and financial condition. Our revolving credit line matures in June 2026.

We have entered into an At the Market Issuance Sales Agreement, pursuant to which we may offer and sell, from time to time, shares of our common stock, which may adversely affect the price of our Common Stock.

We have entered into an At the Market Issuance Sales Agreement (“ATM Agreement”), pursuant to which we may issue, from time to time, up to \$75.0 million of common stock, in one or more offerings in amounts, prices and at terms that we will determine at the time of the offering. Any such sale of common stock will dilute our other equity holders and may adversely affect the market price of the common stock. Under our currently existing ATM Agreement with B. Riley, as of March 15, 2024, we have not sold any shares of the common stock.

We have an effective shelf registration statement pursuant to which we may offer and sell, from time to time, securities, which may adversely affect the price of our Common Stock.

We have on file with the SEC an effective registration statement pursuant to which we may issue, from time to time, up to \$150 million of securities (which will be reduced by any amount of securities sold pursuant to the ATM Agreement) consisting of, or any combination of, common stock, preferred stock, debt securities, warrants, rights and/or units, in one or more offerings in amounts, prices and at terms that we will determine at the time of the offering. Any such sale of stock or convertible securities will, or have the potential to, dilute our other equity holders and may adversely affect the market price of the common stock. As of March 15, 2024, we have not sold any securities pursuant to our shelf registration statement.

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

Our success has been largely dependent upon the experience and continued services of Stephen G. Berman, our Chairman and Chief Executive Officer. Though Mr. Berman is under contract through 2026, 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 the services of Mr. Berman could adversely affect our business, results of operations and financial condition.

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

Economic conditions, such as decreased consumer confidence, inflation or a recession, may adversely impact our business, results of operations and financial condition. In addition, general economic conditions were significantly and negatively affected by the September 11th terrorist attacks and could be similarly affected by any future attacks. The COVID-19 pandemic had a negative impact to our business in 2020 by disrupting consumer behavior, spending patterns and ultimately the play patterns and events that often motivate purchases of our products. Furthermore, restrictions on nearly all of our customers' operating hours in 2020 at one point in the year or another, limited consumers' ability to discover our products through traditional in-store browsing and unplanned purchase. Continuation of such a weakened economic and business climate, as well as consumer uncertainty created by such a climate, could further adversely affect our sales and profitability. Other conditions, such as the unavailability of electronic components or other raw materials, for example, may impede our ability to manufacture, source and ship new and continuing products on a timely basis. Interruptions and delays in the availability of raw materials and finished goods could result from labor stoppages and strikes, the occurrence or threat of wars or similar conflicts, trade restrictions, and severe or unexpected weather conditions and other factors, any of which could adversely affect our business and the results of our operations. Significant and sustained increases in the price of oil, for example, could adversely impact the cost of the raw materials used in the manufacture of certain of our products, such as plastic, as well as ocean and over-the-road shipping costs. Increases in the costs of raw materials and shipping and other transportation costs and delays in the delivery of finished goods, if not offset by higher prices, could adversely impact our sales.

We face risks related to health epidemics and other widespread outbreaks of contagious disease, which could significantly disrupt our supply chain and impact our operating results.

Significant outbreaks of contagious diseases, and other adverse public health developments, could have a material impact on our business operations and operating results. In December 2019, a strain of Novel Coronavirus causing respiratory illness and death emerged in the city of Wuhan in the Hubei province of China. The Chinese government took certain emergency measures to combat the spread of the virus, including extension of the Lunar New Year holiday, implementation of travel bans and closure of factories and businesses. The majority of our materials and products are sourced from suppliers located in China.

The COVID-19 virus was ultimately declared a global pandemic by the World Health Organization and has been spreading throughout the world, including the United States, resulting in emergency measures, including travel bans, closure of retail stores, and restrictions on gatherings of more than a maximum number of people. These outbreaks are disruptive to local economies and commercial activity, and create downward pressure on our ability to make our product line available to consumers or for consumers to purchase our products, even if our products are available. At this time, we still cannot predict with any certainty the further duration and depth of the impact in the United States or other places worldwide where we sell our products or manufacture our products. Accordingly, it is extremely challenging to estimate the extent by which we will be negatively impacted by this disease. Uncertainty surrounds the length of time this disease will continue to spread, and the extent governments will continue to impose, or add additional, quarantines, curfews, travel restrictions and closures of retail stores. In addition, even following control of the disease and the end of the pandemic, the economic dislocation caused by the disease to so many people may linger and be so significant that consumers' focus could be directed away from consumer discretionary spending for products such as ours for an extended period of time. For all of these reasons, at this time we cannot quantify the extent of the impact this disease will have on our sales, net income and cash flows, but it could be quite significant.

Our business is seasonal and therefore our annual operating results will depend, in large part, on our sales during the relatively brief holiday shopping season. This seasonality is exacerbated by retailers' shifting inventory management techniques.

Sales of our products at retail are extremely seasonal, with a majority of retail sales occurring during the period from September through December in anticipation of the holiday season. Further, e-commerce is growing significantly and accounts for a higher portion of the ultimate sales of our products. E-commerce retailers tend to hold less inventory and take inventory closer to the time of sale to consumers than traditional brick-and-mortar retailers. As a result, customers are timing their orders so that they are being filled by suppliers, such as us, closer to the time of purchase by consumers. For our products, a majority of retail sales for the entire year generally occur in the fourth quarter, close to the holiday season. As a consequence, the majority of our sales to our customers occur in the third and fourth quarters, as our customers do not want to maintain large on-hand inventories throughout the year ahead of consumer demand. While these techniques reduce a retailer's investment in inventory, they increase pressure on suppliers like us to fill orders promptly and thereby shift a significant portion of inventory risk and carrying costs to the supplier. The level of inventory carried by retailers may also reduce or delay retail sales resulting in lower revenues for us. If we or our customers determine that one of our products is more popular at retail than was originally anticipated, we may not have sufficient time to produce and ship enough additional products to fully meet consumer demand. Additionally, the logistics of supplying more and more product within shorter time periods increases the risk that we will fail to achieve tight and compressed shipping schedules and quality control, which also may reduce our sales and harm our results of operations. This seasonal pattern requires significant use of working capital, mainly to manufacture or acquire inventory during the portion of the year prior to the holiday season, and it requires accurate forecasting of demand for products during the holiday season in order to avoid losing potential sales of popular products or producing excess inventory of products that exceed consumer demand. Our failure to accurately predict and respond to consumer demand, resulting in under-producing popular items and/or overproducing less popular items, could significantly reduce our total sales, negatively impact our cash flows, increase the risk of inventory obsolescence, and harm our results of operations and financial condition. In addition, as a result of the seasonal nature of our business, we would be significantly and adversely affected, in a manner disproportionate to the impact on a company with sales spread more evenly throughout the year, by unforeseen events such as a terrorist attack or economic shock that harm the retail environment or consumer buying patterns during our key selling season, or by events such as strikes or port delays that interfere with the shipment of goods, during the critical months leading up to the holiday shopping season.

The COVID-19 pandemic has also accelerated consumers' shift to e-commerce transactions with traditional brick & mortar retailers. Some of these transactions are for "ship-to-home" purchases and some are for local pick-up by the consumer at the brick-and-mortar location. In either case, the consumer's path to discovery of new items changes to a digital medium. It remains to be seen whether this change has a negative adverse impact on consumers' ability to discover the breadth and depth of our product range or whether it discourages adding incremental unplanned purchases to the shopping cart. Either scenario could have a negative impact on our overall business performance.

Our Costume (Disguise) business is even more seasonal than our core Toy/Consumer Products business as Halloween remains the primary purchase occasion for our costumes. This seasonality is further exacerbated by consumer migration to online shopping as the style and size attributes of the Halloween business (i.e., we make the same costume in multiple sizes, and the same item “costume” across a very wide range of brands and properties) in part behaves like an apparel-driven transaction rather than “one-size-for-all” toy/consumer product transaction.

In 2020, COVID-19 was an unexpected shock to the market, making the traditional Halloween experience less feasible to celebrate in its traditional manner. It had a material impact on our sales of related product. Any similar event that suddenly makes the holiday less relevant or infeasible to celebrate can and likely will have a negative impact on that segment of business. Given that securing licenses, product design and development and ultimately sourcing of the product takes place over a year in advance of the actual Halloween selling season, we have limited ability to recover invested expense if the market demand for those products were to suddenly be reduced. Although some product could be held in inventory or materials rolled forward to the next manufacturing season, these events would in turn incrementally tie up our capital and add warehousing expense until the following year at best, and/or put added strain on our third-party manufacturers.

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, unplanned costs or higher product costs, or the inability to fulfill orders on a timely basis, any of which could adversely affect our business, results of operations and financial condition.

We depend upon many third-party manufacturers who develop, provide and use the tools, dies and molds that we generally 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, results of operations and financial condition. The continuing conflict in the Middle East and its impact on the Red Sea shipping routes, as well as the climate driven transit disruptions at the Panama Canal in Middle America, may ultimately negatively impact the global flow of goods with increasing transit times and cost, which could adversely affect our ability to deliver our products in a timely manner and maintain our expected cost structure.

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 suddenly 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 own the majority of those tools, dies and molds, our ability to retrieve them and move them to a new manufacturer might be limited by lack of manufacturing equipment compatibility. In addition, the current COVID-19 pandemic has made on-site engagement of our vendor base more challenging.

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 may also incur costs or other losses as a result of not placing orders consistent with our forecasts for product manufactured by our suppliers or manufacturers for a variety of reasons including customer order cancellations or a decline in demand. In the event that some unexpected shock to the market (like the COVID-19 pandemic) were to suddenly drastically change demand for product anticipated to be procured from our third-party manufacturers, we may incur some costs relating to raw materials they have ordered on our behalf, and/or finished goods that were not shipped due to last-minute cancelled orders from our customers buying FOB from China.

Although our manufacturers bear the foreign-exchange risk by committing to USD/HKD pricing despite having non-USD/HKD cost elements, we could nonetheless be adversely impacted if they fail to manage that risk accordingly. In that event, the predictable flow of product at the prices we expect could be disrupted, and we may not have adequate time to source comparable product elsewhere in time to avoid disruptions in our selling cycle.

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

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 brand name recognition and/or well-established owned brands/trademark;*
- *broader international sales and marketing infrastructure;*
- *longer operating histories; and*
- *greater economies of scale, inclusive of purchasing power and leverage of their investments across a range of areas, inclusive but not limited to research, technology, data analytics and strategic sourcing.*

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 retail channels. 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.

Our corporate headquarters, fulfillment center and information technology systems are in Southern California, and if these operations are disrupted, we may not be able to operate our core functions and/or ship merchandise to our customers, which would adversely affect our business.

Our corporate headquarters, distribution center and information technology systems are in Santa Monica and the City of Industry, California, and the majority of our U.S.-based staff lives in Southern California. If we encounter any disruptions to our operations within these buildings, or if they were to shut down for any reason, including by fire or other natural disaster, or as a result of another pandemic, then we may be prevented from effectively operating, shipping and processing our merchandise. Furthermore, the risk of disruption or shut down at these buildings and/or within the Southern California community is greater than it might be if they were in another region as Southern California is prone to natural disasters such as earthquakes and wildfires. Any disruption or shut down at these locations could significantly impact our operations and have a material adverse effect on our financial condition and results of operations. In addition, it is possible that our business operations will be adversely impacted by future climate changes, albeit in ways we cannot predict or quantify at this time.

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. Sales to our international customers comprised approximately 21.6% of our net sales for the year ended December 31, 2023 and approximately 19.1% of our net sales for year ended December 31, 2022. We expect our sales to international customers to account for a greater portion of our revenues in future fiscal periods. Additionally, we use third-party manufacturers, located principally in China, and are subject to the risks normally associated with operations, including:

- *currency conversion risks and currency fluctuations;*
- *limitations, including taxes, on the repatriation of earnings;*
- *political instability, including wars and 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, such as earthquakes, hurricanes and floods;*
- *transportation delays and interruption, inclusive of raw material's sourcing to our third-party manufacturers as well as finished goods delivery through to our customers and ultimate consumers;*
- *work stoppages;*
- *the potential imposition of tariffs; and*
- *the pricing of intercompany transactions may be challenged by taxing authorities in both foreign jurisdictions and the United States, with potential increases in income and other 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 regulatory, 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 results of operations and financial condition could be significantly and adversely affected if any of the risks described above were to occur.

Legal proceedings may harm our business, results of operations, and financial condition.

We are a party to lawsuits and other legal proceedings in the normal course of our business. Litigation and other legal proceedings can be expensive, lengthy and disruptive to normal business operations. Moreover, the results of complex legal proceedings are difficult to predict. We cannot provide assurance that we will not be a party to additional legal proceedings in the future. To the extent legal proceedings continue for long time periods or are adversely resolved, our business, results of operations, and financial condition could be significantly harmed.

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 Product 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 and/or destruction of existing inventory.*

Any of these results may adversely affect our business, results of operations and financial condition. 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, results of operations and financial condition.

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, results of operations and financial condition.

Restructuring our workforce can be disruptive and harm our results of operations and financial condition.

We have in the past restructured or made other adjustments to our workforce in response to the economic environment, performance issues, acquisitions, and other internal and external considerations. Restructurings can among other things result in a temporary lack of focus, reductions in net sales and reduced productivity. In addition, we may be unable to realize the anticipated cost savings from our previously announced restructuring efforts or may incur additional and/or unexpected costs in order to realize the anticipated savings. The amounts of anticipated cost savings and anticipated expenses-related restructurings are based on our current estimates, but they involve risks, uncertainties, assumptions and other factors that may cause actual results, performance or achievements to be materially different from those previously planned. These impacts, among others, could occur in connection with previously announced restructuring efforts, or related to future acquisitions and other restructurings and, as a result, our results of operations and financial condition could be negatively affected.

The inability to successfully defend claims from taxing authorities or the adoption of new tax legislation could adversely affect our results of operations and financial condition.

We conduct business in many countries, which requires us to interpret the income tax laws and rulings in each of those jurisdictions. Due to the complexity of tax laws in those jurisdictions as well as the subjectivity of factual interpretations, our estimates of income tax liabilities may differ from actual payments or assessments. Claims from tax authorities related to these differences could have an adverse impact on our results of operations and financial condition. In addition, legislative bodies in the various countries in which we do business may from time to time adopt new tax legislation that could have a material adverse effect on our business, results of operations and financial condition.

We may not be able to sustain or manage our product line growth, which may prevent us from increasing our net revenues.

Historically, we experienced growth in our product lines through acquisitions of businesses, products and licenses. This growth in product lines has contributed significantly to our total revenues over the years. Even though we have had no significant acquisitions since 2012, comparing our future 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 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, expanding into adjacent Toys/Consumer Products/Costume categories and expanding into international markets, which will place additional demands upon our management, operational capacity and financial resources and systems. The increased demand upon management may necessitate our recruitment and retention of additional qualified management personnel. We cannot assure 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 to train, motivate and manage our workforce. 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, results of operations and financial condition.

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 on commercially reasonable terms, our ability to identify acquisition candidates and conclude acquisitions on acceptable terms, and our ability to obtain the required consents from certain lenders and finance increased levels of accounts receivable and inventory necessary to support our sales growth, if any. Accordingly, we cannot assure that our growth strategy will be successful.

Failures of our computer-based information technology and cybersecurity breaches could damage our business.

We use computer-based technology systems to conduct significant operational activities and to maintain our business records. These systems are dependent upon the global world-wide web infrastructure known as the “internet”. A material breach in the security of our computer technology systems could result in third parties obtaining or altering the company’s data, including sensitive data of our customers, suppliers, and employees. We experienced a threat to the security of our computer systems in December 2022 which resulted in the leakage of certain data, including information about our employees. Although that incident did not result in material damage to our operations or cash flow, there is no assurance that any future material breach of the security of our computer systems would not occur, and such occurrences could have a material and adverse effect on our financial position, results of operations and cash flows.

We rely extensively on information technology in our operations, and any material failure, inadequacy, or interruption of that technology could have a material adverse impact on our business.

We rely extensively on information technology systems across our operations, including for management of our supply chain, sale and delivery of our products and services, reporting our results of operations, collection and storage of consumer data, data of customers, employees and other stakeholders, and various other processes and transactions. Many of these systems are managed by third-party service providers. We use third-party technology and systems for a variety of reasons, including, without limitation, encryption and authentication technology, employee email, content delivery to customers, back-office support, and other functions. In any given year, a small volume of our consumer products and services may rely on a component or element which is internet-enabled, and may be offered in conjunction with business partners or such third-party service providers. We, our business partners and third-party service providers may collect, process, store and transmit consumer data, including personal information, in connection with those products and services. Failure to follow applicable regulations related to those activities, or to prevent or mitigate data loss or other security breaches, including breaches of our business partners' technology and systems, could expose us or our customers to a risk of loss or misuse of such information, which could adversely affect our results of operations, result in regulatory enforcement or other litigation and could be a potential liability for us, and otherwise significantly harm our business. Our ability to effectively manage our business and coordinate the production, distribution, and sale of our products and services depends significantly on the reliability and capacity of these systems and third-party service providers.

Although we have developed systems and processes that are designed to protect customer information and prevent data loss and other security breaches, including systems and processes designed to reduce the impact of a security breach at a third-party provider, such measures cannot provide absolute security. If our systems or our third-party service providers' systems fail to operate effectively or are damaged, destroyed, or shut down, or there are problems with transitioning to upgraded or replacement systems, or there are security breaches in these systems, any of the aforementioned could occur as a result of natural disasters, human error, software or equipment failures, telecommunications failures, loss or theft of equipment, acts of terrorism, circumvention of security systems, or other cyber-attacks, including denial-of-service attacks, we could experience delays or decreases in product sales, and reduced efficiency of our operations. Additionally, any of these events could lead to violations of continually evolving privacy laws, loss of customers, or loss, misappropriation or corruption of confidential information, trade secrets or data, which could expose us to potential litigation, regulatory actions, sanctions or other statutory penalties, any or all of which could adversely affect our business, and cause us to incur significant losses and remediation costs.

The COVID-19 pandemic required most of our employees to work remotely, putting unprecedented strain on our information technology resources and infrastructure. Although in 2022 we defaulted back to a more traditional on-premise work model, we continue to support a higher degree of work-from-home opportunities than we did pre-COVID-19 ("the work-from-home model"). Although our policies and procedures continue to adjust and adapt informed by our own experiences and market norms, we cannot say with certainty what level of hybrid work we will continue to support as we move forward. With that in mind, we cannot be sure how remote work may generate an increase in new and unforeseen risks of business disruption and/or increased complexity across the range of functions that comprise the Company's daily activities. In addition, the work-from-home model may increase our vulnerability to hacking and other nefarious activities as employees adjust to new hardware/software infrastructure, resources and processes as well as close the gap created by no longer being in close physical proximity to their colleagues. Although all employees are required to use work infrastructure and our secure VPN, we cannot be completely certain that we will not have increased exposure to security considerations in this environment.

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. Future acquisitions, if any, may 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;*
- *supply-chain resilience and competitive advantage;*
- *the degree to which acquired operations can be seamlessly integrated with our organization; and*
- *appropriate valuation and our ability to create substantially more value post-acquisition.*

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 and institutional knowledge from acquired companies;*
- *failure of an acquired business to achieve targeted financial results, inclusive of working capital needs;*
- *limited capital to finance acquisitions and/or fund appropriate working capital post-acquisition; and*
- *inability to maintain or secure relevant licenses to maintain or expand the net sales of acquired business.*

We may engage in strategic transactions that could negatively impact our liquidity, increase our expenses and present significant distractions to our management.

We may consider strategic transactions and business arrangements, including, but not limited to, acquisitions, asset purchases, partnerships, joint ventures, restructurings, divestitures and investments. Any such transaction may require us to incur non-recurring or other charges, may increase our near and long-term expenditures and may pose significant integration challenges or disrupt our management or business, which could harm our operations and financial results.

If securities or industry analysts publish inaccurate or unfavorable research about our business, the price and trading volume of our common stock could decline.

The trading market for our common stock depends in part on the research and reports that securities or industry analysts publish about us or our business. If one or more of the analysts who covers us downgrades our common stock, publishes inaccurate or unfavorable research about our business, or sets unreasonable expectations or makes erroneous assumptions about our future performance which ultimately are not achieved, the price of our common stock would likely decline. If one or more of these analysts cease coverage of us or fails to publish reports on us regularly, demand for our common stock could decrease, which could cause the price of our common stock and trading volume to decline.

We have a small public float compared to other larger publicly-traded companies, which may result in price swings in our common stock or make it difficult to acquire or dispose of our common stock.

This small public float can result in large swings in our stock price with relatively low trading volume. In addition, a purchaser that seeks to acquire a significant number of shares may be unable to do so without increasing our common stock price, and conversely, a seller that seeks to dispose of a significant number of shares may experience a decreasing stock price.

Our stock price has been volatile over the past several years and could decline in the future, resulting in losses for our investors.

All the factors discussed in this section, disclosures made in other parts of this Annual Report on Form 10-K, or any other material announcements or events could affect our stock price. In addition, quarterly fluctuations in our operating results, changes in investor and analyst perception of the business risks and conditions of our business, our ability to meet earnings estimates and other performance expectations of financial analysts or investors, unfavorable commentary or downgrades of our stock by research analysts, fluctuations in the stock prices of other toy companies or in stock markets in general, and general economic or political conditions could also cause the price of our stock to change. A significant drop in the price of our stock could expose us to the risk of securities class action lawsuits, which could result in substantial costs and divert management's attention and resources, adversely affecting our business.

We have a valuation allowance on a portion of the deferred taxes on our books since their future realization is uncertain.

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 to realize the deferred tax assets. We currently believe that based on the available information, it is more likely than not that a portion of the deferred tax assets, related to capital losses, will not be realized.

We have a material amount of goodwill which, if it becomes impaired, would result in a reduction in our net earnings.

Goodwill is the amount by which the cost of an acquisition exceeds the fair value of the net assets we acquire. Goodwill is not amortized and is required to be evaluated for impairment at least annually. At December 31, 2023, \$35.1 million, or 8.8% of our total assets represented goodwill. Declines in our profitability may impact the fair value of our reporting units, which could result in a write-down of our goodwill and consequently harm our results of operations. We did not record any goodwill impairment charges during 2023, 2022 or 2021. In the future, if we do not maintain our profitability and growth targets, the carrying value of our goodwill may become impaired, resulting in impairment charges.

Item 1B. Unresolved Staff Comments

None.

Item 1C. Cybersecurity

JAKKS has adopted a cybersecurity framework to help manage and mitigate cybersecurity risks.

JAKKS has implemented cybersecurity policies, processes and procedures to aid in the identification, protection, detection of cyber related issues, and the response to and recovery from cybersecurity breaches. A summary of the principal activities JAKKS has undertaken to strengthen its cybersecurity posture and mitigate its cybersecurity risks:

- A subcommittee of the Board of Directors has been established to oversee and manage the company’s risk, response, and recovery policies, processes, and procedures related to, and stemming from, cyber-related issues;
- Purchased cybersecurity risk insurance to protect against potential losses arising from a cybersecurity incident;
- Implementation of quarterly vulnerability and penetration tests to identify, and if necessary, remediate, any potential risk to the organization;
- Engaged two (2) third-party service providers to monitor JAKKS systems for anomalous activity (24 hours a day, 365 days a year);
- Conduct disaster recovery exercise on a yearly basis;
- Implemented a revised and updated phishing email training program; and
- Retained a consultant to act as the Company’s Virtual Chief Information Security Officer (VCISO), who has more than 20 years of experience in various cybersecurity roles (e.g., managing information security, developing cybersecurity strategies, implementing cybersecurity and incident response programs, etc.) to oversee the implementation and performance of the Company’s cybersecurity program.

As part of our cybersecurity program, the Company’s VCISO, Senior Vice President of Operations and Vice President of Information Technology, collectively referred to as our “Cybersecurity Team,” reviews our cybersecurity posture, identifies areas in need of improvement, and helps foster a culture of compliance (including training of all employees). Our Vice President of Information Technology has over 20 years of experience in various roles involving managing information security, developing cybersecurity strategy, and implementing cybersecurity program. The Company’s program also includes activities to respond to and recover from cybersecurity incidents, including processes to triage, assess severity, investigate, escalate, contain, and remediate an incident, as well as to comply with potentially applicable legal obligations and mitigate brand and reputational damage.

Our Cybersecurity Team assesses cybersecurity risks, including those related to our supply chain and third-party service providers that have access to our systems or facilities where JAKKS’ data is stored. The team assesses how cybersecurity risks affect or are reasonably likely to materially affect the Company, including our operations or financial position. Our Cybersecurity Team is responsible for the Company’s risk assessment, risk management, disaster recovery, and auditing of JAKKS overall cybersecurity program. The Cybersecurity Team meets with the Cybersecurity Subcommittee of the Board of Directors to discuss, identify, and address cybersecurity risks and review updates to our risk management program to ensure cybersecurity risks to the organization are mitigated. For further discussion of the risks associated with cybersecurity incidents, see the cybersecurity risk factors beginning on page 22 of the section entitled “Item 1A. Risk Factors” in this Form 10-K.

In December 2022, the Company learned of a cybersecurity threat to its information technology system (“IT System”), and that certain data, including personal data of employees, had been extracted from the Company’s IT System. Upon learning of the cybersecurity threat, the Company launched an investigation and undertook prompt action, including employing containment protocols to mitigate the impact of the threat, engaging third-party information technology cyber security and forensics experts and special legal counsel, and utilizing additional security measures to help safeguard the integrity of its IT System’s infrastructure and the data contained therein. The Company has not identified any material damage suffered from the incident.

Item 2. Properties

The following is a listing of the principal leased offices maintained by us as of March 15, 2024

Property	Location	Approximate Square Feet	Lease Expiration Date
<i>US</i>			
Distribution Center	City of Industry, California	800,000	April 30, 2025
Disguise Office	Poway, California	24,200	June 30, 2028
Corporate Headquarters/Showroom	Santa Monica, California	65,858	January 31, 2029
<i>International</i>			
Europe Office	Bracknell, United Kingdom	8,957	January 19, 2027
Hong Kong Headquarters	Kowloon, Hong Kong	18,500	June 30, 2025
Italy Office and Warehouse	Piacenza, Italy	26,189	August 31, 2029

We believe our facilities are suitable for their intended uses and, in conjunction with our third-party contract manufacturing agreements, provide adequate capacity and are sufficient to meet our expected needs.

Item 3. Legal Proceedings

For information regarding our legal proceedings, see Item 8 “Consolidated Financial Statements and Supplementary Data Note 19 – Litigation and Contingencies.”

Item 4. Mine Safety Disclosures

Not applicable.

PART II**Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities****Market Information**

Our common stock is traded on the Nasdaq Global Select exchange under the symbol "JAKK."

Security Holders

To the best of our knowledge, as of March 08, 2024, there were 53 holders of record of our common stock.

Dividends

The payment of dividends on common stock is at the discretion of the Board of Directors and is subject to customary limitations and may be subject to certain restrictions under our credit facility and through March 10, 2024 were also subject to certain restrictions pursuant to the terms of our preferred stock.

Compensation Plan Information

The table below sets forth the following information as of the year ended December 31, 2023 for (i) all compensation plans previously approved by our stockholders and (ii) all compensation plans not previously approved by our stockholders, if any:

(a) the number of securities to be issued upon the exercise of outstanding options, warrants and rights;

(b) the weighted-average exercise price of such outstanding options, warrants and rights; and

(c) other than securities to be issued upon the exercise of such outstanding options, warrants and rights, the number of securities remaining available for future issuance under the plans.

Plan Category	Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights (a)	Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights (b)	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans, Excluding Securities Reflected in Column (c) (c)
Equity compensation plans approved by security holders	—	—	1,847,686
Equity compensation plans not approved by security holders	—	—	—
Total	—	—	1,847,686

Equity compensation plans approved by our stockholders consist of the 2002 Stock Award and Incentive Plan. An additional 1.0 million, 1.0 million, 3.6 million, 2.5 million and 1.4 million shares were added to the number of total issuable shares under the Plan and approved by the Board in 2023, 2021, 2019, 2017, and 2013, respectively. Additionally, no shares subject to restricted stock awards remained unvested and no restricted stock awards have been issued as of December 31, 2023. Disclosures with respect to equity issuable to certain of our executive officers pursuant to the terms of their employment agreements are disclosed below under Item 11.

Issuer Purchases of Equity Securities

There were no issuer purchases of equity securities in the fourth quarter of 2023.

Issuer Unregistered Sale of Equity Securities

There were no issuer sales of unregistered equity securities in the fourth quarter of 2023.

Item 6. [Reserved]

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following Management's Discussion and Analysis of Financial Condition and Results of Operations contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of various factors. You should read this section in conjunction with our consolidated financial statements and the related notes included in Item 8 "Consolidated Financial Statements and Supplementary Data."

Critical Accounting 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, included within Item 8. 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 estimates with the greatest potential effect on our results of operations and financial position include:

Allowance for Current Expected Credit Losses. Our allowance for current expected credit losses is based upon management's assessment of the business environment, customers' risk profile characteristics, historical collection and loss information, aging of accounts receivables, and other matters specific to customer accounts in the establishment of pools. If there were a deterioration of a major customer's creditworthiness, or actual defaults were higher than our current expected credit losses, our estimates of the recoverability of amounts due to us could be misstated, which could have an adverse impact on our operating results. Our allowance for current expected credit losses is also affected by the time at which uncollectible accounts receivable balances are actually written off. Management believes the accounting estimate related to the allowance for current expected credit losses is a "critical accounting policy" because judgement is required in the establishment of pools based on customer risk profile characteristics and the historical loss rates applied to each pool. In addition, the allowance requires judgement since it involves estimation of the impact of both current and future economic factors in relation to its customers' risk profile characteristics. Changes in the assumptions used to develop the estimates could materially affect key financial measures, including other selling and administrative expenses, net income and accounts receivable.

Royalties. We enter into license agreements with strategic partners, inventors, designers and others for the use of intellectual properties in its products. These agreements may call for payment in advance or future payment of minimum guaranteed amounts. Amounts paid in advance are recorded as an asset and charged to expense when the related revenue is recognized in the consolidated statements of operations. If all or a portion of the minimum guaranteed amounts appear not to be recoverable through future use of the rights obtained under the license, the non-recoverable portion of the guaranty is charged to expense at that time. On a quarterly basis, we evaluate the recoverability of minimum guarantee amounts based on forecasted revenues to be received for the products and record a shortfall reserve for expected un-recoverable amounts. If our actual revenue generated differs from our projections, recoverability of our minimum guarantees would be impacted and could materially affect key financial measures, including gross profit, net income and prepaid assets.

Fair value measurements. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. In determining fair value, we use various methods including market, income and cost approaches. Based upon these approaches, we often utilize certain assumptions that market participants would use in pricing the asset or liability, including assumptions about risk and/or the risks inherent in the inputs to the valuation technique. These inputs can be readily observable, market-corroborated, or unobservable inputs. We utilize valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs. Based upon observable inputs used in the valuation techniques, we are required to provide information according to the fair value hierarchy. The fair value hierarchy ranks the quality and reliability of the information used to determine fair values into three broad levels as follows:

- Level 1: Valuations for assets and liabilities traded in active markets from readily available pricing sources for market transactions involving identical assets or liabilities.
- Level 2: Valuations for assets and liabilities traded in less active dealer or broker markets. Valuations are obtained from third-party pricing services for identical or similar assets or liabilities.
- Level 3: Valuations incorporate certain assumptions and projections in determining the fair value assigned to such assets or liabilities.

In instances where the determination of the fair value measurement is based upon inputs from different levels of the fair value hierarchy, the level in the fair value hierarchy within which the entire fair value measurement falls is based upon the lowest level input that is significant to the fair value measurement in its entirety. Our assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment and considers factors specific to the asset or liability (see Item 8 "Consolidated Financial Statements and Supplementary Data Note 15 - Fair Value Measurements" for further information).

Reserve for Inventory Obsolescence. We value our inventory at the lower of cost or net realizable value. 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 net realizable value standard. Significant changes in the assumptions used to develop the estimate could materially affect key financial measures, including gross profit, net income and inventories.

Reserve for Sales Returns and Allowances. We routinely enter into arrangements with our customers to provide sales incentives, support customer promotions and provide allowances for returns and defective merchandise. Such programs are based primarily on customer purchases, customer performance of specified promotional activities and other specified factors such as sales to consumers. Management believes that the accounting estimates related to sales adjustments are "critical accounting policies" because significant judgment is required to estimate related accruals, such as estimating volumes of defective products to support reserves for defective merchandise and estimating future customer performance and consumer preferences that could impact the discretionary sales promotions. Significant changes in the assumptions used to develop the estimates could materially affect key financial measures, such as net sales, gross profit, net income, and reserve for sales returns and allowances.

Income Allocation for Income Taxes. Our annual income tax provision and related income tax assets and liabilities are based upon actual 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 U.S. 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.

Income taxes. We do not file a consolidated return for our foreign subsidiaries. We file federal and state returns and our foreign subsidiaries each file returns in their respective jurisdictions, as applicable. Deferred taxes are provided on an asset and liability method. Deferred tax assets are recognized as deductible temporary differences, operating losses, or tax credit carry-forwards. Deferred tax liabilities are recognized as taxable temporary differences. Temporary differences are the differences between the reported amounts of assets and liabilities and their tax basis. 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.

We must assess the likelihood that we will be able to recover our deferred tax assets. Deferred tax assets are reduced by a valuation allowance, if, based upon the weight of available evidence, it is more likely than not that we will not realize some portion or all of the deferred tax assets. We consider all available positive and negative evidence when assessing whether it is more likely than not that deferred tax assets are recoverable. We consider evidence such as our past operating results, the existence of cumulative losses or cumulative income in previous periods and our forecast of future taxable income. We believe this to be a critical accounting policy because should there be a change in our ability to recover our deferred tax assets, our tax provision would increase in the period in which we determine that the recovery is not likely, as well as decrease in the period in which the assessment of the recoverability of the deferred tax assets reverses, which could have a material impact on our results of operations.

We accrue a tax reserve for additional income taxes and interest, 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 December 31, 2023, our income tax reserves were approximately \$3.2 million and relate to federal and state income taxes.

We recognize current period interest expense and penalties and the reversal of previously recognized interest expense and penalties that has been determined to not be assessable due to the expiration of the related audit period or other compelling factors on the income tax liability for unrecognized tax benefits as a component of the income tax provision recognized in the consolidated statements of operations.

Recent Accounting Pronouncements.

See Item 8 “Consolidated Financial Statements and Supplementary Data Note 2 - Summary of Significant Accounting Policies.”

Results of Operations

The following table sets forth, for the periods indicated, certain statement of operations data as a percentage of net sales. A discussion of the operating results for 2022 can be found in our Annual Report on Form 10-K for the year ended December 31, 2022, as filed with the SEC on April 14, 2023, in Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations – Results of Operations.

	Year Ended December 31,	
	2023	2022
Net sales	100.0%	100.0%
Less: Cost of sales		
Cost of goods	50.9	56.5
Royalty expense	16.5	15.9
Amortization of tools and molds	1.2	1.1
Cost of sales	68.6	73.5
Gross profit	31.4	26.5
Direct selling expenses	5.2	4.2
General and administrative expenses	17.8	14.4
Depreciation and amortization	0.1	0.2
Selling, general and administrative expenses	23.1	18.8
Income from operations	8.3	7.7
Loss from joint ventures	(0.1)	—
Other income (expense), net	0.1	0.1
Change in fair value of preferred stock derivative liability	(1.1)	(0.1)
Loss on debt extinguishment	(0.1)	—
Interest income	0.2	—
Interest expense	(0.9)	(1.4)
Income (loss) before provision for (benefit from) income taxes	6.4	6.3
Provision for (benefit from) income taxes	1.0	(5.2)
Net income (loss)	5.4	11.5
Net income (loss) attributable to JAKKS Pacific, Inc.	5.4%	11.5%
Net income (loss) attributable to common stockholders	5.2%	11.3%

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

	Year Ended December 31,	
	2023	2022
Net Sales		
Toys/Consumer Products	\$ 580,686	\$ 647,317
Costumes	130,871	148,870
	711,557	796,187
Cost of Sales		
Toys/Consumer Products	388,260	465,405
Costumes	99,944	119,496
	488,204	584,901
Gross Profit		
Toys/Consumer Products	192,426	181,912
Costumes	30,927	29,374
	\$ 223,353	\$ 211,286

Comparison of the Years Ended December 31, 2023 and 2022

Net Sales

Toys/Consumer Products. Net sales of our Toys/Consumer Products segment were \$580.7 million in 2023, compared to \$647.3 million in 2022, representing a decrease of \$66.6 million, or 10.3%. The decrease in net sales was primarily due to lower sales in our Dolls, Role Play and Dress Up Division, partially offset by increased sales in our Action Play & Collectibles Division.

Costumes. Net sales of our Costumes segment were \$130.9 million in 2023, compared to \$148.9 million in 2022, representing a decrease of \$18.0 million, or 12.1%. The decrease in net sales was primarily driven by US customers recalibrating their order levels down based on Halloween 2022 sell-through.

Cost of Sales

Toys/Consumer Products. Cost of sales of our Toys/Consumer Products segment was \$388.3 million, or 66.9% of related net sales in 2023 compared to \$465.4 million, or 71.9% of related net sales in 2022 representing a decrease of \$77.1 million or 16.6%. The decrease in dollars is due to lower overall sales in 2023, while the decrease in percentage of net sales, year-over-year is due to lower inbound freight costs.

Costumes. Cost of sales of our Costumes segment was \$99.9 million, or 76.3% of related net sales for 2023 compared to \$119.5 million, or 80.3% of related net sales for 2022 representing a decrease of \$19.6 million, or 16.4%. The decrease in dollars is due to lower overall sales in 2023. The decrease as a percentage of net sales, year-over-year, is due to lower inbound freight costs.

Selling, General and Administrative Expenses

Selling, general and administrative expenses were \$164.2 million in 2023 and \$150.0 million in 2022, constituting 23.1% and 18.8% of net sales, respectively. Selling, general and administrative expenses increased from the prior year primarily driven by higher outbound freight and warehouse expenses for 3rd party warehouses and less scale at operated warehouses coupled with lower capitalization of such cost, as well as higher compensation expense.

Loss on Debt Extinguishment

In 2023, we recognized a loss on debt extinguishment of \$1.0 million in connection with the extinguishment of the 2021 BSP Term Loan in June 2023.

Interest Income

Interest Income was \$1.3 million for the year ended December 31, 2023, as compared to \$0.1 million in the prior year period. Interest income earned is primarily due to the Company's money market investments.

Interest Expense

Interest expense was \$6.5 million for the year ended December 31, 2023, as compared to \$11.2 million in the prior year period. In 2023, we recorded interest expense of \$3.2 million related to our 2021 BSP Term Loan, \$0.7 million related to our revolving credit facility and \$2.6 million related to other borrowing costs. In 2022, we recorded interest expense of \$9.3 million related to our 2021 BSP Term Loan, \$0.6 million related to our revolving credit facility and \$1.3 million related to other borrowing costs.

Provision for Income Taxes

During 2023, our income tax expense, which includes federal, state and foreign income taxes and discrete items, was \$6.8 million, or an effective tax rate of 15.2%. The 2023 tax expense included a discrete tax benefit of \$2.7 million primarily comprised of valuation allowance adjustments. Absent these discrete tax benefits, our effective tax rate for 2023 was 21.3%, primarily due to taxes on federal, state, and foreign income.

During 2022, our income tax benefit was \$41.0 million, or an effective tax rate of (81.9)%. The 2022 tax benefit of \$41.0 million included a discrete tax benefit of \$49.8 million primarily comprised of a valuation allowance release. Absent these discrete tax benefits, our effective tax rate for 2022 was 17.6%, primarily due to taxes on federal, state, and foreign income.

We assess the available positive and negative evidence to estimate if sufficient future taxable income will be generated to use the existing deferred tax assets by jurisdiction. Based on our evaluation of all positive and negative evidence, as of December 31, 2023, a valuation allowance of \$0.7 million has been recorded against the deferred tax assets that more likely than not will not be realized. The net deferred tax asset change of \$10.3 million consists of the net deferred tax asset changes in the US and foreign jurisdictions, where we are in a cumulative income position.

Uncertainties that may have a significant impact on net sales and income (loss) from operations

Significant outbreaks of contagious diseases, and other adverse public health developments, could have a material impact on our business operations and operating results. The immediate and lingering impact of the 2019 COVID-19 pandemic added additional risk and complexity to the Company's operations. In addition, the history of smaller scale epidemics in Hong Kong/China (e.g., "bird flu") highlights an additional risk given that substantially all of our product is sourced from China and our Hong Kong operation is foundational to our business model. We cannot quantify the extent that any new outbreak might have on our sales, net income and cash flows, but it could be significant.

In the first quarter of 2022, Russia and Ukraine engaged in an armed conflict that continues. We cannot predict at this time the length of this conflict and if it will spread to other countries. Accordingly, we cannot quantify at this time if, or the extent, this conflict will adversely impact our business operations.

Quarterly Fluctuations and Seasonality

We have experienced significant quarterly fluctuations in operating results and anticipate these fluctuations in the future. The operating results for any quarter are not necessarily indicative of results for any future period. Our first quarter is typically expected to be the least profitable as a result of lower net sales but substantially similar fixed operating expenses. This is consistent with the performance of many companies in the toy industry.

The following table presents our unaudited quarterly results for the years indicated. The seasonality of our business is reflected in this quarterly presentation.

(Unaudited)	2023				2022			
	First Quarter	Second Quarter	Third Quarter	Fourth Quarter	First Quarter	Second Quarter	Third Quarter	Fourth Quarter
Net Sales	\$ 107,484	\$ 166,933	\$ 309,744	\$ 127,396	\$ 120,881	\$ 220,422	\$ 322,998	\$ 131,886
As a % of full year	15.1%	23.5%	43.5%	17.9%	15.2%	27.7%	40.6%	16.5%
Gross profit	\$ 31,437	\$ 51,198	\$ 106,985	\$ 33,733	\$ 29,917	\$ 60,890	\$ 91,911	\$ 28,568
As a % of full year	14.1%	22.9%	47.9%	15.1%	14.2%	28.8%	43.5%	13.5%
As a % of net sales	29.2%	30.7%	34.5%	26.5%	24.7%	27.6%	28.5%	21.7%
Income (loss) from operations	\$ (4,400)	\$ 16,448	\$ 62,399	\$ (15,340)	\$ (734)	\$ 23,660	\$ 53,741	\$ (15,697)
As a % of full year	(7.4)%	27.8%	105.6%	(26.0)%	(1.2)%	38.8%	88.1%	(25.7)%
As a % of net sales	(4.1)%	9.9%	20.1%	(12.0)%	(0.7)%	10.7%	16.7%	(11.9)%
Income (loss) before provision for (benefit from) income taxes	\$ (6,701)	\$ 7,660	\$ 60,502	\$ (16,515)	\$ (3,492)	\$ 27,541	\$ 42,248	\$ (16,221)
As a % of net sales	(6.3)%	4.6%	19.5%	(13.0)%	(2.9)%	12.4%	13.1%	(12.3)%
Net income (loss)	\$ (5,318)	\$ 6,182	\$ 48,121	\$ (10,872)	\$ (3,909)	\$ 26,207	\$ 30,676	\$ 38,109
As a % of net sales	(5.0)%	3.7%	15.5%	(8.5)%	(3.2)%	11.8%	9.5%	28.9%
Net income (loss) attributable to non-controlling interests	\$ (5)	\$ (273)	\$ (11)	\$ (4)	\$ (100)	\$ (353)	\$ (17)	\$ 140
As a % of net sales	—%	(0.2)%	—%	—%	(0.1)%	(0.2)%	—%	0.1%
Net income (loss) attributable to JAKKS Pacific, Inc.	\$ (5,313)	\$ 6,455	\$ 48,132	\$ (10,868)	\$ (3,809)	\$ 26,560	\$ 30,693	\$ 37,969
As a % of net sales	(5.0)%	3.9%	15.5%	(8.5)%	(3.1)%	12.0%	9.5%	28.8%
Net income (loss) attributable to common stockholders	\$ (5,680)	\$ 6,082	\$ 47,754	\$ (11,252)	\$ (4,155)	\$ 26,209	\$ 30,336	\$ 37,607
As a % of net sales	(5.3)%	3.6%	15.4%	(8.8)%	(3.4)%	11.9%	9.4%	28.5%
Diluted earnings (loss) per share	\$ (0.58)	\$ 0.58	\$ 4.53	\$ (1.12)	\$ (0.43)	\$ 2.73	\$ 2.96	\$ 3.66
Weighted average shares and equivalents outstanding	9,871	10,532	10,542	10,084	9,588	10,037	10,260	10,263

Quarterly and year-to-date computations of income (loss) per share amounts are made independently. Therefore, the sum of the per share amounts for the quarters may not agree with the per share amounts for the year.

Liquidity and Capital Resources

As of December 31, 2023, we had working capital of \$106.1 million compared to \$101.9 million as of December 31, 2022.

Operating activities provided net cash of \$66.4 million in 2023 and \$86.1 million in 2022. The decrease in cash flows provided by operating activities, year-over-year, was primarily due to a lower net income and higher working capital usage, partially offset by higher non-cash charges related to valuation adjustments for our preferred stock derivative liability and an increase in deferred income tax assets due to inventory cost and other expense capitalization matters, offset by income tax activities payable. Other than open purchase orders issued in the normal course of business related to shipped product, we have no obligations to purchase inventory from our manufacturers. However, we may incur costs or other losses as a result of not placing orders consistent with our forecasts for product manufactured by our suppliers or manufacturers for a variety of reasons including customer order cancellations or a decline in demand. As part of our strategy to develop and market new products, we have entered into various character and product licenses with royalties/obligations generally ranging from 1% to 22% payable on net sales of such products. As of December 31, 2023, these agreements required future aggregate minimum royalty guarantees of \$53.1 million, exclusive of \$1.5 million in advances already paid. Of this \$53.1 million future minimum royalty guarantee, \$45.1 million is due over the next twelve months.

Investing activities used net cash of \$8.9 million and \$10.4 million for the years ended December 31, 2023 and 2022, respectively, and consisted primarily of cash paid for the purchase of molds and tooling used in the manufacture of our products.

Financing activities used net cash of \$72.3 million in 2023 and \$31.0 million in 2022. The cash used in 2023 primarily consists of the repayment of our 2021 BSP Term Loan of \$69.2 million and the repurchase of common stock for employee tax withholding of \$3.1 million. The cash used in 2022 primarily consists of the repayment of our 2021 BSP Term loan of \$29.6 million and repurchase of common stock for employee tax withholding of \$1.4 million.

The following is a summary of our significant contractual cash obligations for the periods indicated that existed as of December 31, 2023 and is based upon information appearing in the notes to the consolidated financial statements (in thousands):

	<u>2024</u>	<u>2025</u>	<u>2026</u>	<u>2027</u>	<u>2028</u>	<u>Thereafter</u>	<u>Total</u>
Operating leases	\$ 8,713	\$ 6,432	\$ 4,525	\$ 4,274	\$ 4,384	\$ 127	\$ 28,455
Minimum guaranteed license/royalty payments	45,066	7,013	1,059	—	—	—	53,138
Employment contracts	7,560	6,467	3,700	—	—	—	17,727
Total contractual cash obligations	<u>\$ 61,339</u>	<u>\$ 19,912</u>	<u>\$ 9,284</u>	<u>\$ 4,274</u>	<u>\$ 4,384</u>	<u>\$ 127</u>	<u>\$ 99,320</u>

The above table excludes any potential uncertain income tax liabilities that may become payable upon examination of our income tax returns by taxing authorities. Such amounts and periods of payment cannot be reliably estimated (see Item 8 “Consolidated Financial Statements and Supplementary Data Note 12 - Income Taxes” for further explanation of our uncertain tax positions).

As of December 31, 2023, we had no outstanding indebtedness under our senior secured revolving credit facility (the “JPMorgan ABL Facility”), aside from utilizing \$9.4 million in letters of credit. In June 2023 we had fully paid off our first-lien secured term loan (the “2021 BSP Term Loan Agreement”).

The First Lien Term Loan Facility Credit Agreement (the “2021 BSP Term Loan Agreement”) and the Credit Agreement with JPMorgan Chase Bank, N.A., as agent and lender (the “JPMorgan ABL Credit Agreement”) each contained negative covenants that, subject to certain exceptions, limited our ability and our subsidiaries ability to, among other things, incur additional indebtedness, make restricted payments, pledge our assets as security, make investments, loans, advances, guarantees and acquisitions, undergo fundamental changes and enter into transactions with affiliates. The terms of the 2021 BSP Term Loan Agreement also required us to maintain a Net Leverage Ratio of 4:00x, with step-downs occurring each fiscal year starting with the quarter ending March 31, 2022 through the quarter ending September 30, 2024 in which we were required to maintain a Net Leverage Ratio of 3:00x. On April 26, 2022, we entered into a First Amendment to the 2021 BSP Term Loan Agreement, to provide, among other things, that we must maintain Qualified Cash of at least: (a) at all times after the Closing Date and prior to the First Amendment Effective Date, \$20.0 million; (b) at all times during the period commencing on the First Amendment Effective Date through and including June 30, 2022, \$15.0 million; and (c) at all times on and after July 1, 2022, through September 30, 2022, \$17.5 million; provided, however, that if the Total Net Leverage Ratio exceeded 1.75:1.00 as of the last day of the most recently ended month for which financial statements were required to have been delivered, then the amount set forth in this clause shall be increased to \$20.0 million. Notwithstanding the foregoing, the Applicable Minimum Cash Amount shall be reduced by \$1.0 million for every \$5.0 million principal prepayment or repayment of the Term Loans following the First Amendment Effective Date; provided however, that, the Applicable Minimum Cash Amount shall in no event be reduced below \$15.0 million.

On June 27, 2022, as permitted by the terms within the 2021 BSP Term Loan Agreement, we made a voluntary fee-free \$10.0 million prepayment towards the outstanding principal amount of the 2021 BSP Term Loan.

On September 28, 2022, as permitted by the terms within the 2021 BSP Term Loan Agreement, we made a voluntary \$17.5 million prepayment towards the outstanding principal amount of the 2021 BSP Term Loan and incurred a \$0.5 million prepayment penalty.

On January 3, 2023, as permitted by the terms within the 2021 BSP Term Loan Agreement, we made a voluntary \$15.0 million prepayment towards the outstanding principal amount of the 2021 BSP Term Loan and incurred a \$0.2 million prepayment penalty.

On March 3, 2023, as required by the terms within the 2021 BSP Term Loan Agreement under the Excess Cash Flow (“ECF”) Sweep provision, we made a mandatory \$23.1 million payment towards the outstanding principal amount of the 2021 BSP Term Loan.

On June 5, 2023, we paid in full the 2021 BSP Term Loan and terminated the 2021 BSP Term Loan Agreement by making a \$30.2 million prepayment towards the outstanding principal amount. Additionally, we made a \$0.4 million payment towards the outstanding accrued interest, and a \$0.3 million payment for the prepayment penalty and other related fees. In connection with this transaction, we recognized a loss on debt extinguishment of \$1.0 million on our consolidated statements of operations.

The JPMorgan ABL Agreement contains events of default that are customary for a facility of this nature, including (subject in certain cases to grace periods and thresholds) nonpayment of principal, nonpayment of interest, fees or other amounts, material inaccuracy of representations and warranties, violation of covenants, cross-default to certain other existing indebtedness, bankruptcy or insolvency events, certain judgment defaults and a change of control as specified in each Agreement. If an event of default occurs under the Agreement, the maturity of the amounts owed under the JPMorgan ABL Agreement may be accelerated.

We were in compliance with the financial covenants under the JPMorgan ABL Agreement as of December 31, 2023.

(See Item 8 “Consolidated Financial Statements and Supplementary Data, Note 9 – Debt and Note 10 – Credit Facilities” for additional information pertaining to our Debt and Credit Facilities.)

As of December 31, 2023 and 2022, we held cash and cash equivalents, including restricted cash, of \$72.4 million and \$85.5 million, respectively. Cash, and cash equivalents, including restricted cash held outside of the United States, in various foreign subsidiaries totaled \$21.5 million and \$39.4 million as of December 31, 2023 and 2022, respectively. The cash and cash equivalents, including restricted cash balances in our foreign subsidiaries have either been fully taxed in the U.S. or tax has been accounted for in connection with the Tax Cuts and Jobs Act, or may be eligible for a full foreign dividends received deduction under such Act, and thus would not be subject to additional U.S. tax should such amounts be repatriated in the form of dividends or deemed distributions. Any such repatriation may result in foreign withholding taxes, which we expect would not be significant as of December 31, 2023.

Our primary sources of working capital are cash flows from operations and borrowings under our JPMorgan ABL Facility (See Item 8 “Consolidated Financial Statements and Supplementary Data Note 10 – Credit Facilities”).

Typically, cash flows from operations are impacted by the effect on sales of (1) the appeal of our products, (2) the success of our licensed brands in motivating consumer purchase of related merchandise, (3) the highly competitive conditions existing in the toy industry and in securing commercially-attractive licenses, (4) dependency on a limited set of large customers, and (5) general economic conditions. A downturn in any single factor or a combination of factors could have a material adverse impact upon our ability to generate sufficient cash flows to operate the business. In addition, our business and liquidity are dependent to a significant degree on our vendors and their financial health, as well as the ability to accurately forecast the demand for products. The loss of a key vendor, or material changes in support by them, or a significant variance in actual demand compared to the forecast, can have a material adverse impact on our cash flows and business. Given the conditions in the toy industry environment in general, vendors, including licensors, may seek further assurances or take actions to protect against non-payment of amounts due to them. Changes in this area could have a material adverse impact on our liquidity.

As of December 31, 2023, off-balance sheet arrangements include letters of credit issued by JPMorgan of \$9.4 million.

On July 1, 2022, we entered into an ATM Agreement with B. Riley, as agent pursuant to which we may, from time to time, sell shares of our common stock, up to \$75 million in common stock, in one or more offerings in amounts, at prices and in the terms that we will determine at the time of the offering. On July 1, 2022, we filed a Form S-3 shelf registration statement (File No. 333-266009) with the SEC. On Aug 1, 2022, the SEC declared the Form S-3 shelf registration statement filed by us to be effective.

As of March 15, 2024, we have not sold any shares of common stock under the ATM Agreement.

We have on file with the SEC an effective registration statement pursuant to which we may issue, from time to time, up to \$150 million of securities (which will be reduced by any amount of securities sold pursuant to the ATM Agreement) consisting of, or any combination of, common stock, preferred stock, debt securities, warrants, rights and/or units, in one or more offerings in amounts, prices and at terms that we will determine at the time of the offering.

As of March 15, 2024, we have not sold any securities pursuant to our shelf registration statement.

The nature of our business is a number of factors influence the price we offer product to our customers, and by extension they sell to our end customer. Our products are manufactured by third-party vendors who deal with increases in labor rates as a normal course of their respective businesses. The costing of the plastic components of our toys can be sensitive to sudden swings in oil prices. Currency exchange can also create a degree of volatility, although the majority of our products are sourced in USD or Hong Kong dollars. Increased volumes ideally generate increased scale at various points in the value chain. Often times, in the toy industry when cost pressures result in price increases, the development teams will reengineer subsequent year refreshes to cost-reduce the items down to support traditional price points and preserve historical margins. With those considerations in mind as well as others, during the last three fiscal years ending December 31, we do not believe that inflation has had a material impact on our net sales and income from continuing operations.

Exchange Rates

Sales from our United States and Hong Kong operations are denominated in U.S. dollars and our manufacturing costs are denominated in either U.S. or Hong Kong dollars. Local sales (other than in Hong Kong) and operating expenses of our operations in Hong Kong, the United Kingdom, Germany, the Netherlands, France, Italy, Canada, Mexico and China are denominated in local currency, thereby creating exposure to changes in exchange rates. Changes in the various exchange rates against the U.S. dollar may positively or negatively affect our operating results. The exchange rate of the Hong Kong dollar to the U.S. dollar has been linked to the U.S. dollar by the Hong Kong Monetary Authority at HK\$7.75 - HK\$7.85 to US\$1.00 since 2005 and, accordingly, has not represented a meaningful currency exchange risk to the U.S. dollar. We cannot assure you that the exchange rate between the United States and Hong Kong currencies will continue to be fixed or that exchange rate fluctuations between the United States and Hong Kong, or all other currencies will not have a material adverse effect on our business, financial condition or results of operations.

Item 7A. 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. To date, we have not used derivative instruments or engaged in hedging activities to minimize our market risk.

Interest Rate Risk

Our exposure to market risk includes interest rate fluctuations in connection with our JPMorgan ABL Facility (see Item 8 “Consolidated Financial Statements and Supplementary Data, Note 10 – Credit Facilities).

In Q1 2023, we entered into an amendment to our JPMorgan ABL Credit Agreement which changed the interest reference rate on our revolving line of credit from LIBOR to the Secured Overnight Financing Rate (“SOFR”).

Effective March 16, 2023, borrowings under our JPMorgan ABL Facility bear interest at either (i) SOFR plus 1.50% - 2.00% (determined by reference to an excess availability pricing grid) or (ii) Alternate Base Rate plus 0.50% - 1.00% (determined by reference to an excess availability pricing grid and base rate subject to a 1.00% floor). Borrowings under the JPMorgan ABL 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 twelve-month period ended December 31, 2023, the maximum amount borrowed under the revolving credit facility was \$10 million and the average amount of borrowings outstanding was \$0.5 million. As of December 31, 2023, the amount of total borrowings outstanding under the revolving credit facility was nil.

Foreign Currency Risk

We have wholly-owned subsidiaries in Hong Kong, China, the United Kingdom, Germany, France, the Netherlands, Italy, Canada and Mexico. Sales are generally made by these operations on FOB China or Hong Kong terms and are denominated in U.S. dollars. However, purchases of inventory and Hong Kong operating expenses are typically denominated in Hong Kong dollars and local operating expenses in the United Kingdom, Germany, France, the Netherlands, Italy, Canada, Mexico and China are denominated in local currency, thereby creating exposure to changes in exchange rates. Changes in the U.S. dollar exchange rates may positively or negatively affect our results of operations. The exchange rate of the Hong Kong dollar to the U.S. dollar has been linked to the U.S. dollar by the Hong Kong Monetary Authority at HK\$7.75 – HK\$7.85 to US\$1.00 since 2005 and, accordingly, has not represented a meaningful currency exchange risk to the U.S. dollar. 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. 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 these foreign currencies.

Item 8. Consolidated Financial Statements and Supplementary Data

Report of Independent Registered Public Accounting Firm

Shareholders and Board of Directors
JAKKS Pacific, Inc.
Santa Monica, California

Opinion on the Consolidated Financial Statements

We have audited the accompanying consolidated balance sheets of JAKKS Pacific, Inc. (the “Company”) as of December 31, 2023 and 2022, the related consolidated statements of operations, comprehensive income (loss), stockholders’ equity, and cash flows for each of the three years in the period ended December 31, 2023, and the related notes (collectively referred to as the “consolidated financial statements”). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company at December 31, 2023 and 2022, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2023, in conformity with accounting principles generally accepted in the United States of America.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (“PCAOB”), the Company’s internal control over financial reporting as of December 31, 2023, based on criteria established in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (“COSO”) and our report dated March 15, 2024 expressed an unqualified opinion thereon.

Basis for Opinion

These consolidated financial statements are the responsibility of the Company’s management. Our responsibility is to express an opinion on the Company’s consolidated financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud.

Our audits included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matter

The critical audit matter communicated below is a matter arising from the current period audit of the consolidated financial statements that was communicated or required to be communicated to the audit committee and that: (1) relate to accounts or disclosures that are material to the consolidated financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of the critical audit matter does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing separate opinions on the critical audit matter or on the accounts or disclosures to which it relates.

Cost of Sales for Royalties and Related Liabilities

As described in Notes 2, 8 and 16 of the consolidated financial statements, the Company enters into various license agreements whereby the Company uses certain characters and intellectual properties in conjunction with its products. For the year ended December 31, 2023, the cost of sales related to license agreement royalties was \$117.6 million. As of December 31, 2023, accrued royalties were \$23.6 million.

We identified the cost of sales for royalties and related liabilities as a critical audit matter. The royalty expense calculation includes multiple variables based on various license agreements, including amended and renewed license agreements, and a significant volume of underlying data. The cost of sales for royalties and related liabilities requires judgment to critically evaluate management's forecasts, including assessing the Company's ability to fully utilize minimum guaranteed royalties. Auditing these elements involved especially challenging auditor judgment due to the nature and extent of effort required to address these matters.

The primary procedures we performed to address this critical audit matter included:

- Evaluating the reasonableness of management's forecasts, which included: (i) obtaining an understanding of management's process for developing forecasts, (ii) comparing prior period forecasts to actual results, (iii) assessing the Company's ability to meet its future guarantees at the license agreement level and (iv) evaluating the impact of alternative assumptions on the measurement and comparing to management's estimate.
- Assessing management's projections in the context of other audit evidence obtained during the audit and historical performance to determine whether it was contradictory to the conclusion reached by management.
- Testing the cost of sales for royalties and related liabilities by (i) evaluating the reasonableness of royalties based on existing, amended, and renewed license agreements during the year, (ii) testing the activity of selected royalty contracts, and (iii) ensuring the proper classification of the selected royalty contracts at year-end.

/s/ BDO USA, P.C.

We have served as the Company's auditor since 2006.

Los Angeles, California

March 15, 2024

JAKKS PACIFIC, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS

Assets	December 31,	
	2023	2022
	(In thousands, except per share data)	
Current assets		
Cash and cash equivalents	\$ 72,350	\$ 85,297
Restricted cash	204	193
Accounts receivable, net of allowance for credit losses of \$3,743 and \$2,865 in 2023 and 2022, respectively	123,797	102,771
Inventory	52,647	80,619
Prepaid expenses and other assets	6,374	6,331
Total current assets	255,372	275,211
Property and equipment		
Office furniture and equipment	8,852	10,064
Molds and tooling	120,396	113,714
Leasehold improvements	6,708	6,659
Total	135,956	130,437
Less accumulated depreciation and amortization	121,357	115,575
Property and equipment, net	14,599	14,862
Operating lease right-of-use assets, net	23,592	19,913
Other long-term assets	2,162	2,469
Deferred income tax assets, net	68,143	57,804
Goodwill	35,083	35,083
Total assets	\$ 398,951	\$ 405,342
Liabilities, Preferred Stock and Stockholders' Equity		
Current liabilities		
Accounts payable	\$ 42,177	\$ 33,687
Accounts payable - Meisheng (related party)	12,259	9,820
Accrued expenses	45,102	37,998
Reserve for sales returns and allowances	38,531	51,877
Income taxes payable	3,785	8,165
Short-term operating lease liabilities	7,380	10,746
Short-term debt, net	—	25,529
Total current liabilities	149,234	177,822
Long-term operating lease liabilities	16,666	9,863
Accrued expenses – long term	3,746	—
Debt, non-current portion, net of issuance costs and debt discounts	—	41,622
Preferred stock derivative liability	29,947	21,918
Income taxes payable	3,245	2,929
Total liabilities	202,838	254,154
Commitments and contingencies (Note 16)		
Preferred stock accrued dividends, \$0.001 par value; 5,000,000 shares authorized; 200,000 shares issued and outstanding in 2023 and 2022	5,992	4,490
Stockholders' Equity		
Common stock, \$0.001 par value; 100,000,000 shares authorized; 10,096,197 and 9,742,236 shares issued and outstanding in 2023 and 2022, respectively	10	10
Additional paid-in capital	278,642	275,187
Accumulated deficit	(73,612)	(112,018)
Accumulated other comprehensive loss	(15,627)	(17,482)
Total JAKKS Pacific, Inc. stockholders' equity	189,413	145,697
Non-controlling interests	708	1,001
Total stockholders' equity	190,121	146,698
Total liabilities, preferred stock and stockholders' equity	\$ 398,951	\$ 405,342

See accompanying notes to consolidated financial statements.

JAKKS PACIFIC, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS

	Year Ended December 31,		
	2023	2022	2021
	(In thousands, except per share amounts)		
Net sales	\$ 711,557	\$ 796,187	\$ 621,116
Cost of sales:			
Cost of goods	362,378	449,597	343,130
Royalty expense	117,607	126,633	87,187
Amortization of tools and molds	8,219	8,671	7,842
Cost of sales	488,204	584,901	438,159
Gross profit	223,353	211,286	182,957
Direct selling expenses	36,987	33,290	43,069
General and administrative expenses	126,893	114,819	98,712
Depreciation and amortization	366	1,907	2,409
Selling, general and administrative expense	164,246	150,016	144,190
Intangible asset impairment	—	300	—
Income from operations	59,107	60,970	38,767
Loss from joint ventures	(565)	—	—
Other income (expense), net	563	797	446
Change in fair value of preferred stock derivative liability	(8,029)	(636)	(13,220)
Change in fair value of convertible senior notes	—	—	(16,419)
Gain on loan forgiveness	—	—	6,206
Loss on debt extinguishment	(1,023)	—	(7,351)
Interest income	1,344	127	13
Interest expense	(6,451)	(11,183)	(14,104)
Income (loss) before provision for (benefit from) income taxes	44,946	50,075	(5,662)
Provision for (benefit from) income taxes	6,833	(41,008)	226
Net income (loss)	38,113	91,083	(5,888)
Net income (loss) attributable to non-controlling interests	(293)	(330)	120
Net income (loss) attributable to JAKKS Pacific, Inc.	\$ 38,406	\$ 91,413	\$ (6,008)
Net income (loss) attributable to common stockholders	\$ 36,904	\$ 89,997	\$ (7,342)
Earnings (loss) per share - basic	\$ 3.70	\$ 9.33	\$ (0.98)
Shares used in earnings (loss) per share - basic	9,962	9,651	7,498
Earnings (loss) per share - diluted	\$ 3.48	\$ 8.86	\$ (0.98)
Shares used in earnings (loss) per share - diluted	10,590	10,155	7,498

See accompanying notes to consolidated financial statements.

JAKKS PACIFIC, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)

	Year Ended December 31,		
	2023	2022	2021
	(In thousands)		
Net income (loss)	\$ 38,113	\$ 91,083	\$ (5,888)
Other comprehensive income (loss):			
Foreign currency translation adjustment	1,855	(4,530)	(506)
Comprehensive income (loss)	39,968	86,553	(6,394)
Less: Comprehensive income (loss) attributable to non-controlling interests	(293)	(330)	120
Comprehensive income (loss) attributable to JAKKS Pacific, Inc.	<u>\$ 40,261</u>	<u>\$ 86,883</u>	<u>\$ (6,514)</u>

See accompanying notes to consolidated financial statements.

JAKKS PACIFIC, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY

	Common Stock		Additional Paid-in Capital	Accumulated Deficit	Accumulated Other Comprehensive Loss	JAKKS Pacific, Inc. Stockholders' Equity	Non- Controlling Interests	Total Stockholders' Equity
	Number of Shares	Amount						
	(In thousands)							
Balance, December 31, 2020	5,695	\$ 6	\$ 221,590	\$ (197,423)	\$ (12,446)	\$ 11,727	\$ 1,211	\$ 12,938
Stock-based compensation expense	43	—	2,093	—	—	2,093	—	2,093
RSA to RSU conversion	(431)	—	—	—	—	—	—	—
Conversion of convertible senior notes	4,247	4	50,756	—	—	50,760	—	50,760
Repurchase of common stock for employee tax withholding	(33)	—	(164)	—	—	(164)	—	(164)
Preferred stock accrued dividends	—	—	(1,334)	—	—	(1,334)	—	(1,334)
Net income (loss)	—	—	—	(6,008)	—	(6,008)	120	(5,888)
Foreign currency translation adjustment	—	—	—	—	(506)	(506)	—	(506)
Balance, December 31, 2021	9,521	10	272,941	(203,431)	(12,952)	56,568	1,331	57,899
Stock-based compensation expense	334	—	5,082	—	—	5,082	—	5,082
Repurchase of common stock for employee tax withholding	(113)	—	(1,420)	—	—	(1,420)	—	(1,420)
Preferred stock accrued dividends	—	—	(1,416)	—	—	(1,416)	—	(1,416)
Net income (loss)	—	—	—	91,413	—	91,413	(330)	91,083
Foreign currency translation adjustment	—	—	—	—	(4,530)	(4,530)	—	(4,530)
Balance, December 31, 2022	9,742	10	275,187	(112,018)	(17,482)	145,697	1,001	146,698
Stock-based compensation expense	511	—	8,027	—	—	8,027	—	8,027
Repurchase of common stock for employee tax withholding	(157)	—	(3,070)	—	—	(3,070)	—	(3,070)
Preferred stock accrued dividends	—	—	(1,502)	—	—	(1,502)	—	(1,502)
Net income (loss)	—	—	—	38,406	—	38,406	(293)	38,113
Foreign currency translation adjustment	—	—	—	—	1,855	1,855	—	1,855
Balance, December 31, 2023	<u>10,096</u>	<u>\$ 10</u>	<u>\$ 278,642</u>	<u>\$ (73,612)</u>	<u>\$ (15,627)</u>	<u>\$ 189,413</u>	<u>\$ 708</u>	<u>\$ 190,121</u>

See accompanying notes to consolidated financial statements.

JAKKS PACIFIC, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS

	Year Ended December 31,		
	2023	2022	2021
Cash flows from operating activities			
Net income (loss)	\$ 38,113	\$ 91,083	\$ (5,888)
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:			
Provision for (recovery of) doubtful accounts	726	233	(1,397)
Depreciation and amortization	8,585	10,578	10,251
Payment-in-kind interest	—	—	1,519
Write-off and amortization of debt discount	714	845	1,419
Write-off and amortization of debt issuance costs	647	708	1,304
Share-based compensation expense	8,027	5,082	2,093
Gain on disposal of property and equipment	(40)	(46)	(67)
Intangibles impairment	—	300	—
Gain on loan forgiveness	—	—	(6,206)
Loss on debt extinguishment	1,023	—	7,351
Deferred income taxes	(10,339)	(57,855)	(72)
Change in fair value of convertible senior notes	—	—	16,419
Change in fair value of preferred stock derivative liability	8,029	636	13,220
Changes in operating assets and liabilities:			
Accounts receivable	(21,752)	44,390	(43,743)
Inventory	27,972	3,335	(45,312)
Prepaid expenses and other assets	(12)	4,753	7,330
Account payable	9,595	(18,056)	19,752
Account payable - Meisheng (related party)	1,918	(5,411)	5,265
Accrued expenses	7,104	(9,073)	7,767
Reserve for sales returns and allowances	(13,346)	5,592	4,177
Income taxes payable	(4,064)	9,875	(212)
Other liabilities	3,504	(870)	(849)
Total adjustments	28,291	(4,984)	9
Net cash provided by (used in) operating activities	66,404	86,099	(5,879)
Cash flows from investing activities			
Purchases of property and equipment	(8,906)	(10,389)	(8,221)
Investments in employee deferred compensation trusts	(41)	—	—
Proceeds from sale of property and equipment	40	2	32
Net cash used in investing activities	(8,907)	(10,387)	(8,189)
Cash flows from financing activities			
Repurchase of common stock for employee tax withholding	(3,070)	(1,420)	(164)
Repayment of credit facility borrowings	(10,000)	(13,000)	(16,000)
Proceeds from credit facility borrowings	10,000	13,000	16,000
Repayment of 2021 BSP Term Loan	(69,218)	(29,604)	(495)
Net proceeds from issuance of long-term debt	—	—	96,306
Deferred issuance costs	—	—	(2,629)
Repayment of 2019 Recap Term Loan	—	—	(125,805)
Net cash used in financing activities	(72,288)	(31,024)	(32,787)
Net increase (decrease) in cash, cash equivalents and restricted cash	(14,791)	44,688	(46,855)
Effect of foreign currency translation	1,855	(4,530)	(506)
Cash, cash equivalents and restricted cash, beginning of year	85,490	45,332	92,693
Cash, cash equivalents and restricted cash, end of year	\$ 72,554	\$ 85,490	\$ 45,332
Supplemental disclosures of non-cash activities:			
Forgiveness of Paycheck Protection Program Loan	\$ —	\$ —	\$ 6,206
Right-of-use assets exchanged for lease liabilities	\$ 1,648	\$ 5,789	\$ 4,757
Supplemental disclosures of cash flow information:			
Cash paid for interest	\$ 4,718	\$ 9,040	\$ 13,355
Cash paid for income taxes, net	\$ 21,635	\$ 7,669	\$ 1,615

As of December 31, 2023, there was \$3.0 million of property and equipment included in accounts payable. As of December 31, 2022, there was \$3.6 million of property and equipment included in accounts payable. As of December 31, 2021, there was \$2.8 million of property and equipment included in accounts payable.

The Company received income tax refunds of nil, \$0.3 million and \$0.3 million for the years ended December 31, 2023, 2022 and 2021, respectively, and has included these amounts in cash paid during the period for income taxes, net.

See accompanying notes to consolidated financial statements.

JAKKS PACIFIC, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2023

Note 1—Principal Industry

JAKKS Pacific, Inc. (the “Company”) is engaged in the development, production and marketing of consumer products, including toys and related products, electronic products, and other consumer products. The Company markets its product lines domestically and internationally.

The Company is incorporated under the laws of the State of Delaware.

Note 2—Summary of Significant Accounting Policies

Principles of consolidation and basis of preparation

These consolidated financial statements include the accounts of the Company, its wholly-owned subsidiaries, and its majority owned joint venture. All intercompany transactions have been eliminated.

Cash and cash equivalents

The Company considers all highly liquid investments with an original maturity of three months or less, when acquired, to be cash equivalents. The Company maintains its cash in bank deposits which, at times, may exceed federally insured limits. The Company has not experienced any losses in such accounts. The Company believes it is not exposed to any significant credit risk of cash and cash equivalents.

Cash and cash equivalents, including restricted cash, held outside of the United States in various foreign subsidiaries totaled \$21.5 million and \$39.4 million as of December 31, 2023 and 2022, respectively. The cash and cash equivalents, including restricted cash balances in the Company’s foreign subsidiaries have either been fully taxed in the U.S. or tax has been accounted for in connection with the Tax Cuts and Jobs Act, or may be eligible for a full foreign dividends received deduction under such Act, and thus would not be subject to additional U.S. tax should such amounts be repatriated in the form of dividends or deemed distributions. Any such repatriation may result in foreign withholding taxes, which we expect would not be significant as of December 31, 2023.

Restricted cash

Restricted cash consists of a cash collateral account to cover a guarantee bond.

Accounts Receivable and Allowance for Current Expected Credit Losses

Credit is granted to customers on an unsecured basis. Credit limits and payment terms are established based on evaluations made on an ongoing basis throughout the fiscal year of the financial performance, cash generation, financing availability and liquidity status of each customer. Customers are reviewed at least annually, with more frequent reviews performed as necessary, depending upon the customer’s financial condition and the level of credit being extended. For customers who are experiencing financial difficulties, management performs additional financial analyses before shipping to those customers on credit. The Company uses a variety of financial arrangements to ensure collectability of accounts receivable of customers deemed to be a credit risk, including requiring letters of credit, purchasing various forms of credit insurance with unrelated third parties, or requiring cash in advance of shipment.

The Company records an allowance for current expected credit losses based upon management's assessment of the business environment, customers' risk profile characteristics, historical collection and loss information, aging of accounts receivables, and other matters specific to customer accounts to establish pools based on customer risk profile characteristics and the historical loss rates applied to each pool under the expected credit loss model. The allowance consists of the following (in thousands):

	2023	2022
Allowance, beginning balance	\$ 2,865	\$ 2,626
Net additions	726	233
Write-offs and other	152	6
Allowance, ending balance	<u>\$ 3,743</u>	<u>\$ 2,865</u>

Bad debt expense was \$0.7 million, \$0.2 million and \$(1.4) million for the years ended December 31, 2023, 2022 and 2021, respectively

Use of estimates

The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the dates of the consolidated financial statements, and the reported amounts of revenue and expenses during the reporting periods. Actual future results could differ from those estimates. On an ongoing basis, the Company evaluates its estimates, including those related to the accounts receivable and sales allowances, fair values of financial instruments, intangible assets and goodwill, useful lives of intangible assets and property and equipment, income taxes, and contingent liabilities, among others. The Company bases its estimates on assumptions, both historical and forward looking, that are believed to be reasonable, the results of which form the basis for making judgments about the carrying values of assets and liabilities.

Revenue recognition

The Company's contracts with customers only include one performance obligation (i.e., sale of the Company's products). Revenue is recognized in the gross amount at a point in time when delivery is completed and control of the promised goods is transferred to the customers. Revenue is measured as the amount of consideration the Company expects to be entitled to in exchange for those goods. The Company's contracts do not involve financing elements as payment terms with customers are less than one year. Further, because revenue is recognized at the point in time goods are sold to customers, there are no contract assets or contract liability balances.

The Company disaggregates its revenues from contracts with customers by reporting segment: Toys/Consumer Products and Costumes. The Company further disaggregates revenues by major geographic regions (See Note 3 - Business Segments, Geographic Data and Sales by Major Customers for further information).

The Company offers various discounts, pricing concessions, and other allowances to customers, all of which are considered in determining the transaction price. Certain discounts and allowances are fixed and determinable at the time of sale and are recorded at the time of sale as a reduction to revenue. Other discounts and allowances can vary and are determined at management's discretion (variable consideration). Specifically, the Company occasionally grants discretionary credits to facilitate markdowns and sales of slow-moving merchandise, and consequently accrues an allowance based on historic credits and management estimates. 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. Generally, these allowances range from 1% to 20% of gross sales, and are generally based upon product purchases or specific advertising campaigns. Such allowances are accrued when the related revenue is recognized. To the extent these cooperative advertising arrangements provide a distinct benefit at fair value, they are accounted for as direct selling expenses, otherwise they are recorded as a reduction to revenue. Further, while the Company generally does not allow product returns, the Company does make occasional exceptions to this policy and consequently records a sales return allowance based upon historic return amounts and management estimates. These allowances (variable consideration) are estimated using the expected value method and are recorded at the time of sale as a reduction to revenue. The Company adjusts its estimate of variable consideration at least quarterly or when facts and circumstances used in the estimation process may change. The variable consideration is not constrained as the Company has sufficient history on the related estimates and does not believe there is a risk of significant revenue reversal.

Sales commissions are expensed when incurred as the related revenue is recognized at a point in time and therefore the amortization period is less than one year. As a result, these costs are recorded as direct selling expenses, as incurred. For the twelve months ended December 31, 2023, 2022 and 2021 sales commissions were \$2.9 million, \$2.9 million and \$2.2 million, respectively.

Shipping and handling activities are considered part of the Company's obligation to transfer the products and therefore are recorded as direct selling expenses, as incurred. For the twelve months ended December 31, 2023, 2022 and 2021, shipping and handling costs were \$8.6 million, \$7.7 million and \$5.4 million, respectively.

The Company's reserve for sales returns and allowances amounted to \$38.5 million and \$51.9 million as of December 31, 2023 and 2022.

The Company's net accounts receivable as of December 31, 2023, and 2022 were \$123.8 million and \$102.8 million, respectively.

Fair Value Measurements

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. In determining fair value, the Company uses various methods including market, income and cost approaches. Based upon these approaches, the Company often utilizes certain assumptions that market participants would use in pricing the asset or liability, including assumptions about risk and/or the risks inherent in the inputs to the valuation technique. These inputs can be readily observable, market-corroborated, or unobservable inputs. The Company utilizes valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs. Based upon observable inputs used in the valuation techniques, the Company is required to provide information according to the fair value hierarchy. The fair value hierarchy ranks the quality and reliability of the information used to determine fair values into three broad levels as follows:

- Level 1: Valuations for assets and liabilities traded in active markets from readily available pricing sources for market transactions involving identical assets or liabilities.
- Level 2: Valuations for assets and liabilities traded in less active dealer or broker markets. Valuations are obtained from third-party pricing services for identical or similar assets or liabilities.
- Level 3: Valuations incorporate certain assumptions and projections in determining the fair value assigned to such assets or liabilities.

In instances where the determination of the fair value measurement is based upon inputs from different levels of the fair value hierarchy, the level in the fair value hierarchy within which the entire fair value measurement falls is based upon the lowest level input that is significant to the fair value measurement in its entirety. The Company's assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment, and considers factors specific to the asset or liability.

Inventory

Inventory, which includes the ex-factory cost of goods, capitalized warehouse costs and in-bound freight and duty, is valued at the lower of cost (weighted average) or net realizable value, net of inventory obsolescence reserve, and consists of the following (in thousands):

	December 31,	
	2023	2022
Raw materials	\$ 122	\$ 69
Finished goods	52,525	80,550
	<u>\$ 52,647</u>	<u>\$ 80,619</u>

As of December 31, 2023 and 2022, the inventory obsolescence reserve was \$7.7 million and \$9.0 million, respectively.

Royalties

The Company enters into license agreements with strategic partners, inventors, designers and others for the use of intellectual properties in its products. These agreements may call for payment in advance or future payment of minimum guaranteed amounts. Amounts paid in advance are recorded as an asset and charged to expense when the related revenue is recognized in the consolidated statements of operations. If all or a portion of the minimum guaranteed amounts appear not to be recoverable through future use of the rights obtained under the license, the non-recoverable portion of the guaranty is charged to expense at that time.

Leases

The Company determines if an arrangement is a lease at inception. Operating leases are included in operating lease right-of-use ("ROU") assets and operating lease liabilities in its consolidated balance sheets. The Company does not have any finance leases.

ROU assets represent the Company's right to use an underlying asset for the lease term and lease liabilities represent its obligation to make lease payments arising from the lease. Operating lease ROU assets and liabilities are recognized at commencement date based on the present value of lease payments over the lease term. As most of the Company's leases do not provide an implicit interest rate, the Company uses its incremental borrowing rate based on the information available at commencement date in determining the present value of lease payments. The operating lease ROU asset also includes any prepaid lease amounts and excludes lease incentives. The Company's lease terms may include options to extend or terminate the lease when it is reasonably certain that it will exercise that option. Lease expense for lease payments is recognized on a straight-line basis over the lease term.

The Company excludes right-of-use ("ROU") assets and lease liabilities for leases with an initial term of 12 months or less from the balance sheet.

Deferred Financing Charges

Deferred financing charges consist of credit facility loan origination fees. These charges are capitalized and amortized over the life of the line of credit agreement.

Property and equipment

Property and equipment are stated at cost and are being depreciated using the straight-line method over their estimated useful lives as follows:

Office equipment	5 years
Automobiles	5 years
Furniture and fixtures	5 - 7 years
Leasehold improvements	Shorter of length of lease or 10 years

During interim reporting periods, the Company uses the usage method as its depreciation methodology for molds and tools used in the manufacturing of its products, which is more closely correlated to the production of goods as it follows the seasonality of sales. The Company believes that the usage method more accurately matches costs with revenues. From a full-year perspective, the depreciation methodology follows the straight-line method, based on the estimated useful life of molds and tools of three years. Estimated useful lives are periodically reviewed and, where appropriate, changes are made prospectively. The carrying value of property and equipment is reviewed when events or changes in circumstances indicate that the carrying value of an asset may not be recoverable. No impairment charges were recorded for the years ended December 31, 2023, 2022 and 2021.

For the years ended December 31, 2023, 2022 and 2021, the Company's aggregate depreciation expense related to property and equipment was \$8.6 million, \$9.6 million and \$9.2 million, respectively.

Other Comprehensive Income (Loss)

Other comprehensive income (loss) includes all changes in equity from non-owner sources. The Company accounts for other comprehensive income in accordance with Accounting Standards Codification ("ASC") ASC 220, "Comprehensive Income." All the activity in other comprehensive income (loss) and all amounts in accumulated other comprehensive income (loss) relate to foreign currency translation adjustments.

Advertising

Production costs of commercials and programming are charged to operations in the period during which the production is first aired. The costs of other advertising, promotion and marketing programs are charged to operations in the period incurred. Advertising expense for the years ended December 31, 2023, 2022 and 2021, was approximately \$13.2 million, \$14.3 million and \$12.2 million, respectively.

Income taxes

The Company does not file a consolidated return with its foreign subsidiaries. The Company files federal and state returns and its foreign subsidiaries file returns in their respective jurisdictions. Deferred taxes are provided on an asset and liability method. Deferred tax assets are recognized as deductible temporary differences, operating losses, or tax credit carry-forwards. Deferred tax liabilities are recognized as taxable temporary differences. Temporary differences are the differences between the reported amounts of assets and liabilities and their tax basis. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion 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.

The Company recognizes net deferred tax assets to the extent that the Company believes these assets are more likely than not to be realized. In making such a determination, management considers all available positive and negative evidence, including future reversals of existing taxable temporary differences, projected future taxable income, tax-planning strategies, and results of recent operations. If management determines that the Company would be able to realize its deferred tax assets in the future in excess of their net recorded amount, management would make an adjustment to the deferred tax asset valuation allowance, which would reduce the provision for income taxes.

The Company records uncertain tax positions on the basis of a two-step process whereby (1) management determines whether it is more likely than not that the tax positions will be sustained on the basis of the technical merits of the position and (2) for those tax positions that meet the more-likely-than-not recognition threshold, management recognizes the largest amount of tax benefit that is more than 50% likely to be realized upon ultimate settlement with the related tax authority. The Company recognizes interest and penalties related to unrecognized tax benefits within income tax expense. Any accrued interest and penalties are included within the related tax liability.

Revision of Previously Disclosed Amounts

During the course of preparing the Company's financial statements as of and for the year ended December 31, 2023, the Company adjusted the rate reconciliation table in Note 12 – Income Taxes to break out more material items of the rate reconciliation for comparative purposes. Additionally, the Company adjusted the UTP table disclosed in Note 12 – Income Taxes to exclude associated tax interest. See Note 12 – Income Taxes, for further details.

Foreign Currency Translation Exposure

The Company's reporting currency is the U.S. dollar. The translation of its net investment in subsidiaries with non-U.S. dollar functional currencies subjects the Company to currency exchange rate fluctuations in its results of operations and financial position. Assets and liabilities of subsidiaries with non-U.S. dollar functional currencies are translated into U.S. dollars at year-end exchange rates. Income, expense and cash flow items are translated at average exchange rates prevailing during the year. The resulting currency translation adjustments are recorded as a component of accumulated other comprehensive income (loss) within stockholders' equity. The Company's primary currency translation exposures in 2023, 2022 and 2021 were related to its net investment in entities having functional currencies denominated in the Hong Kong Dollar, British Pound, Canadian Dollar, Chinese Yuan, Mexican Peso and the Euro.

Foreign Currency Transaction Exposure

Currency exchange rate fluctuations may impact the Company's results of operations and cash flows. The Company's currency transaction exposures include gains and losses realized on unhedged inventory purchases and unhedged receivables and payables balances that are denominated in a currency other than the applicable functional currency. Gains and losses on unhedged inventory purchases and other transactions associated with operating activities are recorded in the components of operating income in the consolidated statement of operations.

Accounting for the impairment of finite-lived tangible and intangible assets

Long-lived assets with finite lives, which include property and equipment and intangible assets other than goodwill, are evaluated for impairment when events or changes in circumstances indicate that the carrying amount of the assets may not be recoverable through the estimated undiscounted future cash flows from the use of these assets. When any such impairment exists, the related assets will be written down to fair value. Finite-lived intangible assets often consist of product technology rights, acquired backlog, customer relationships, product lines and license agreements. These intangible assets are amortized over the estimated economic lives of the related assets.

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 and asset level. The annual goodwill test is performed in the second quarter and whenever events or changes in circumstances indicate that the carrying amount of a reporting unit may exceed its fair value, the Company may assess goodwill for impairment using a qualitative assessment. Qualitative factors and their impact on critical inputs are assessed to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying value. If the Company determines that a reporting unit has an indication of impairment based on the qualitative assessment, it is required to perform a quantitative assessment. The Company may bypass the qualitative assessment and perform a quantitative assessment. Impairment is recognized in the amount by which, if any, the carrying value of the reporting unit exceeds the fair value, not to exceed the carrying value of goodwill. Indefinite-lived intangible assets other than goodwill consist of trademarks.

The carrying value of goodwill and trademarks is based upon cost, which is subject to management's current assessment of fair value. Management evaluates fair value recoverability using both objective and subjective factors. Objective factors include cash flows and analysis of recent sales and earnings trends. Subjective factors include management's best estimates of projected future earnings and competitive analysis and the Company's strategic focus.

Share-based Compensation

The Company measures all employee share-based compensation awards using a fair value method and records such expense in its consolidated statements of operations. Forfeitures are being recognized as they occur.

Earnings (Loss) per share

A reconciliation of the amounts used to calculate basic and diluted income (loss) per share for the years ended December 31, 2023, 2022, and 2021 follows (in thousands, except per share data):

	Year Ended December 31,		
	2023	2022	2021
Net income (loss)	\$ 38,113	\$ 91,083	\$ (5,888)
Net income (loss) attributable to non-controlling interests	(293)	(330)	120
Net income (loss) attributable to JAKKS Pacific, Inc.	38,406	91,413	(6,008)
Preferred stock dividend*	(1,502)	(1,416)	(1,334)
Net income (loss) attributable to common stockholders**	\$ 36,904	\$ 89,997	\$ (7,342)
Weighted average common shares outstanding - basic	9,962	9,651	7,498
Earnings (loss) per share available to common stockholders - basic	\$ 3.70	\$ 9.33	\$ (0.98)
Weighted average common shares outstanding - diluted	10,590	10,155	7,498
Earnings (loss) per share available to common stockholders - diluted	\$ 3.48	\$ 8.86	\$ (0.98)

* The 200,000 shares issued and outstanding are non-participating.

** Net income (loss) attributable to common stockholders was computed by deducting preferred dividends of \$1.5 million, \$1.4 million and \$1.3 million for the years ended December 31, 2023, 2022 and 2021 respectively.

Basic earnings (loss) per share is calculated using the weighted average number of common shares outstanding during the period. Diluted earnings (loss) per share is calculated using the weighted average number of common shares and common share equivalents outstanding during the period (which consist of restricted stock awards, restricted stock units and convertible debt to the extent they are dilutive). For the years ended December 31, 2023, 2022 and 2021, the convertible senior notes interest and related weighted common share equivalent of nil, nil and 1,735,938, respectively, were excluded from the diluted earnings (loss) per share calculation since they would have been anti-dilutive. Potentially dilutive restricted stock awards and units of nil, nil and 122,371 for each of the years ended December 31, 2023, 2022 and 2021, respectively, were excluded from the computation of diluted earnings (loss) per share since they would have been anti-dilutive.

Recent Accounting Pronouncements

In June 2016, the FASB issued Accounting Standards Update (“ASU”) 2016-13, “Financial Instruments - Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments,” which require a financial asset (or a group of financial assets) measured at amortized cost basis to be presented at the net amount expected to be collected. The new standard was initially effective for fiscal years beginning after December 15, 2019, including interim periods within those fiscal years. In November 2019, the FASB issued ASU 2019-10 which deferred the effective date of ASU 2016-13 by three years for Smaller Reporting Companies. As a result, the effective date for the standard is fiscal years beginning after December 15, 2022, and interim periods therein, and early adoption is permitted. The Company adopted ASU 2016-13 and its related amendments on January 1, 2023. The adoption of this new accounting standard did not have a material impact on the Company’s consolidated financial statements.

In March 2020, the FASB issued ASU 2020-04, “Reference Rate Reform (Topic 848): Facilitation of the Effects of Reference Rate Reform on Financial Reporting.” In January 2021, the FASB issued ASU 2021-01, “Reference Rate Reform (Topic 848): Scope.” The ASUs provide temporary optional expedients and exceptions for applying U.S. GAAP to contracts, hedging relationships, and other transactions, for a limited period of time, to ease the potential burden of recognizing the effects of reference rate reform on financial reporting. The amendments in ASU 2020-04 apply to contracts, hedging relationships and other transactions that reference the London Inter-Bank Offered Rate (“LIBOR”) or another reference rate expected to be discontinued due to the global transition away from LIBOR and certain other interbank offered rates. In December 2022, the FASB issued ASU 2022-06 which extended the effective date of the new standard to fiscal years beginning after December 15, 2024, including interim periods within those fiscal years, with early adoption permitted. In Q1 2023, the Company entered into amendments to its 2021 BSP Term Loan Agreement and its JPMorgan ABL Credit Agreement, which transitioned the interest reference rate on its term loan and revolving line of credit from LIBOR to the Secured Overnight Financing Rate (“SOFR”) (See Note 9 – Debt and Note 10 – Credit Facilities). The adoption of this new accounting standard did not have a material impact on the Company’s consolidated financial statements.

In August 2020, the FASB issued ASU 2020-06, “Debt – Debt with Conversion and Other Options (Subtopic 470-20) and Derivatives and Hedging – Contracts in Entity’s Own Equity (Subtopic 815-40): Accounting for Convertible Instruments and Contracts in an Entity’s Own Equity.” The new guidance eliminates two of the three models in ASC 470-20, which required entities to account for beneficial conversion features and cash conversion features in equity, separately from the host convertible debt or preferred stock. As a result, only conversion features accounted for under the substantial premium model in ASC 470-20 and those that require bifurcation in accordance with ASC 815-15 will be accounted for separately. In addition, the amendments in ASU 2020-06 eliminates some of the requirements in ASC 815-40 related to equity classification. The amendments in ASU 2020-06 further revised the guidance in ASC 260, Earnings Per Share (“EPS”), to address how convertible instruments are accounted for in calculating diluted EPS, and requires enhanced disclosures about the terms of convertible instruments and contracts in an entity’s own equity. The new standard is effective for the Company for fiscal years beginning after December 15, 2023, including interim periods within these fiscal years, with early adoption permitted. The Company is currently evaluating the impact that the adoption of this new guidance will have on its consolidated financial statements.

In November 2023, the FASB issued ASU 2023-07, “Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures.” The amendments in this Update improve reportable segment disclosure requirements, primarily through enhanced disclosures about significant segment expenses. The new standard is effective for the Company for fiscal years beginning after December 15, 2023, with early adoption permitted. The Company is currently evaluating the impact that the updated disclosure will have on its consolidated financial statements.

In December 2023, the FASB issued ASU 2023-09, “Income Taxes (Topic 740): Improvements to Income Tax Disclosures.” This ASU provides standardization of tax disclosures, primarily related to the rate reconciliation and income taxes paid information. The new standard is effective for the Company for fiscal years beginning after December 15, 2024, with early adoption permitted. The Company is currently evaluating the impact that the updated disclosure will have on its consolidated financial statements.

Note 3—Business Segments, Geographic Data and Sales by 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 segments are (i) Toys/Consumer Products and (ii) Costumes.

The Toys/Consumer Products segment includes action figures, vehicles, play sets, plush products, dolls, electronic products, construction toys, infant and pre-school toys, child-sized and hand-held role play toys and everyday costume play, foot-to-floor ride-on vehicles, wagons, novelty toys, seasonal and outdoor products, kids' indoor and outdoor furniture, and related products.

The Costumes segment, under its Disguise branding, designs, develops, markets and sells a wide range of every-day and special occasion dress-up costumes and related accessories in support of Halloween, Carnival, Children's Day, Book Day/Week, and every-day/any-day costume play.

Segment performance is measured at the operating income (loss) level. All sales are made to external customers and general corporate expenses have been attributed to the segments based upon relative sales volumes. Segment assets are primarily comprised of accounts receivable and inventories, net of applicable reserves and allowances, goodwill and other assets. Certain assets which are not tracked by operating segment and/or that benefit multiple operating segments have been allocated on the same basis.

Results are not necessarily those which would be achieved if each segment was an unaffiliated business enterprise. Information by segment and a reconciliation to reported amounts as of December 31, 2023 and 2022 and for the three years in the period ended December 31, 2023 are as follows (in thousands):

	Year Ended December 31,		
	2023	2022	2021
Net Sales			
Toys/Consumer Products	\$ 580,686	\$ 647,317	\$ 513,517
Costumes	130,871	148,870	107,599
	<u>\$ 711,557</u>	<u>\$ 796,187</u>	<u>\$ 621,116</u>
	Year Ended December 31,		
	2023	2022	2021
Income (Loss) from Operations			
Toys/Consumer Products	\$ 60,927	\$ 62,698	\$ 39,046
Costumes	(1,820)	(1,728)	(279)
	<u>\$ 59,107</u>	<u>\$ 60,970</u>	<u>\$ 38,767</u>
	Year Ended December 31,		
	2023	2022	2021
Depreciation and Amortization Expense			
Toys/Consumer Products	\$ 8,409	\$ 10,182	\$ 9,585
Costumes	176	396	666
	<u>\$ 8,585</u>	<u>\$ 10,578</u>	<u>\$ 10,251</u>
	December 31,		
	2023	2022	
Assets			
Toys/Consumer Products	\$ 383,812	\$ 377,605	
Costumes	15,139	27,737	
	<u>\$ 398,951</u>	<u>\$ 405,342</u>	

Net revenues are categorized based upon location of the customer, while long-lived assets are categorized based upon the location of the Company's assets. The following tables present information about the Company by geographic area as of December 31, 2023 and 2022 and for each of the three years in the period ended December 31, 2023 (in thousands):

	Year Ended December 31,		
	2023	2022	2021
Net Sales by Customer Area			
United States	\$ 557,865	\$ 644,295	\$ 512,193
Europe	76,464	85,348	60,425
Latin America	32,024	18,338	12,606
Canada	26,992	26,515	17,999
Asia	8,543	10,431	9,232
Australia and New Zealand	7,542	8,836	6,423
Middle East and Africa	2,127	2,424	2,238
	<u>\$ 711,557</u>	<u>\$ 796,187</u>	<u>\$ 621,116</u>

	December 31,	
	2023	2022
Long-lived Assets		
United States	\$ 21,206	\$ 17,383
China	13,794	14,161
Hong Kong	1,410	2,142
United Kingdom	892	974
Italy	811	—
Mexico	55	46
Canada	23	69
	<u>\$ 38,191</u>	<u>\$ 34,775</u>

Major Customers

Net sales to major customers were as follows (in thousands, except for percentages):

	2023		2022		2021	
	Percentage of		Percentage of		Percentage of	
	Amount	Net Sales	Amount	Net Sales	Amount	Net Sales
Target	\$ 215,211	30.3%	\$ 203,200	25.5%	\$ 176,561	28.4%
Walmart	148,354	20.8	226,318	28.4	167,260	26.9
Amazon	74,878	10.5	66,393	8.3	59,973	9.7
	<u>\$ 438,443</u>	<u>61.6%</u>	<u>\$ 495,911</u>	<u>62.2%</u>	<u>\$ 403,794</u>	<u>65.0%</u>

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

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.

Note 4—Joint Ventures

In November 2014, the Company entered into a joint venture with Meisheng Culture & Creative Corp. Ltd., ("MC&C"), for the purpose of providing certain JAKKS licensed and non-licensed toys and consumer products to agreed-upon territories of the People's Republic of China. On May 10, 2023, the Company dissolved the joint venture with MC&C. Prior to the dissolution, the Company owned fifty-one percent of the joint venture. The results of operations of the joint venture are consolidated with the Company's results. The non-controlling interest's share of the income (loss) from the joint venture for the years ended December 31, 2023, 2022 and 2021 was (\$293,000), (\$330,000) and \$120,000, respectively.

In October 2016, the Company entered into a joint venture with Hong Kong Meisheng Cultural Company Limited ("Meisheng"), a Hong Kong-based subsidiary of Meisheng Culture & Creative Corp., for the purpose of creating and developing original, multiplatform content for children including new short-form series and original shows. On December 1, 2023, the Company dissolved the joint venture with Meisheng. Prior to the dissolution, JAKKS and Meisheng each owned fifty percent of the joint venture. The results of operations of the joint venture are consolidated with the Company's results. The non-controlling interest's share of the income (loss) from the joint venture for the years ended December 31, 2023, 2022 and 2021 was nil.

Note 5—Prepaid Expenses and Other Assets

Prepaid expenses and other assets for the year ended December 31, 2023 and 2022 consist of the following (in thousands):

	December 31,	
	2023	2022
Income tax receivable	\$ 2,672	\$ 2,217
Prepaid expenses	1,724	994
Royalty advances	1,450	1,822
Employee retention credit	285	1,179
Other assets	243	119
	<u>\$ 6,374</u>	<u>\$ 6,331</u>

Note 6—Goodwill

There were no changes in the carrying amount of goodwill by reporting unit for the year ended December 31, 2023 and 2022.

In the second quarter of 2023, the Company performed a quantitative assessment and determined that goodwill was not impaired as the fair value of the reporting units exceeded the carrying value. There were no events or changes in circumstances subsequent to the second quarter assessment that indicate that the carrying value of a reporting unit may exceed its fair value as of December 31, 2023.

Note 7—Concentration of Credit Risk

Financial instruments that subject the Company to concentration of credit risk are cash and cash equivalents and accounts receivable. Cash equivalents consist primarily of overnight and money market funds. These instruments are short-term in nature and bear minimal risk.

The Company maintains certain cash balances in excess of Federal Deposit Insurance Corporation ("FDIC") insured limits. The Company has not experienced any losses in such accounts and believes that the credit risk to the Company's cash is minimal.

The Company performs ongoing credit evaluations of its customers' financial conditions, but does not require collateral to support domestic customer accounts receivable. For goods shipped FOB Hong Kong or China, the Company may require irrevocable letters of credit from the customer or purchase various forms of credit insurance.

Note 8—Accrued Expenses

Accrued expenses consist of the following (in thousands):

	December 31,	
	2023	2022
Royalties	\$ 23,594	\$ 17,980
Salaries and employee benefits	6,707	4,697
Inventory liabilities	2,611	3,619
Bonuses	1,604	1,698
Professional fees	1,556	2,949
Goods in transit	1,154	1,519
Third-party warehouse	1,033	936
Unearned revenue	701	922
Sales commissions	506	558
Interest expense	63	68
Other	5,573	3,052
	<u>\$ 45,102</u>	<u>\$ 37,998</u>

In addition to royalties currently payable on the sale of licensed products during the year, the Company records a liability as accrued royalties for the estimated shortfall in achieving minimum royalty guarantees pursuant to certain license agreements (see Note-16 - Commitments).

Accrued expenses – long-term, which result from negotiated extended payment terms as part of a multi-year agreement with a 3rd party rights holder amounted to \$2.7 million as of December 31, 2023, payable in installments over the next 2 years, and nil as of December 31, 2022. The remaining \$1.0 million as of December 31, 2023 related to obligations from the Company’s non-qualified deferred compensation plan (see Note 18 – Employee Benefit Plans) which were nil as of December 31, 2022.

Note 9—Debt***Convertible senior notes***

In August 2019, the Company entered into and consummated multiple, binding definitive agreements (collectively, the “Recapitalization Transaction”) among Wells Fargo, Oasis Investments II Master Fund Ltd. and an ad hoc group of holders of the Company’s 4.875% convertible senior notes due 2020 (the “Investor Parties”) to recapitalize the Company’s balance sheet, including the extension to the Company of incremental liquidity and at least three-year extensions of substantially all of the Company’s outstanding convertible debt obligations and revolving credit facility.

In connection with the Recapitalization Transaction, the Company issued (i) amended and restated notes with respect to the Company’s \$21.6 million Oasis Note issued on November 7, 2017, and the \$8.0 million Oasis Note issued on July 26, 2018 (together, the “Existing Oasis Notes”), and (ii) a new \$8.0 million convertible senior note having the same terms as such amended and restated notes (the “New \$8.0 million Oasis Note” and collectively, the “New Oasis Notes” or the “3.25% convertible senior notes due 2023”). Interest on the New Oasis Notes was payable on each May 1 and November 1 until maturity and accrued at an annual rate of (i) 3.25% if paid in cash or 5.00% if paid in stock plus (ii) 2.75% payable in kind. The New Oasis Notes matured 91 days after the amounts outstanding under the 2019 Recap Term Loan were paid in full, and in no event later than July 3, 2023.

Excluding the impact of the Reverse Stock Split in July of 2020, the New Oasis Notes provided, among other things, that the initial conversion price was \$1.00. The conversion price was to be reset on each February 9 and August 9, starting on February 9, 2020 (each, a “reset date”) to a price equal to 105% of the 5-day VWAP preceding the applicable reset date. Under no circumstances was the reset to result in a conversion price below the greater of (i) the closing price on the trading day immediately preceding the applicable reset date and (ii) 30% of the stock price as of the Transaction Agreement Date, or August 7, 2019, and was not to be greater than the conversion price in effect immediately before such reset. The Company could trigger a mandatory conversion of the New Oasis Notes if the market price exceeded 150% of the conversion price under certain circumstances. The Company could redeem the New Oasis Notes in cash if a person, entity or group acquired shares of the Company’s Common Stock, par value \$0.001 per share (the “Common Stock”), and as a result owned at least 49% of the Company’s issued and outstanding Common Stock. On February 9, 2020, excluding the impact of the Reverse Stock Split, the conversion price of the New Oasis Notes reset to \$1.00 per share (\$10.00 per share after reverse stock split). On August 9, 2020, the conversion price of the New Oasis Notes reset to \$5.647. On February 9, 2021, the conversion price of the New Oasis Notes recalculated and remained unchanged at \$5.647.

During 2021, \$24.0 million of the New Oasis Notes (including \$1.2 million in payment in-kind interest) were converted for 4,246,828 shares of common stock. As a result, the Company recorded an increase to additional paid-in capital of \$50.8 million. As a result of the conversion in 2021, the New Oasis Notes were fully extinguished.

The Company accounted for the debt held by Oasis at fair value using Level 3 inputs and as a result, recognized a loss of \$16.4 million for the year ended December 31, 2021, related to changes in the fair value of the 3.25% convertible senior notes due 2023 (see Note 15 – Fair Value Measurement).

On February 5, 2021, Benefit Street Partners and Oasis Investment II Master Funds Ltd, both related parties, entered into a purchase and sale agreement wherein Benefit Street Partners purchased \$11.0 million of principal amount, plus all accrued and unpaid interest thereon, of the New Oasis Notes from Oasis Investment II Master Funds Ltd (see Note 11 – Related Party Transactions). The transaction closed on February 8, 2021. As of December 31, 2023 and 2022, Benefit Street Partners held nil in principal amount of the New Oasis Notes.

Key components of the 3.25% convertible senior notes due 2023 consist of the following (in thousands):

	Year ended December 31,		
	2023	2022	2021
Contractual interest expense	\$ —	\$ —	\$ 620

Term Loan

Term loan consists of the following (in thousands):

	December 31, 2023			December 31, 2022		
	Principal Amount	Debt Discount/ Issuance Costs*	Net Amount	Principal Amount	Debt Discount/ Issuance Costs*	Net Amount
2021 BSP Term Loan	\$ —	\$ —	\$ —	\$ 68,901	\$ (1,750)	\$ 67,151

* The term loan was valued using the discounted cash flow method to determine the implied debt discount. The debt discount and issuance costs are amortized over the life of the term loan on a straight-line basis which approximates the effective interest method.

On June 2, 2021, the Company and certain of its subsidiaries, as borrowers, entered into a First Lien Term Loan Facility Credit Agreement (the “2021 BSP Term Loan Agreement”) with Benefit Street Partners L.L.C., as Sole Lead Arranger, and BSP Agency, LLC, as agent, for a \$99.0 million first-lien secured term loan (the “Initial Term Loan”) and a \$19.0 million delayed draw term loan (the “Delayed Draw Term Loan” and collectively, the “2021 BSP Term Loan”). Net proceeds from the issuance of the 2021 BSP Term Loan, after deduction of \$2.2 million in closing fees and \$0.5 million of other administrative fees paid directly to the lenders, totaled \$96.3 million. These fees are amortized over the life of the 2021 BSP Term Loan on a straight-line basis which approximates the effective interest method. Proceeds from the Initial Term Loan, together with available cash from the Company, were used to repay the Company’s former term loan (the “2019 Recap Term Loan” formerly known as the “New Term Loan” in prior filings) under the agreement dated as of August 9, 2019 with Cortland Capital Market Services LLC, as agent for certain investor parties. The Delayed Draw Term Loan provision was designed to provide necessary capital to redeem any of the Company’s outstanding 3.25% convertible senior notes due 2023, upon their maturity, which, upon repayment of the 2019 Recap Term Loan, accelerated to no later than 91 days from the repayment of the 2019 Recap Term Loan, or September 1, 2021. On July 29, 2021, the Company terminated its Delayed Draw Term Loan option as it determined it had sufficient liquidity to fund any outstanding convertible senior notes that remained upon maturity.

Amounts outstanding under the 2021 BSP Term Loan bore interest at either (i) LIBOR plus 6.50% - 7.00% (determined by reference to a net leverage pricing grid), subject to a 1.00% LIBOR floor, or (ii) base rate plus 5.50% - 6.00% (determined by reference to a net leverage pricing grid), subject to a 2.00% base rate floor. The 2021 BSP Term Loan was termed to mature in June 2027.

In January 2023, the Company entered into a second amendment for its 2021 BSP Term Loan Agreement, which transitioned the interest reference rate on its 2021 BSP Term Loan from LIBOR to the Secured Overnight Financing Rate (“SOFR”). The new interest reference rate for the 2021 BSP Term Loan was effective on April 1, 2023. In addition to the transition to SOFR, the amendment also included a constant 0.10% spread adjustment until the maturity of the 2021 BSP Term Loan.

The 2021 BSP Term Loan Agreement contained negative covenants that, subject to certain exceptions, limited the ability of the Company and its subsidiaries to, among other things, incur additional indebtedness, make restricted payments, pledge its assets as security, make investments, loans, advances, guarantees and acquisitions, undergo fundamental changes and enter into transactions with affiliates. Commencing with the fiscal quarter ending June 30, 2021, the Company was required to maintain a Net Leverage Ratio of 4:00x, with step-downs occurring each fiscal year starting with the quarter ending March 31, 2022 through the quarter ending September 30, 2024 in which the Company was required to maintain a Net Leverage Ratio of 3:00x. On April 26, 2022, the Company entered into a First Amendment to the 2021 BSP Term Loan Agreement, to provide, among other things, that the Company must maintain Qualified Cash of at least: (a) at all times after the Closing Date and prior to the First Amendment Effective Date, April 26, 2022, \$20.0 million; (b) at all times during the period commencing on the First Amendment Effective Date through and including June 30, 2022, \$15.0 million; and (c) at all times on and after July 1, 2022, through September 30, 2022, \$17.5 million; provided, however, that if the Total Net Leverage Ratio exceeded 1.75:1.00 as of the last day of the most recently ended month for which financial statements were required to have been delivered, then the amount set forth in this clause was to be increased to \$20.0 million. Notwithstanding the foregoing, the Applicable Minimum Cash Amount was to be reduced by \$1.0 million for every \$5.0 million principal prepayment or repayment of the Term Loans following the First Amendment Effective Date; provided however, that, the Applicable Minimum Cash Amount was in no event to be reduced below \$15.0 million.

The 2021 BSP Term Loan Agreement contained events of default that are customary for a facility of this nature, including (subject in certain cases to grace periods and thresholds) nonpayment of principal, nonpayment of interest, fees or other amounts, material inaccuracy of representations and warranties, violation of covenants, cross-default to certain other existing indebtedness, bankruptcy or insolvency events, certain judgment defaults and a change of control as specified in the 2021 BSP Term Loan Agreement. If an event of default occurred, the maturity of the amounts owed under the 2021 BSP Term Loan Agreement might have been accelerated.

The obligations under the 2021 BSP Term Loan Agreement were guaranteed by the Company, the subsidiary borrowers thereunder and certain of the other existing and future direct and indirect subsidiaries of the Company and were secured by substantially all of the assets of the Company, the subsidiary borrowers thereunder and such other subsidiary guarantors, in each case, subject to certain exceptions and permitted liens and subject to the priority lien granted under the JPMorgan ABL Credit Agreement (see Note 10 – Credit Facility).

The agent and Sole Lead Arranger under the 2021 BSP Term Loan were affiliates of an affiliate of the Company, which affiliate, at the time of refinancing, owned common stock, and the 3.25% convertible senior notes due 2023 of the Company as well as the Company’s outstanding Series A Preferred Stock (see Note 11 – Related Party Transactions).

The fair value of the Company's 2021 BSP Term Loan was considered Level 3 fair value (see Note 15 – Fair Value Measurements for further discussion of the fair value hierarchy) and was measured using the discounted future cash flow method. In addition to the debt terms, the valuation methodology included an assumption of a discount rate that approximated the current yield on a debt security with comparable risk. This assumption was considered an unobservable input in that it reflected the Company's own assumptions about the inputs that market participants would use in pricing the asset or liability. The Company believed that this was the best information available for use in the fair value measurement. The estimated fair value of the 2021 BSP Term Loan was \$69.3 million as of December 31, 2022 compared to a carrying value of \$68.9 million as of December 31, 2022.

On June 27, 2022, as permitted by the terms within the 2021 BSP Term Loan Agreement, the Company made a voluntary fee-free \$10.0 million prepayment towards the outstanding principal amount of the 2021 BSP Term Loan.

On September 28, 2022, as permitted by the terms within the 2021 BSP Term Loan Agreement, the Company made a voluntary \$17.5 million prepayment towards the outstanding principal amount of the 2021 BSP Term Loan and incurred a \$0.5 million prepayment penalty.

On January 3, 2023, as permitted by the terms within the 2021 BSP Term Loan Agreement, the Company made a voluntary \$15.0 million prepayment towards the outstanding principal amount of the 2021 BSP Term Loan and incurred a \$0.2 million prepayment penalty.

On March 3, 2023, as required by the terms within the 2021 BSP Term Loan Agreement under the Excess Cash Flow ("ECF") Sweep provision, the Company made a mandatory \$23.1 million payment towards the outstanding principal amount of the 2021 BSP Term Loan.

On June 5, 2023, the Company paid in full the 2021 BSP Term Loan and terminated the 2021 BSP Term Loan Agreement by making a \$30.2 million prepayment towards the outstanding principal amount. Additionally, the Company made a \$0.4 million payment towards the outstanding accrued interest, and a \$0.3 million payment for the prepayment penalty and other related fees. In connection with this transaction, the Company recognized a loss on debt extinguishment of \$1.0 million on its condensed consolidated statements of operations.

Loan under Paycheck Protection Program

On June 12, 2020, the Company received a \$6.2 million loan under the Paycheck Protection Program ("PPP") within the Coronavirus Aid, Relief and Economic Security Act ("CARES Act"). The PPP loan maturity date was June 2, 2022, and was subject to the CARES Act terms which included, among other terms, an interest rate of 1.00% per annum and monthly installment payments of \$261,275 commencing on September 27, 2021. The PPP loan allowed for prepayment at any time prior to maturity with no prepayment penalties. The PPP Loan was subject to events of default and other provisions customary for a loan of this type. A PPP loan may be forgiven, partially or in full, if certain conditions are met, principally based on having been disbursed for permissible purposes and maintaining certain average levels of employment and payroll as required by the CARES Act. On September 10, 2021, the full amount of the PPP loan was forgiven. The Small Business Administration ("SBA") may review the Company's PPP loan forgiveness application for six years after the date of forgiveness. The Company may be subjected to penalties and repayment of the PPP loan if the SBA disagrees with the Company's eligibilities. Income from the forgiveness of the PPP Loan was recognized as a \$6.2 million gain on loan forgiveness for the year ended December 31, 2021, in the consolidated statements of operations.

Note 10—Credit Facilities

JPMorgan Chase

On June 2, 2021, the Company and certain of its subsidiaries, as borrowers, entered into a Credit Agreement (the "JPMorgan ABL Credit Agreement"), with JPMorgan Chase Bank, N.A., as agent and lender for a \$67,500,000 senior secured revolving credit facility (the "JPMorgan ABL Facility"). The JPMorgan ABL Credit Agreement replaced the Company's existing asset-based revolving credit agreement, dated as of March 27, 2014 (the "Wells Fargo ABL Facility," formerly known as the "Amended ABL Facility" in prior filings), with General Electric Capital Corporation, since assigned to Wells Fargo Bank, National Association. The Company pays a commitment fee (0.25% - 0.375%) based on the unused portion of the revolving credit facility. Any amounts borrowed under the JPMorgan ABL Facility bore interest at either (i) LIBOR plus 1.50% - 2.00% (determined by reference to an excess availability pricing grid) or (ii) Alternate Base Rate plus 0.50% - 1.00% (determined by reference to an excess availability pricing grid and base rate subject to a 1.00% floor). The JPMorgan ABL Facility matures in June 2026. As of December 31, 2023 and 2022, the weighted average interest rate on the credit facility with JPMorgan Chase Bank was 6.77% and 1.88%, respectively.

In March 2023, the Company entered into a first amendment for its JPMorgan ABL Credit Agreement, which transitioned the interest reference rate on its JPMorgan ABL Facility from LIBOR to the Secured Overnight Financing Rate (“SOFR”). The new interest reference rate for the ABL Facility became effective on March 16, 2023. Any amounts borrowed under the JPMorgan ABL Facility will bear interest at either (i) SOFR plus 1.50% - 2.00% (determined by reference to an excess availability pricing grid) plus a constant 0.10% spread adjustment or (ii) Alternate Base Rate plus 0.50% - 1.00% (determined by reference to an excess availability pricing grid and base rate subject to a 1.00% floor).

The JPMorgan ABL Credit Agreement contains negative covenants that, subject to certain exceptions, limit the ability of the Company and its subsidiaries to, among other things, incur additional indebtedness, make restricted payments, pledge their assets as security, make investments, loans, advances, guarantees and acquisitions, undergo fundamental changes and enter into transactions with affiliates. Under certain circumstances the Company is also subject to a springing fixed charge coverage ratio covenant of not less than 1.1 to 1.0, as described in more detail in the JPMorgan ABL Credit Agreement.

The JPMorgan ABL Credit Agreement contains events of default that are customary for a facility of this nature, including (subject in certain cases to grace periods and thresholds) nonpayment of principal, interest, fees or other amounts, material inaccuracy of representations and warranties, violation of covenants, cross-default to certain other existing indebtedness, bankruptcy or insolvency events, certain judgment defaults, loss of liens or guarantees and a change of control as specified in the JPMorgan ABL Credit Agreement. If an event of default occurs, the commitments of the lenders to lend under the JPMorgan ABL Credit Agreement may be terminated and the maturity of the amounts owed may be accelerated.

The obligations under the JPMorgan ABL Credit Agreement are guaranteed by the Company, the subsidiary borrowers thereunder and certain of the other existing and future direct and indirect subsidiaries of the Company and are secured by substantially all of the assets of the Company, the subsidiary borrowers thereunder and such other subsidiary guarantors, in each case, subject to certain exceptions and permitted liens.

As of December 31, 2023, the amount of outstanding borrowings was nil and the total excess borrowing availability was \$53.3 million.

As of December 31, 2023, off-balance sheet arrangements include letters of credit issued by JPMorgan of \$9.4 million.

Amortization expense classified as interest expense related to the \$1.6 million of debt issuance costs associated with the transaction that closed on June 2, 2021 was \$0.3 million and \$0.3 million for the years ended December 31, 2023 and 2022, respectively.

As of December 31, 2023, the Company was in compliance with the financial covenants under the JPMorgan ABL Credit Agreement. As of December 31, 2022 the Company was in compliance with the financial covenants under the 2021 BSP Term Loan Agreement and the JPMorgan ABL Agreement.

Note 11—Related Party Transactions

In November 2014, the Company entered into a joint venture with MC&C for the purpose of providing certain JAKKS licensed and non-licensed toys and consumer products to agreed-upon territories of the People’s Republic of China (see Note 4 – Joint Ventures).

In October 2016, the Company entered into a joint venture with Hong Kong Meisheng Cultural Company Limited, a Hong Kong-based subsidiary of Meisheng Culture & Creative Corp, for the purpose of creating and developing original, multiplatform content for children including new short-form series and original shows (see Note 4 – Joint Ventures).

In March 2017, the Company entered into an equity purchase agreement with Meisheng which provided, among other things, that as long as Meisheng and its affiliates hold 10% or more of the issued and outstanding shares of common stock of the Company, Meisheng shall have the right from time to time to designate a nominee (who currently is Mr. Xiaoqiang Zhao) for election to the Company’s board of directors.

Meisheng also serves as a significant manufacturer of the Company. For the years ended December 31, 2023, 2022 and 2021, the Company made inventory, molds and tooling related payments to Meisheng of approximately \$75.7 million, \$120.5 million and \$77.7 million respectively. As of December 31, 2023 and 2022, amounts due to Meisheng for inventory received by the Company, but not paid totaled \$12.3 million and \$9.8 million, respectively.

A director of the Company is a director at Benefit Street Partners, who owns 145,788 shares of the Series A Preferred Stock (see Note 14 – Common Stock and Preferred Stock).

Note 12—Income Taxes

The Company does not file a consolidated return with its foreign subsidiaries. The Company files federal and state returns and its foreign subsidiaries file returns in their respective jurisdiction.

For the years ended 2023, 2022 and 2021, the provision for income taxes, which included federal, state and foreign income taxes, was an expense of \$6.8 million, a benefit of \$41.0 million, and an expense of \$0.2 million, respectively, reflecting effective tax provision rates of 15.2%, (81.9)% and (4.0)%, respectively.

The 2023 tax expense of \$6.8 million included a discrete tax benefit of \$2.7 million primarily comprised of valuation allowance adjustments. Absent these discrete tax benefits, our effective tax rate for 2023 was 21.3%, primarily due to taxes on federal, state and foreign income.

For the years ended 2022 and 2021, provision for income taxes includes federal, state and foreign income taxes at effective tax rates of (81.9)% and (4.0)%, respectively. Exclusive of discrete items, the effective tax provision rate would be 17.6% in 2022 and (10.7)% in 2021.

As of December 31, 2023 and 2022, the Company had net deferred tax assets of \$68.1 million and \$57.8 million, respectively, related to U.S. and foreign jurisdictions.

Provision for income taxes reflected in the accompanying consolidated statements of operations are comprised of the following (in thousands):

	Year ended December 31,		
	2023	2022	2021
Current income tax expense (benefit):			
Federal	\$ 11,935	\$ 11,293	\$ 1
State and local	2,167	2,031	43
Foreign	3,070	3,523	254
Total current income tax expense (benefit)	17,172	16,847	298
Deferred income tax expense (benefit):			
Federal	(8,989)	(51,579)	—
State and Local	(1,358)	(6,071)	—
Foreign	8	(205)	(72)
Total deferred income tax expense (benefit)	(10,339)	(57,855)	(72)
Total income tax expense (benefit)	\$ 6,833	\$ (41,008)	\$ 226

The components of deferred tax assets/(liabilities) are as follows (in thousands):

	Year ended December 31,	
	2023	2022
Deferred Income Tax Assets:		
Reserve for sales allowances and possible losses	\$ 654	\$ 469
Accrued expenses	3,467	3,884
Prepaid royalties	676	599
Accrued royalties	1,693	465
Inventory	12,444	9,574
State income taxes	477	420
Property and equipment	1,789	1,701
Goodwill and intangibles	1,192	2,412
Share based compensation	1,025	738
Interest limitation	2,243	2,256
Operating lease liabilities	4,991	4,120
Federal and state net operating loss carryforwards	34,458	31,263
Credit carryforwards	110	110
Research and development capitalization	7,962	3,792
Other	1,097	1,195
Total Deferred Income Tax Assets	74,278	62,998
Deferred Income Tax Liabilities:		
Undistributed foreign earnings	(503)	(479)
Operating lease right-of-use assets	(4,908)	(3,989)
Total Deferred Income Tax Liabilities	(5,411)	(4,468)
Valuation allowance	(724)	(726)
Total Net Deferred Income Tax Assets/(Liabilities)	\$ 68,143	\$ 57,804

Provision for income taxes varies from the U.S. federal statutory rate. The following reconciliation shows the significant differences in the tax at statutory and effective rates:

	Year ended December 31,			
	2023	2022	2021	2020
Federal income tax expense	21.0%	21.0%	21.0%	21.0%
State income tax expense, net of federal tax effect	2.0	1.9	3.3	3.3
Effect of differences in U.S. and foreign statutory rates	(1.1)	(1.3)	(0.5)	(0.5)
Uncertain tax positions	0.6	5.5	7.0	7.0
Provision to return	(0.1)	(0.2)	5.0	5.0
Other deferred adjustments	(5.7)	21.4	1.3	1.3
Change in tax rate	0.1	6.9	6.5	6.5
Foreign derived intangible income	(9.8)	(10.6)	0.0	0.0
Non-deductible expenses	(0.7)	4.7	(38.5)	(38.5)
PPP Loan	0.0	0.0	29.1	29.1
Unrealized loss	4.2	0.3	(138.9)	(138.9)
Section 162(m)	6.4	4.2	(30.2)	(30.2)
R&D credit	(1.5)	(0.5)	0.0	0.0
Foreign tax credit	0.0	(3.6)	0.0	0.0
Undistributed foreign earnings	0.1	(1.4)	(8.7)	(8.7)
Valuation allowance	0.0	(130.2)	139.6	139.6
Other	(0.3)	0.0	0.0	0.0
	<u>15.2%</u>	<u>(81.9)%</u>	<u>(4.0)%</u>	<u>(4.0)%</u>

Deferred taxes result from temporary differences between tax basis of assets and liabilities and their reported amounts in the consolidated financial statements. The temporary differences result from costs required to be capitalized for tax purposes by the U.S. Internal Revenue Code (“IRC”), and certain items accrued for financial reporting purposes in the year incurred but not deductible for tax purposes until paid.

The components of income (loss) before provision for income taxes are as follows (in thousands):

	Year ended December 31,		
	2023	2022	2021
Domestic	\$ 28,552	\$ 31,588	\$ (7,881)
Foreign	16,394	18,487	2,219
	<u>\$ 44,946</u>	<u>\$ 50,075</u>	<u>\$ (5,662)</u>

The Company uses a recognition threshold and measurement process for recording in the consolidated financial statements uncertain tax positions (“UTP”) taken or expected to be taken in a tax return.

The following table provides further information of UTPs that would affect the effective tax rate, if recognized, as of December 31, 2023 (in millions):

Balance, December 31, 2020	\$ 1.0
Settlements	(0.8)
Balance, December 31, 2021	0.2
Additions based on tax positions related to the current year	0.1
Additions for tax positions of prior years	2.8
Settlements	(0.2)
Balance, December 31, 2022	2.9
Additions based on tax positions related to the current year	0.3
Additions for tax positions of prior years	0.8
Settlements	(0.9)
Balance, December 31, 2023	<u>\$ 3.1</u>

Current interest on uncertain income tax liabilities is recognized as a component of the income tax provision recognized in the consolidated statements of operations. During 2023 and 2022, the Company recognized \$41 thousand and \$0.2 million of interest expense related to UTPs, respectively.

The Company does not expect its gross unrecognized tax benefits to significantly change within the next 12 months.

Tax years 2020 through 2022 remains subject to examination in the United States. The tax years 2019 through 2022 are generally still subject to examination in the various states. Furthermore, all net operating losses and tax credit carryforwards are still subject to review given that the statute of limitation for these items would begin in the year of utilization. The tax years 2017 through 2022 are still subject to examination in Hong Kong. In the normal course of business, the Company is audited by federal, state and foreign tax authorities.

Management assesses the available positive and negative evidence to estimate if sufficient future taxable income will be generated to use the existing deferred tax assets by jurisdiction. The Company is required to establish a valuation allowance for the U.S. deferred tax assets and record a charge to income if Management determines, based upon available evidence at the time the determination is made, that it is more likely than not that some portion or all of the deferred tax assets may not be realized.

Based on the Company’s evaluation of all positive and negative evidence, as of December 31, 2023, a valuation allowance of \$0.7 million has been recorded against the deferred tax assets that more likely than not will not be realized. For the year ended December 31, 2023, the valuation allowance remained approximately the same as the \$0.7 million recorded at December 31, 2022. The 2023 and 2022 net deferred tax assets of \$68.1 million and \$57.8 million, respectively, consist of the net deferred tax assets in the US and foreign jurisdictions, where the Company is in a cumulative income position.

Pursuant to the Internal Revenue Code of 1986, as amended (the “Code”) Sections 382 and 383, annual use of a company’s NOL and tax credit carryforwards may be limited if there is a cumulative change in ownership of greater than 50% within a three-year period. The amount of the annual limitation is determined based on the value of the company immediately prior to the ownership change. Subsequent ownership changes may further affect the limitation in future years. If limited, the related tax asset would be removed from the deferred tax asset schedule with a corresponding reduction in the valuation allowance. The Company had established a valuation allowance as the realization of such deferred tax assets had not met the more likely than not threshold requirement.

During 2023, the Company finalized the assessment of available net operating loss and tax credit carryforwards under Section 382 and 383. This resulted in an increase of available tax-effected federal and state net operating loss carryforwards of approximately \$1.4 million and \$1.3 million, respectively. During 2022, the Company completed an initial assessment of the available net operating loss and tax credit carryforwards under Section 382 and 383 and determined that the Company underwent two ownership changes during the period from 2019 to 2021. This resulted in a net reduction of available federal and state net operating loss carryforwards of \$16.8 million and federal tax credit carryforwards of approximately \$0.6 million, with a corresponding reduction to the valuation allowance of \$17.4 million.

At December 31, 2023, the Company has U.S. federal net NOLs, of approximately \$148.0 million, which will begin to expire in 2033. At December 31, 2023, the Company has state NOLs of approximately \$49.0 million, which will begin to expire in 2024.

The Company maintained undistributed earnings overseas as of December 31, 2023. As of December 31, 2023, the Company believed the funds held by all non-U.S. subsidiaries will be permanently reinvested outside of the U.S., with the exception of Hong Kong. As a result of tax reform, the Company’s unrepatriated earnings are no longer subject to federal income tax in the U.S. when distributed.

Note 13—Leases

The Company has lease agreements with lease and non-lease components, which are generally accounted for separately. The Company has operating leases for corporate offices, warehouses, and certain equipment. The Company’s leases have remaining lease terms of 1 to 6 years, some of which include options to extend the lease for up to 10 years, and some of which include options to terminate the lease within 1 year. As of December 31, 2023, the Company’s weighted average remaining lease term is approximately 4 years and the weighted average discount rate used to calculate the Company’s lease liability is approximately 7.31%. As of December 31, 2022, the Company’s weighted average remaining lease term is approximately 2 years and the weighted average discount rate used to calculate the Company’s lease liability is approximately 5.22%.

Under ASC 842, total operating lease costs for the years ended December 31, 2023, 2022 and 2021 were \$12.4 million, \$19.1 million, and \$10.3 million, respectively. Of the \$12.4 million for the year ended December 31, 2023, \$3.3 million was related to short-term and variable lease costs, including common area maintenance charges, management fees, taxes and storage fees. Sublease rental income was \$1.5 million in 2023. Of the \$19.1 million for the year ended December 31, 2022, \$10.7 million was related to short-term and variable lease costs, including common area maintenance charges, management fees, taxes and storage fees. Sublease rental income was \$2.2 million in 2022. Of the \$10.3 million for the year ended December 31, 2021, \$2.0 million was related to short-term and variable lease costs, including common area maintenance charges, management fees, taxes and storage fees. Sublease rental income was \$2.2 million in 2021.

The Company had a cash outflow of \$10.7 million, \$11.5 million and \$11.4 million related to operating leases for the years ended December 31, 2023, 2022 and 2021, respectively.

The following table represents a reconciliation of the Company's undiscounted future minimum lease payments under operating leases to the lease liability excluding minimum lease payments for executed and legally enforceable leases that have not yet commenced as of December 31, 2023 (in thousands):

Year ending December 31,	
2024	\$ 8,713
2025	6,432
2026	4,525
2027	4,274
2028	4,384
Thereafter	127
Total lease payments	28,455
Imputed interest	(4,409)
Total	<u>\$ 24,046</u>

As of December 31, 2023 and 2022, the minimum lease payments for executed and legally enforceable leases that have not yet commenced were nil.

Note 14—Common Stock and Preferred Stock

Common Stock

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

During 2022, certain employees, including three executive officers, surrendered an aggregate of 113,162 shares of restricted stock units for \$1.4 million to cover income taxes due on the vesting of restricted shares. Additionally, an aggregate of 149,238 shares of restricted stock granted in 2019 with a value of approximately \$2.2 million was forfeited during 2022.

During 2023, certain employees, including three executive officers, surrendered an aggregate of 157,019 shares of restricted stock units for \$3.1 million to cover income taxes due on the vesting of restricted shares. Additionally, an aggregate of 34,588 shares of restricted stock granted in 2021 and 2022 with a value of approximately \$0.6 million was forfeited during 2023.

No dividend was declared or paid in 2023 and 2022.

At the Market Offering

On July 1, 2022, the Company entered into an At the Market Issuance Sales Agreement ("ATM Agreement") with B. Riley, as agent pursuant to which the Company may, from time to time, sell shares of its common stock, up to \$75 million of common stock, in one or more offerings in amounts, prices and at terms that the Company will determine at the time of the offering.

As of the year ended December 31, 2023, the Company did not sell any shares of common stock under the ATM Agreement.

The Company has on file with the SEC an effective registration statement pursuant to which it may issue, from time to time, up to \$150 million of securities (which will be reduced by any amount of securities sold pursuant to the ATM Agreement) consisting of, or any combination of, common stock, preferred stock, debt securities, warrants, rights and/or units, in one or more offerings in amounts, prices and at terms that the Company will determine at the time of the offering.

As of the year ended December 31, 2023, the Company has not sold any securities pursuant to its shelf registration statement.

Redeemable Preferred Stock

On August 9, 2019, the Company entered into and consummated multiple, binding definitive agreements (collectively, the “Recapitalization Transaction”) among various investor parties to recapitalize the Company’s balance sheet. In connection with the Recapitalization Transaction, the Company issued 200,000 shares of Series A Senior Preferred Stock (the “Series A Preferred Stock”), \$0.001 par value per share, to the Investor Parties (the “New Preferred Equity”). As of December 31, 2023 and December 31, 2022, 200,000 shares of Series A Preferred Stock were outstanding.

Each share of Series A Preferred Stock has an initial value of \$100 per share, which is automatically increased for any accrued and unpaid dividends (the “Accreted Value”).

The Series A Preferred Stock has the right to receive dividends on a quarterly basis equal to 6.0% per annum, payable in cash or, if not paid in cash, by an automatic accretion of the Series A Preferred Stock. No cash dividends have been declared or paid. For the year ended December 31, 2023 and 2022, the Company recorded \$1.5 million and \$1.4 million, respectively of preferred stock dividends as an increase in the value of the Series A Preferred Stock.

The Series A Preferred Stock has no stated maturity, however, the Company has the right to redeem all or a portion of the Series A Preferred Stock at its Liquidation Preference (as defined below) at any time after payment in full of the 2019 Recap Term Loan. In addition, upon the occurrence of certain change of control type events, holders of the Series A Preferred Stock are entitled to receive an amount (the “Liquidation Preference”), in preference to holders of Common Stock or other junior stock, equal to (i) 20% of the Accreted Value in the case of a certain specified transaction, or (ii) otherwise, 150% of the Accreted value, plus any accrued and unpaid dividends.

The Company has the right, but is not required, to repurchase all or a portion of the Series A Preferred Stock at its Liquidation Preference at any time after payment in full of the 2019 Recap Term Loan. The Series A Preferred Stock does not have any voting rights, except to the extent required by the Delaware General Corporation Law, except for the exclusive right to elect the Series A Preferred Directors (as described below) and except for certain approval rights over certain transactions (as described below). These approval rights require the prior consent of specified percentages of holders (or in certain cases, all holders) of the Series A Preferred Stock in order for the Company to take certain actions, including the issuance of additional shares of Series A Preferred Stock or parity stock, the issuance of senior stock, certain amendments to the Amended and Restated Certificate of Incorporation, the Certificate of Designations of the Series A Preferred Stock (the “Certificate of Designations”), the Second Amended and Restated By-laws or the Amended and Restated Nominating and Corporate Governance Committee Charter, material changes in the Company’s line of business and certain change of control type transactions. In addition, the Certificate of Designations provides that the approval of at least six directors is required for any related person transaction within the meaning of Item 404 of Regulation S-K under the Securities Act of 1933, as amended, including, without limitation, the adoption of, or any amendment, modification or waiver of, any agreement or arrangement related to any such transaction. The Certificate of Designations also includes restrictions on the ability of the Company to pay dividends on or make distributions with respect to, or redeem or repurchase, shares of Common Stock or other junior stock. In addition, holders of the Series A Preferred Stock have preemptive rights regarding future issuance of Series A Preferred Stock or parity stock. In 2022, an agreement was reached with the preferred shareholders to eliminate their ability to elect members to the Company’s Board of Directors on a going-forward basis.

The Series A Preferred Stock redemption amount is contingent upon certain events with no stated redemption date as of the reporting date, although may become redeemable in the future. In accordance with the SEC guidance within ASC Topic 480, *Distinguishing Liabilities from Equity: Classification and Measurement of Redeemable Securities*, the Company classified the Series A Preferred Stock as temporary equity as the Series A Preferred Stock contains a redemption feature which is contingent upon certain deemed liquidation events, the occurrence of which may not solely be within the control of the Company.

Under ASC 815, *Derivatives and Hedging*, certain contractual terms that meet the accounting definition of a derivative must be accounted for separately from the financial instrument in which they are embedded. The Company has concluded that the redemption upon a change of control and the repurchase option by the Company constitute embedded derivatives.

The embedded redemption upon a change of control must be accounted for separately from the Series A Preferred Stock. The redemption provision specifies if certain events that constitute a change of control occur, the Company may be required to settle the Series A Preferred Stock at 150% of its accreted amount. Accordingly, the redemption provision meets the definition of a derivative, and its economic characteristics are not considered clearly and closely related to the economic characteristics of the Series A Preferred Stock, and is more akin to a debt instrument than equity.

The Company considers the repurchase option to have no value as the likelihood is remote that this event, within the Company's control, would ever occur. The liability is accounted for at fair value, with changes in fair value recognized as other income (expense) on the Company's consolidated statements of operations (see Note 15 – Fair Value Measurement). The value of the redemption provision explicitly considered the present value of the potential premium that would be paid related to, and the probability of, an event that would trigger its payment. The probability of a triggering event was based on management's estimates of the probability of a change of control event occurring.

Accordingly, these two embedded derivatives are accounted for separately from the Series A Preferred Stock at fair value.

As of December 31, 2023, the Series A Preferred Stock is recorded in temporary equity at the amount of accrued, but unpaid dividends of \$6.0 million, and the redemption provision, as a bifurcated derivative, is recorded as a long-term liability with an estimated value of \$29.9 million. As of December 31, 2022, the Series A Preferred Stock is recorded in temporary equity at the amount of accrued, but unpaid dividends of \$4.5 million, and the redemption provision, as a bifurcated derivative, is recorded as a long term liability with an estimated value of \$21.9 million.

As of December 31, 2023, the Series A Preferred Stock had a carrying value of \$26.0 million and a liquidation value of \$39.0 million. As of December 31, 2022, the Series A Preferred Stock had a carrying value of \$24.5 million and a liquidation value of \$36.7 million.

The following table provides a reconciliation of the beginning and ending balances of the Series A Preferred Stock, which is recorded in temporary equity:

	2023	2022	2021
Balance, January 1,	\$ 4,490	\$ 3,074	\$ 1,740
Preferred stock accrued dividends	1,502	1,416	1,334
Balance, December 31,	<u>\$ 5,992</u>	<u>\$ 4,490</u>	<u>\$ 3,074</u>

Note 15 — Fair Value Measurements

In instances where the determination of the fair value measurement is based upon inputs from different levels of the fair value hierarchy, the level in the fair value hierarchy within which the entire fair value measurement falls is based upon the lowest level input that is significant to the fair value measurement in its entirety. The Company's assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment and considers factors specific to the asset or liability.

The following tables summarize the Company's financial assets and liabilities measured at fair value on a recurring basis as of December 31, 2023 and 2022 (in thousands):

	Carrying Amount as of December 31, 2023	Fair Value Measurements As of December 31, 2023		
		Level 1	Level 2	Level 3
Money market funds	\$ 45,130	\$ 45,130	\$ —	\$ —
Investments in employee deferred compensation trusts	41	41	—	—
Preferred stock derivative liability	29,947	—	—	29,947

	Carrying Amount as of December 31, 2022	Fair Value Measurements As of December 31, 2022		
		Level 1	Level 2	Level 3
Preferred stock derivative liability	\$ 21,918	\$ —	\$ —	\$ 21,918

The following table provides a reconciliation of the beginning and ending balances of liabilities measured at fair value on a recurring basis using significant unobservable inputs (Level 3) (in thousands):

Preferred stock derivative liability

	2023	2022	2021
Balance at January 1,	\$ 21,918	\$ 21,282	\$ 8,062
Change in fair value	8,029	636	13,220
Balance at December 31,	<u>\$ 29,947</u>	<u>\$ 21,918</u>	<u>\$ 21,282</u>

The Company's Series A Preferred derivative liability is classified within Level 3 of the fair value hierarchy because unobservable inputs were used in estimating the fair value. The fair value of the redemption provision embedded in the Series A Preferred Stock is estimated based on a discounted cash flow model and probability assumptions based on management's estimates of a change of control event occurring. The value of the redemption provision explicitly considered the present value of the potential premium that would be paid related to, and the probability of, an event that would trigger its payment. In subsequent periods, the derivative liability is accounted for at fair value, with changes in fair value recognized as other income (expense) on the Company's consolidated statements of operations.

The following table provides quantitative information of liabilities measured at fair value and the significant unobservable inputs (Level 3), the range of the significant unobservable inputs, and the valuation techniques.

	Fair Value As of December 31, 2023 (In thousands)	Valuation Technique	Unobservable Inputs	Range (Weighted Average)
Preferred Stock Derivative Liability	\$ 29,947	Discounted Cash Flow	Change-in-control probability assumptions	Range: 0% to 100%
			Timing of change-in-control assumptions	Range: 1 to 10 years
			Discount Rate	Range: 8% to 10%
			Market yield*	6.3%*
	Fair Value As of December 31, 2022 (In thousands)	Valuation Technique	Unobservable Inputs	Range (Weighted Average)
Preferred Stock Derivative Liability	\$ 21,918	Discounted Cash Flow	Change-in-control probability assumptions	Range: 0% to 100%
			Timing of change-in-control assumptions	Range: 1 to 10 years
			Discount Rate	Range: 17% to 19%
			Implied yield**	11.23%**

*Represents the hypothetical market yield

**Represents the implied yield of the 2021 BSP Term Loan

The Company's cash and cash equivalents including restricted cash, accounts receivable, accounts payable and accrued expenses represent financial instruments. The carrying value of these financial instruments is a reasonable approximation of fair value due to the short-term nature of the instruments.

Note 16—Commitments

The Company has entered into various license agreements whereby the Company may use certain characters and intellectual properties in conjunction with its products. Generally, such license agreements provide for royalties to be paid ranging from 1% to 22% of net sales with minimum guarantees and advance payments. These license agreements are subject to audits by the licensor, which can result in additional payments due to the licensor.

In the event the Company estimates that a shortfall in achieving the minimum guarantee is probable, a liability is recorded for the estimated shortfall and charged to royalty expense.

Future annual minimum royalty guarantees as of December 31, 2023 are as follows (in thousands):

2024	\$	45,066
2025		7,013
2026		1,059
	\$	<u>53,138</u>

Royalty expense for the year ended December 31, 2023, 2022 and 2021, was \$117.6 million, \$126.6 million and \$87.2 million, respectively.

The Company has entered into employment and consulting agreements with certain executives expiring through December 31, 2026. The aggregate future annual minimum guaranteed amounts due under those agreements as of December 31, 2023 are as follows (in thousands):

2024	7,560
2025	6,467
2026	3,700
	<u>\$ 17,727</u>

Note 17—Share-Based Payments

Under the Company's 2002 Stock Award and Incentive Plan ("the Plan"), which incorporated its Third Amended and Restated 1995 Stock Option Plan, the Company has reserved shares of its common stock for issuance upon the exercise of options granted under the Plan, as well as for the awarding of other securities. Under the Plan, employees (including officers), non-employee directors and independent consultants may be granted options to purchase shares of common stock, restricted stock units and other securities (see Note 14 - Common Stock and Preferred Stock). The vesting of these share-based awards may vary, but typically vest over a requisite service period or are based on performance criteria, with a maximum vesting period of four years. Restricted shares typically vest in the same manner, with the exception of certain awards vesting over one to three years. Share-based compensation expense is recognized on a straight-line basis over the requisite service period. Compensation expense for performance-awards is measured based on the amount of shares ultimately expected to vest, estimated at each reporting date based on management expectations regarding the relevant performance criteria. Unlike the restricted stock awards, the shares for the restricted stock units are not issued until vested. As of December 31, 2023, 1,847,686 shares were available for future grant. Additional shares may become available to the extent that options or shares of restricted stock presently outstanding under the Plan terminate, expire, or are forfeited.

Restricted Stock Award

Under the Plan, share-based compensation payments may include the issuance of shares of restricted stock. Restricted stock award grants are based upon employment contracts, which vary by individual and year, and are subject to vesting conditions.

The following table summarizes the restricted stock award activity, annually, for the year ended December 31, 2023, 2022 and 2021:

	2023		2022		2021	
	Number of Shares	Weighted Average Grant Date Fair Value	Number of Shares	Weighted Average Grant Date Fair Value	Number of Shares	Weighted Average Grant Date Fair Value
Outstanding, January 1	—	\$ —	—	\$ —	507,867	\$ 12.73
Granted	—	—	—	—	113,896	4.98
Vested	—	—	—	—	(97,645)	20.87
Forfeited	—	—	—	—	(93,352)	12.67
Converted to RSU	—	—	—	—	(430,766)	8.85
Outstanding, December 31	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>

As of December 31, 2023, 2022 and 2021 there was nil of total unrecognized compensation cost related to non-vested restricted stock.

On September 27, 2021, the Company amended the employment agreements with certain executives. The purpose of the amendments was to change the issuance, past and future, of all restricted stock awards to restricted stock units. All other material terms of the respective employment agreements remain the same, including without limitation, the terms of all such grants including the timing of all vesting periods and the vesting benchmarks.

Restricted Stock Units

Under the Plan, share-based compensation payments may include the issuance of Restricted Stock Units (RSUs) to employees, which occurs approximately once per year and are subject to vesting conditions. RSUs are valued at the market price of the shares underlying the award on the date of grant.

The following table summarizes the RSU award activity, annually for the year ended December 31, 2023, 2022 and 2021:

	2023		2022		2021	
	Number of Shares	Weighted Average Grant Date Fair Value	Number of Shares	Weighted Average Grant Date Fair Value	Number of Shares	Weighted Average Grant Date Fair Value
Outstanding, January 1	1,408,586	\$ 12.82	1,073,902	\$ 8.62	131,517	\$ 6.32
Granted	436,792	21.11	827,349	16.75	540,154	8.72
Vested	(504,384)	11.75	(343,427)	8.37	(23,089)	17.28
Forfeited	(34,588)	16.70	(149,238)	14.70	(5,446)	9.66
Converted from RSA	—	—	—	—	430,766	8.85
Outstanding, December 31	<u>1,306,406</u>	16.47	<u>1,408,586</u>	12.82	<u>1,073,902</u>	8.62

As of December 31, 2023, there was \$15.4 million of total unrecognized compensation cost related to non-vested restricted stock units, which is expected to be recognized over a weighted-average period of 2.2 years.

As of December 31, 2023, the fair market value of non-vested restricted stock units was \$46.4 million.

Share-Based Compensation Expense

The following table summarizes the total share-based compensation expense (in thousands) which is recognized in General and administrative expenses in the Consolidated Statement of Operations:

	Year Ended December 31,		
	2023	2022	2021
Share-based compensation expense	\$ 8,027	\$ 5,082	\$ 2,093

Note 18—Employee Benefits Plan

The Company sponsored for its U.S. employees, a defined contribution plan under Section 401(k) of the Internal Revenue Code. The Plan provided that employees may defer up to 50% of their annual compensation subject to annual dollar limitations, and that the Company would make a matching contribution equal to 100% of each employee's deferral, up to 5% of the employee's annual compensation. Company-matching contributions, which vest immediately, totaled \$1.5 million, \$2.1 million and \$1.9 million for the year ended December 31, 2023, 2022 and 2021, respectively.

Starting December 2023, the Company sponsored for certain of its U.S. based senior employees, a nonqualified deferred compensation plan which includes provisions for salary deferrals and discretionary contributions on a deferred tax basis. As of December 31, 2023 the Company has not made any discretionary matching contributions to the plan. Employees direct the investment of their account balances, and the Company invests amounts held in the associated investment trust consistent with these directions. The value of the assets held in trust by the nonqualified plan was \$41 thousand as of December 31, 2023.

The Company has statutory benefit plans outside the U.S., which are not material.

Note 19—Litigation and Contingencies

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 accrues for losses when the loss is deemed probable and the liability can reasonably be estimated. Where a liability is probable and there is a range of estimated loss with no best estimate in the range, the Company records the minimum estimated liability related to the claim. As additional information becomes available, the Company assesses the potential liability related to its pending litigation and revises its estimates.

In the normal course of business, the Company may provide certain indemnifications and/or other commitments of varying scope to a) its licensors, customers and certain other parties, including against third-party claims of intellectual property infringement, and b) its officers, directors and employees, including against third-party claims regarding the periods in which they serve in such capacities with the Company. The duration and amount of such obligations is, in certain cases, indefinite. The Company's director's and officer's liability insurance policy may, however, enable it to recover a portion of any future payments related to its officer, director or employee indemnifications. For the past five years, costs related to director and officer indemnifications have not been significant. Other than certain liabilities recorded in the normal course of business related to royalty payments due to the Company's licensors, no liabilities have been recorded for indemnifications and/or other commitments.

Note 20—Subsequent Events

On March 11, 2024, the Company redeemed all of the shares of Series A Senior Preferred Stock for an aggregate price of \$20.0 million cash and 571,295 of its common shares, representing a value of \$15.0 million based on a share price of \$26.26, settling the preferred stock derivative liability of \$29.9 million and the preferred stock accrued dividends of \$6.0 million as of December 31, 2023. The redemption removes the restrictions the preemptive rights of the Series A Senior Preferred Stock placed upon the Company (see Note 14 – Common Stock and Preferred Stock and Note 15- Fair Value Measurements).

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

None.

Item 9A. Controls and Procedures

Evaluation of Disclosure Controls and Procedures.

Our Chief Executive Officer and Chief Financial Officer, after evaluating the effectiveness of our disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) as of the end of the period covered by this Annual Report, have concluded that as of December 31, 2023, our disclosure controls and procedures were adequate and effective to ensure that information required to be disclosed by us in the reports we file or submit with the Securities and Exchange Commission is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission’s rules and forms.

Changes in Internal Control over Financial Reporting.

There has been no change in our internal control over financial reporting identified in connection with the evaluation required by Exchange Act Rules 13a-15(d) and 15d-15 that occurred during the fourth quarter period covered by this Annual Report that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Management’s Annual Report on Internal Control over Financial Reporting.

We, as management, are responsible for establishing and maintaining adequate “internal control over financial reporting” (as defined in Exchange Act Rule 13a-15(f)). Our internal control system was designed by or is under the supervision of management and our board of directors to provide reasonable assurance regarding the reliability of financial reporting and the preparation of published financial statements.

All internal control systems, no matter how well designed, have inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation.

Our management, including our Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of our internal control over financial reporting as of December 31, 2023. In making this assessment, management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in *Internal Control — Integrated Framework (2013)*. We believe that, as of December 31, 2023, our internal control over financial reporting was effective based upon those criteria.

Report of Independent Registered Public Accounting Firm

Shareholders and Board of Directors
JAKKS Pacific, Inc.
Santa Monica, CA

Opinion on Internal Control over Financial Reporting

We have audited JAKKS Pacific, Inc.'s (the "Company's") internal control over financial reporting as of December 31, 2023, based on criteria established in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (the "COSO criteria"). In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2023, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) ("PCAOB"), the consolidated balance sheets of the Company as of December 31, 2023 and 2022, the related consolidated statements of operations, comprehensive income (loss), stockholders' equity, and cash flows for each of the three years in the period ended December 31, 2023, and the related notes and our report dated March 15, 2024, expressed an unqualified opinion thereon.

Basis for Opinion

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Item 9A, Management's Annual Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit of internal control over financial reporting in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and Limitations of Internal Control over Financial Reporting

A company's internal control over financial reporting is a process designed 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. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ BDO USA, P.C.

Los Angeles, California

March 15, 2024

Item 9B. Other Information

None.

Item 9C. Disclosure Regarding Foreign Jurisdictions that Prevent Inspections

None.

PART III

Item 10. Directors, Executive Officers and Corporate Governance

Directors and Executive Officers

Our Directors and executive officers are as follows:

Name	Age	Positions with the Company
Stephen G. Berman	59	Chairman, Chief Executive Officer, President, Secretary and Class I Director
John L. Kimble	54	Executive Vice President and Chief Financial Officer
Zhao Xiaoqiang	56	Class I Director
Alexander Shoghi	42	Class II Director
Joshua Cascade	51	Class II Director
Carole Levine	66	Class II Director
Matthew Winkler	42	Class III Director
Lori MacPherson	56	Class III Director

Stephen G. Berman has been our Chief Operating Officer (until August 23, 2011) and Secretary and one of our Directors since co-founding JAKKS in January 1995. From February 17, 2009 through March 31, 2010 he was also our Co-Chief Executive Officer and has been our Chief Executive Officer since April 1, 2010. Since January 1, 1999, he has also served as our President, and since October 23, 2015 he has also served as our Chairman. From the Company's inception until December 31, 1998, Mr. Berman was also our Executive Vice President. From October 1991 to August 1995, Mr. Berman was a Vice President and Managing Director of THQ International, Inc., a subsidiary of THQ. From 1988 to 1991, he was President and an owner of Balanced Approach, Inc., a distributor of personal fitness products and services.

Zhao Xiaoqiang has been a Director since April 27, 2017. Since 2002 Mr. Zhao has been the Chairman of Meisheng Holding Co., a private holding company selling cultural products, and since 2007 he has been the Chairman of Meisheng Culture & Creative Corp. Ltd., a public company (listed on the Shenzhen Stock Exchange in 2012) with 23 subsidiaries in the areas of manufacturing, animation, games, movies, online video, stage performance art, e-commerce and overseas investments. Mr. Zhao is also a director of two of the Company's subsidiaries, JAKKS Meisheng Animation (H.K.) Limited and JAKKS Meisheng Trading (Shanghai) Limited. Mr. Zhao holds an EMBA from Zhejiang University.

Alexander Shoghi has been a Director since December 18, 2015. Mr. Shoghi is a Portfolio Manager at Oasis Management, a private investment management firm headquartered in Hong Kong. Mr. Shoghi joined Oasis in 2005, first based in Hong Kong, and subsequently relocating to the U.S. as the founder and manager of Oasis Capital in Austin, Texas in early 2012. From 2004 to 2005, Mr. Shoghi worked at Lehman Brothers in New York City. Mr. Shoghi holds a Bachelor of Science of Business Administration in Finance and International Business degree from Georgetown University.

Joshua Cascade has been a director since August 9, 2019. Mr. Cascade is a private equity investor with over two decades of private equity experience. From 2014 to 2018 he was a Managing Partner at Wellspring Capital Management, an American private equity firm focused on leveraged buyout investments in middle-market companies, where he previously served as a Partner from 2007 to 2014 and a Principal from 2002 to 2006. As a Managing Partner, he was one of five individuals responsible for firm management. From 1998 to 2002, he was an associate at Odyssey Investment Partners. From 1994 to 1998 he was an Analyst (1994-1996) and an Associate (1996-1998) at The Blackstone Group. Mr. Cascade also teaches a course on leveraged buyouts at Yale School of Management and University of Michigan, Ross School of Business and is a frequent MBA lecturer at numerous institutions. Mr. Cascade graduated with highest distinction from the University of Michigan, Ann Arbor, with a Bachelor of Arts degree in Business Administration.

Carole Levine has been a director since September 27, 2019. Ms. Levine is currently a Consumer Products Marketing & Sales Consultant, where she works with clients in a range of industries, including toy manufacturing, entertainment, and food and beverage. From 1994 to 2017, she held a number of positions at Mattel, Inc., an American multinational toy manufacturing company, including Vice President, Sales, Mattel & Fisher-Price Emerging Channels (from 2005 to 2012), Vice President, Global Marketing (from 2012 to 2015), Vice President, Interim General Manager, RoseArt (from 2015 to 2017) and Vice President, Retail Business Development - Mattel Consumer Products (from 2015 to 2017). She has also been the Co-Chairman of the Children Affected by AIDS Foundation, Los Angeles for over 10 years and a member of the Licensing Industry Marketing Association. She holds a Bachelor of Arts degree in Sociology from the University of Colorado, Boulder and participated in the Accelerated Executive Marketing Program at Northwestern University's Kellogg School of Business.

Matthew Winkler has been a director since August 9, 2019. Mr. Winkler is currently a Managing Director at Benefit Street Partners (“BSP”), a leading credit-focused alternative asset management firm. Mr. Winkler joined Benefit Street Partners in July 2014. Prior thereto, from November 2009 to March 2014, he worked in the Special Assets Group at Goldman Sachs. From July 2003 to November 2009, Mr. Winkler held analyst positions at different firms, focusing on areas such as special situations, distressed debt, and mergers and acquisitions. He holds a Bachelor of Arts in Public and Private Sector Organization from Brown University.

Lori MacPherson has been a director since September 27, 2021. Ms. MacPherson was an entertainment and consumer products executive with over two decades of experience at the Walt Disney Company, a multinational media and entertainment conglomerate. From 2010-2014 she served as Executive Vice President, Global Product Management for The Walt Disney Studios. Prior thereto she was Executive Vice President and General Manager of the global Walt Disney Studios Home Entertainment division (2009-2010), Senior Vice President and General Manager of Walt Disney Studios Home Entertainment North America (2006-2009) and held a variety of senior Marketing and Product Management positions (1991-2006). Ms. MacPherson currently sits of the Board of Trustees at Polytechnic School in Pasadena, California. She holds a Bachelor of Arts degree in French Literature from Pomona College.

Classification of Directors

In November 2019, our stockholders approved the Company’s Amended and Restated Certificate of Incorporation, which divided the Board of Directors into three classes, as nearly equal in number as possible with one class standing for election each year for a three-year term. At our 2020 Annual Meeting we elected directors pursuant to a class system, directors in Class I were elected to a one-year term and directors in Class II were elected to a two-year term. The directors in Class III were initially designated and identified in the Certificate of Designations with their initial terms expiring at the annual meeting of our stockholders to be held in 2023, and thereafter the directors in Class III were to be elected to a three-year term solely by the holders of our Series A Senior Preferred Stock and the common stockholders had no right to vote with respect to the election of such Class III directors. However, pursuant to the terms of an agreement entered into as of August 3, 2022 between us and the holders of our Series A Preferred Stock, special rights granted to the preferred holders with respect to the election and/or nomination of certain directors have been terminated and the election of all of our directors are now voted on solely by our common stockholders. At each Annual Meeting of Stockholders following the 2020 Annual Meeting the successors of the class of directors whose term expires shall be elected to hold office for a term expiring at the Annual Meeting of Stockholders to be held in the third year following the year of their election, with each director in each such class to hold office until his or her successor is duly elected and qualified.

Messrs. Berman and Zhao are Class I Directors; Messrs. Shoghi and Cascade, and Ms. Levine are Class II Directors; and Mr. Winkler and Ms. MacPherson are Class III Directors.

Qualifications for All Directors

In considering potential candidates for election to the Board, the Nominating Committee observes the following guidelines, among other considerations: (i) the Board must include a majority of independent directors; (ii) each candidate shall be selected without regard to age, sex, race, religion or national origin; (iii) each candidate should have the highest level of personal and professional ethics and integrity and have the ability to work well with others; (iv) each candidate should only be involved in activities or interests that do not conflict or interfere with the proper performance of the responsibilities of a director; (v) each candidate should possess substantial and significant experience that would be of particular importance to the Company in the performance of the duties of a director; and (vi) each candidate should have sufficient time available, and a willingness to devote the necessary time, to the affairs of the Company in order to carry out the responsibilities of a director, including, without limitation, consistent attendance at board and committee meetings and advance review of board and committee materials. The Chief Executive Officer will then interview such candidate. The Nominating Committee then determines whether to recommend to the Board that a candidate be nominated for approval by the Company’s stockholders. The manner in which the Nominating Committee evaluates a potential candidate does not differ based on whether the candidate is recommended by a stockholder of the Company. With respect to nominating existing directors, the Nominating Committee reviews relevant information available to it, including the most recent individual director evaluations for such candidates, the number of meetings attended, his or her level of participation, biographical information, professional qualifications and overall contributions to the Company.

The Board does not have a specific diversity policy, but considers diversity of race, ethnicity, gender, age, cultural background and professional experiences in evaluating candidates for board membership. However, California law requires that by the end of 2021 California-headquartered public companies with a board of directors the size of the Company have at least three female directors on its board and at least one director on its board who is from an underrepresented community, defined as “an individual who self identifies as Black, African American, Hispanic, Latino, Asian, Pacific Islander, Native American, Native Hawaiian, or Alaska Native, or who self identifies as gay, lesbian, bisexual, or transgender.” In the event the size of the Company’s board remains the same, the law mandates that by the end of calendar 2022 the number of directors from underrepresented communities on the Company’s board be increased to have at least two directors from underrepresented communities. Nasdaq has also adopted board diversity requirements, but the Company believes that by complying with the California diversity requirements it will be in compliance with the Nasdaq requirements. The California diversity requirements have been found unconstitutional and are not currently applicable. The Company’s board is currently in compliance with all applicable diversity requirements.

The Board has identified the following qualifications, attributes, experience and skills that are important to be represented on the Board as a whole: (i) management, leadership and strategic vision; (ii) financial expertise; (iii) marketing and consumer experience; and (iv) capital management.

The Board has determined that five of seven directors who serve on the Board as of the date hereof (Messrs. Cascade, Shoghi and Winkler and Ms. Levine and Ms. MacPherson) are “independent,” as defined under the applicable rules of Nasdaq. In making this determination, the Board or the Nominating Committee, as applicable, considered the standards of independence under the applicable rules of Nasdaq and all relevant facts and circumstances (including, without limitation, commercial, industrial, banking, consulting, legal, accounting, charitable and familial relationships) to ascertain whether any such person had a relationship that, in its opinion, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director.

Our directors serve in accordance with the Second Amended and Restated By-laws until their respective successors are elected and qualified or until their earlier death, disability, retirement, resignation or removal. Our officers are elected annually by the Board and serve at its discretion. None of our current independent directors, other than Mr. Shoghi, has served as such for more than the past five years. Our current independent directors were selected for their financial management expertise (Messrs. Cascade, Shoghi and Winkler) and general business and industry specific experience (Ms. Levine and Ms. MacPherson). We believe that the Board is best served by benefiting from this blend of business and financial expertise and experience. Our remaining directors consist of our Chief Executive Officer (Mr. Berman), who brings management’s perspective to the Board’s deliberations, and Mr. Zhao, who contributes his business experience, including experience in manufacturing and his experience with Chinese markets, to the Board.

In October 2019 and February 2020, Mr. Zhao Xiaoqiang was issued a warning by the Zhejiang Securities Regulatory Bureau of the China Securities Regulatory Commission and a “public condemnation” by the Shenzhen Stock Exchange, respectively, primarily due to his failure to fulfill his duties (as a director, controlling shareholder and de facto controller of Meisheng Cultural & Creative Co. Ltd. (“Meisheng Cultural”) diligently to cause Meisheng Cultural to comply with applicable PRC regulations and stock exchange rules relating to disclosure and internal control, as well as the use of funds of Meisheng Cultural by Meisheng Holdings Group Co., Ltd. (“Meisheng Holdings”), an affiliate of Mr. Zhao and the controlling shareholder of Meisheng Cultural, without proper authorization. In addition, Mr. Zhao and Meisheng Cultural were also requested to strengthen the study of relevant laws and regulations, establish and improve the strict implementation of financial and accounting management systems of Meisheng Cultural, improve Meisheng Cultural’s internal controls, proper governance and quality of information disclosure. Other than the misuse of funds by his affiliate Meisheng Holdings, Mr. Zhao was punished as a result of activities of Meisheng Cultural as he bears certain statutory responsibilities under the applicable PRC regulations and stock exchange rules as its de facto controller and Chairman of the board of directors. Mr. Zhao has advised the Company that the aforementioned matters have nothing to do with his activities as a director of the Company, have all been ratified by Meisheng Cultural, and the related misused funds have been fully repaid by Meisheng Holdings.

Committees of the Board of Directors

We have an Audit Committee, a Compensation Committee and a Nominating Committee. In August 2019 the Capital Allocation Committee, which was established as a standing committee in February 2016, was dissolved. In the first quarter of 2024 we formed a Cybersecurity Oversight Committee.

Audit Committee. In addition to risk management functions, the primary functions of the Audit Committee are to select or to recommend to the Board the selection of outside auditors; to monitor our relationships with our outside auditors and their interaction with our management in order to ensure their independence and objectivity; to review and assess the scope and quality of our outside auditor's services, including the audit of our annual financial statements; to review our financial management and accounting procedures; to review our financial statements with our management and outside auditors; and to review the adequacy of our system of internal accounting controls. Effective as of their respective dates of appointment to the Board, Messrs. Shoghi (Chair) and Winkler and Ms. Levine are the members of the Audit Committee. Each member of the Audit Committee is "independent" (as defined in NASD Rule 4200(a)(14)) and able to read and understand fundamental financial statements. Mr. Shoghi, our audit committee financial expert, possesses the financial expertise required under Rule 401(h) of Regulation S-K under the Securities Act of 1933, as amended (the "Securities Act"), and NASD Rule 4350(d)(2) as a result of his experience as a portfolio manager at Oasis Management. He is further "independent" as defined under Item 7(d)(3)(iv) of Schedule 14A under the Exchange Act. We will, in the future, continue to have (i) an Audit Committee of at least three members comprised solely of independent directors, each of whom will be able to read and understand fundamental financial statements (or will become able to do so within a reasonable period of time after his or her appointment); and (ii) at least one member of the Audit Committee who will possess the financial expertise required under NASD Rule 4350(d)(2). The Board has adopted a written charter for the Audit Committee, which reviews and reassesses the adequacy of that charter on an annual basis. The full text of the charter is available on our website at www.jakks.com.

Compensation Committee. In addition to risk oversight functions, the Compensation Committee makes recommendations to the Board regarding compensation of management employees and administers plans and programs relating to employee benefits, incentives, compensation and awards under the 2002 Stock Award and Incentive Plan (the "2002 Plan"). Messrs. Shoghi (Chair) and Winkler are the members of the Compensation Committee. The Board has determined that each of them is "independent," as defined under the applicable rules of Nasdaq. A copy of the Compensation Committee's Charter is available on our website at www.jakks.com. Executive officers that are members of the Board make recommendations to the Compensation Committee with respect to the compensation of other executive officers who are not on the Board. Except as otherwise prohibited, the Compensation Committee may delegate its responsibilities to subcommittees or individuals. The Compensation Committee has the authority, in its sole discretion, to retain or obtain advice from a compensation consultant, legal counsel or other advisor and is directly responsible for the appointment, compensation and oversight of such persons. The Company provides the appropriate funding to such persons as determined by the Compensation Committee, which also conducts an independence assessment of its outside advisors using the six factors contained in Exchange Act Rule 10C-1. The Compensation Committee historically receives legal advice from our outside general counsel and has retained Willis Towers Watson, a compensation consulting firm, to directly advise the Compensation Committee from time to time.

The Compensation Committee also annually reviews the overall compensation of our executive officers to determine whether discretionary bonuses should be granted. In 2023, Frederic W. Cook & Co. (FW Cook), a compensation consulting firm, presented a report to the Compensation Committee comparing our performance, size and executive compensation levels to those of peer group companies. FW Cook also reviewed with the Compensation Committee the base salaries, annual bonuses, total cash compensation, long-term compensation and total compensation of our senior executive officers relative to those companies. The performance comparison presented to the Compensation Committee each year includes a comparison of our total shareholder return, earnings per share growth, sales, net income (and one-year growth of both measures) to the peer group companies. The Compensation Committee reviews this information along with details about the components of each executive officer's compensation.

Nominating Committee. In addition to risk oversight functions, the Nominating Committee develops our corporate governance system and reviews proposed new members of the Board, including those recommended by our stockholders. Messrs. Winkler (Chair), Cascade and MacPherson are the members of the Nominating Committee, which operates pursuant to a written charter adopted by the Board, the full text of which is available on our website at www.jakks.com. The Board has determined that each member of the Nominating Committee is "independent," as defined under the applicable rules of Nasdaq.

The Nominating Committee will annually review the composition of the Board and the ability of its current members to continue effectively as directors for the upcoming fiscal year. The Nominating Committee established the position of Chairman of the Board in 2015. In the ordinary course, absent special circumstances or a change in the criteria for Board membership, the Nominating Committee will re-nominate incumbent directors who continue to be qualified for Board service and are willing to continue as directors. If the Nominating Committee thinks it is in the Company's best interests to nominate a new individual for director in connection with an annual meeting of stockholders, or if a vacancy on the Board occurs between annual stockholder meetings or an incumbent director chooses not to run, the Nominating Committee will seek out potential candidates for Board appointment who meet the criteria for selection as a nominee and have the specific qualities or skills being sought. Director candidates will be selected based on input from members of the Board, our senior management and, if the Nominating Committee deems appropriate, a third-party search firm. The Nominating Committee will evaluate each candidate's qualifications and check relevant references, and each candidate will be interviewed by at least one member of the Nominating Committee. Candidates meriting serious consideration will meet with all members of the Board. Based on this input, the Nominating Committee will evaluate whether a prospective candidate is qualified to serve as a director and whether the Nominating Committee should recommend to the Board that this candidate be appointed to fill a current vacancy on the Board, or be presented for the approval of the stockholders, as appropriate.

Stockholder recommendations for director nominees are welcome and should be sent to our Chief Financial Officer, who will forward such recommendations to the Nominating Committee, and should include the following information: (a) all information relating to each nominee that is required to be disclosed pursuant to Regulation 14A under the Exchange Act (including such person's written consent to being named in the proxy statement as a nominee and to serving as a director if elected); (b) the names and addresses of the stockholders making the nomination and the number of shares of Common Stock which are owned beneficially and of record by such stockholders; and (c) appropriate biographical information and a statement as to the qualification of each nominee, all of which must be submitted in the time frame described under the appropriate caption in our proxy statement. The Nominating Committee will evaluate candidates recommended by stockholders in the same manner as candidates recommended by other sources, using additional criteria, if any, approved by the Board from time to time. Our stockholder communication policy may be amended at any time with the Nominating Committee's consent.

Pursuant to the Director Resignation Policy adopted by the Board following our 2014 Annual Meeting of Stockholders, if a nominee for director in an uncontested election receives less than a majority of the votes cast, the director must submit his resignation to the Board. The Nominating Committee then considers such resignation and makes a recommendation to the Board concerning the acceptance or rejection of such resignation. This procedure was implemented following our 2016 Annual Meeting of Stockholders.

Cybersecurity Oversight Committee. The Cybersecurity Oversight Committee is responsible for oversight of our risk assessment, risk management, disaster recovery procedures and cybersecurity risks. It is anticipated that the Committee will meet at least quarterly with management and outside cybersecurity experts to discuss cybersecurity-related news events and discuss any updates to our cybersecurity risk management and strategy programs. Ms. Levine and Ms. MacPherson are the members of the Committee. The Board has determined that each of them is "independent," as defined under the applicable rules of Nasdaq.

Special Committees. In addition to the above described standing committees, the Board establishes special committees as it deems warranted.

Executive Officers

Our executive officers are elected by our Board of Directors and serve pursuant to the terms of their respective employment agreements. One of our executive officers, Stephen G. Berman, is also a Director of the Company. See above for biographical information about this officer. The other current executive officer is John L. Kimble, our Executive Vice President and Chief Financial Officer.

John L. Kimble became our Executive Vice President and Chief Financial Officer on November 20, 2019. Mr. Kimble worked for over 12 years at various positions at The Walt Disney Company, ultimately as VP/Finance, Strategy, Operations and Business Development. More recently, Mr. Kimble spent six years at Mattel, Inc. where he served in various positions and concluded his career there as VP/Head of Corporate Development - Licensing Acquisitions - M&A. In between his service at Disney and Mattel, he spent two years as an entrepreneur at a start-up gaming company. He began his career as a consultant for Mars & Co., a global strategy consulting firm. Mr. Kimble received his Bachelor's Degree in Management Science, Concentration in Finance, Minor in Economics from the Sloan School, Massachusetts Institute of Technology (M.I.T.) and has a Master of Business Administration (MBA) from the Wharton School of the University of Pennsylvania.

During 2023, John J. (Jack) McGrath served as our Chief Operating Officer, a position he has held since 2011, and was responsible for the Company's global operations. He brought more than 24 years of experience, having served as our Executive Vice President of Operations from December 2007 until August 2011 when he became our Chief Operating Officer. Mr. McGrath was our Vice President of Marketing from 1999 to August 2003 and Senior Vice President of Operations until 2007. Effective January 1, 2004, Mr. McGrath will be assigned to, and work out of, our United Kingdom office as President European Operations and he will no longer be Executive Vice President & Chief Operating Officer of the Company. Prior to joining the Company, Mr. McGrath was a Brand Marketer for Hot Wheels® at Mattel Inc. and part of its Asia Pacific marketing team. Mr. McGrath served honorably in the U.S. Army and holds a Bachelor of Science degree in Marketing.

Section 16(a) Beneficial Ownership Reporting Compliance

Based solely upon a review of Forms 3, 4 and 5 and amendments thereto furnished to us during and for 2023, all Forms 3, 4 and 5 required to be filed during 2023 by our Directors and executive officers were timely filed, except for one Form 4 filed one day late by each of our executive officers.

Stockholder Communications

Stockholders interested in communicating with the Board may do so by writing to any or all directors, care of our Chief Financial Officer, at our principal executive offices. Our Chief Financial Officer will log in all stockholder correspondence and forward to the director addressee(s) all communications that, in his judgment, are appropriate for consideration by the directors. Any director may review the correspondence log and request copies of any correspondence. Examples of communications that would be considered inappropriate for consideration by the directors include, but are not limited to, commercial solicitations, trivial, obscene, or profane items, administrative matters, ordinary business matters, or personal grievances. Correspondence that is not appropriate for Board review will be handled by our Chief Financial Officer. All appropriate matters pertaining to accounting or internal controls will be brought promptly to the attention of our Audit Committee Chair.

Stockholder recommendations for director nominees are welcome and should be sent to our Chief Financial Officer, who will forward such recommendations to the Nominating Committee, and should include the following information: (a) all information relating to each nominee that is required to be disclosed pursuant to Regulation 14A under the Exchange Act (including such person's written consent to being named in the proxy statement as a nominee and to serving as a director if elected); (b) the names and addresses of the stockholders making the nomination and the number of shares of Common Stock which are owned beneficially and of record by such stockholders; and (c) appropriate biographical information and a statement as to the qualification of each nominee, and must be submitted in the time frame described under the caption, "Stockholder Proposals for 2024 Annual Meeting," in our Proxy Statement for the 2023 Annual Meeting. The Nominating Committee will evaluate candidates recommended by stockholders in the same manner as candidates recommended by other sources, using additional criteria, if any, approved by the Board from time to time. Our stockholder communication policy may be amended at any time with the consent of the Nominating Committee.

Code of Ethics

We have a Code of Ethics (which we call a Code of Conduct) that applies to all our employees, officers and directors. This Code was filed as an exhibit to our Annual Report on Form 10-K for the fiscal year ended December 31, 2003. During 2023 the Code was updated and we have posted on our website, www.jakks.com, the full text of such updated Code. We will disclose when there have been waivers of, or amendments to, such Code, as required by the rules and regulations promulgated by the SEC and/or Nasdaq.

Pursuant to our Code of Conduct, all of our employees are required to disclose to our General Counsel, the Board or any committee established by the Board to receive such information, any material transaction or relationship that reasonably could be expected to give rise to actual or apparent conflicts of interest between any of them, personally, and the Company. Our Code of Conduct also directs all employees to avoid any self-interested transactions without full disclosure. This policy, which applies to all of our employees, is reiterated in our Employee Handbook which states that a violation of this policy could be grounds for termination. In approving or rejecting a proposed transaction, our General Counsel, the Board or a designated committee of the Board will consider the facts and circumstances available and deemed relevant, including, but not limited to, the risks, costs and benefits to us, the terms of the transactions, the availability of other sources for comparable services or products, and, if applicable, the impact on director independence. Upon concluding their review, they will only approve those agreements that, in light of known circumstances, are in or are not inconsistent with, our best interests, as they determine in good faith.

Compensation Committee Interlocks and Insider Participation

No member of the Compensation Committee during the last fiscal year was or previously had been an executive officer or employee of ours, or was party to any related person transaction within the meaning of Item 404 of Regulation S-K under the Securities Act. None of our executive officers has served as a director or member of a compensation committee (or other board committee performing equivalent functions) of any other entity, one of whose executive officers served as a director or a member of the Compensation Committee.

Item 11. Executive Compensation

We believe that a strong management team comprised of highly talented individuals in key positions is critical to our ability to deliver sustained growth and profitability, and our executive compensation program is an important tool for attracting and retaining such individuals. We also believe that our people are our most important resource. While some companies may enjoy an exclusive or limited franchise or are able to exploit unique assets or proprietary technology, we depend fundamentally on the skills, relationships, energy and dedication of our employees to drive our business. It is only through their constant efforts that we are able to innovate through the creation of new products and the continual rejuvenation of our product lines, to maintain operating efficiencies, and to develop and exploit marketing channels. With this in mind, we have consistently sought to employ the most talented, accomplished and energetic people available in the industry. Therefore, we believe it is vital that our named executive officers receive an aggregate compensation package that is both highly competitive with the compensation received by similarly-situated executive officers, and also reflective of each individual named executive officer's contributions to our success on both a long-term and short-term basis.

Our executive compensation program is administered by the Compensation Committee. Historically, the base salary, bonus structure and long-term equity compensation of our executive officers are governed by the terms of their individual employment agreements (see "Employment Agreements and Termination of Employment Arrangements") and we expect that to continue in the future. The Compensation Committee receives legal advice from our outside general counsel and in previous years has retained a compensation consulting firm, such as Willis Towers Watson and Lipis Consulting, Inc., which provided advice directly to the Compensation Committee.

Historically, factors given considerable weight in establishing bonus performance criteria are Net Sales, Adjusted EPS, which is the net earnings per share of our common stock calculated on a fully-diluted basis in accordance with GAAP, and Adjusted EBITDA applied on a basis consistent with past periods, as adjusted in the sole discretion of the Compensation Committee to take account of extraordinary or special items.

The current employment agreements with our named executive officers also give the Compensation Committee the authority to award additional compensation to each of them as it determines in the Committee's sole discretion based upon criteria it establishes.

The Compensation Committee also annually reviews the overall compensation of our named executive officers for the purpose of determining whether discretionary bonuses should be granted. The Compensation Committee annually reviews the base salaries, annual bonuses, total cash compensation, long-term compensation and total compensation of our senior executive officers.

The compensation packages for the Company's senior executives have both performance-based and non-performance based elements. Based on its review of each named executive officer's total compensation opportunities and performance, and the Company's performance, the Compensation Committee determines each year's compensation in the manner that it considers to be most likely to achieve the objectives of our executive compensation program. The specific elements, which include base salary, annual cash incentive compensation and long-term equity compensation, are described below.

The Compensation Committee has negative discretion to adjust performance results used to determine annual incentive and the vesting schedule of long-term incentive payouts to the named executive officers and has discretion to grant bonuses even if the performance targets were not met.

Our executive officers receive base salary pursuant to the terms of their employment agreement. Mr. Berman has been an executive officer at least since his entry into his employment agreement in 2010, Mr. McGrath became an executive officer on August 23, 2011 pursuant to the terms of an amendment to his employment agreement, and Mr. Kimble became an executive officer when he entered into a letter employment agreement on November 20, 2019.

Pursuant to the terms of the employment agreements for Messrs. Berman and McGrath in effect as of January 1, 2023, they each receive a base salary which is increased automatically each year by at least \$25,000 and \$15,000, respectively. The employment agreement for Mr. Kimble provides for an automatic 4% annual increase in base salary. Any increase or further increase in base salary, as the case may be above the contractually required minimum increase, is determined by the Compensation Committee.

The function of the annual cash bonus is to establish a direct correlation between the annual incentives awarded to the participants and our financial performance. This purpose is in keeping with our compensation program's objective of aligning a significant portion of each executive's total compensation with our annual performance and the interests of our shareholders. The employment agreements for Messrs. Berman, McGrath and Kimble contemplated that the Compensation Committee may grant discretionary bonuses in situations where, in its sole judgment, it believes they are warranted.

Long-term compensation is an area of particular emphasis in our executive compensation program because we believe that these incentives foster the long-term perspective necessary for our continued success. This emphasis is in keeping with our compensation program objective of aligning a significant portion of each executive's total compensation with our long-term performance and the interests of our shareholders.

We currently favor the issuance of restricted stock units over granting stock options. The Compensation Committee believes that the award of full-value shares that vest over time is consistent with our overall compensation philosophy and objectives, as the value of the restricted stock units vary based upon the performance of our common stock, thereby aligning the interests of our executives with our shareholders. The Committee has also determined that awards of restricted stock units are anti-dilutive as compared to stock options inasmuch as it feels that less restricted units have to be granted to match the compensation value of stock options.

Mr. Berman's 2010 amended and restated employment provided for annual grants of \$500,000 of restricted stock which vest in equal annual installments through January 1, 2017, which was one year following the life of the agreement, subject to meeting the 3% vesting condition, as defined in the agreement. As described in greater detail below, pursuant to the 2012 amendment, commencing in 2013, this bonus changed to \$3,500,000 of restricted stock, part of which vests over four years and part of which are subject to performance milestones with cliff vesting spread out over three years. Mr. McGrath's amended employment agreement provides for annual grants of \$75,000 of restricted stock which vests in equal installments over three years subject to meeting certain EPS milestones. As explained in greater detail below (see "Employment Agreements and Termination of Employment Arrangement"), it was changed to \$1,000,000 of restricted stock effective January 1, 2017 subject in part to time vesting over four years and in part to performance milestones with cliff vesting spread over three years. Mr. Kimble's employment agreement provided for a grant of \$250,000 of restricted stock units ("RSU") for the initial year and annual grants of \$500,000 of RSUs thereafter subject in part to time vesting over three years and in part to performance milestones with cliff vesting spread over three years. The milestone targets for each of these employment agreements are established by the Compensation Committee during the first quarter of each year. The employment agreements for Messrs. Berman, McGrath and Kimble also provide for an annual performance bonus based upon net revenue and EBITDA criteria. This bonus, if earned, is payable partially in cash and partially in shares of restricted common stock. Messrs. Berman, McGrath and Mr. Kimble, earned 100% of the bonus based on Total Shareholders Return, EBITDA, and 50% of the bonus based on Net Revenue in 2022, and 75% of the bonus based upon EBITDA criteria for 2021. In 2023 Messrs. Berman, McGrath and Mr. Kimble, earned 100% of the cash-payable bonus based on Total Shareholders Return, EBITDA, and 50% of the bonus based on Net Revenue in 2023. In 2023 only Mr. Kimble had unvested performance-based RSUs outstanding and earned 100% of the bonus based on Total Shareholders Return.

On September 27, 2021, we amended the employment agreements of all of our executive officers, to change the issuance, past and future, of all restricted stock awards to restricted stock units. All other material terms of the respective employment agreements remain the same, including without limitation, the terms of all such grants including the timing of all vesting periods and the vesting benchmarks.

Mr. Berman's, McGrath's and Kimble's employment agreement also provide for an additional bonus solely in the discretion of the Compensation Committee. After a review of all of the factors discussed above, the Compensation Committee determined that, in keeping with our compensation objectives, Messrs. Berman and McGrath were not awarded any discretionary cash bonuses for 2023, 2022 or 2021. Mr. Kimble received a nil, nil, and \$284,685 discretionary bonus for 2023, 2022 and 2021, respectively.

Our executive officers participate in the health and dental coverage, life insurance, paid vacation and holidays, 401(k) retirement savings plans and other programs that are generally available to all of the Company's employees.

The provision of any additional perquisites to each of the named executive officers is subject to review by the Compensation Committee. Historically, these perquisites include payment of an automobile allowance and matching contributions to a 401(k) defined contribution plan. In 2020 to 2023, the named executive officers were granted the following perquisites: automobile allowance and 401(k) plan matching contribution for Messrs. Berman, McGrath and Kimble; and a life insurance benefit for Mr. Berman. We value perquisites at their incremental cost in accordance with SEC regulations.

We believe that the benefits and perquisites we provide to our named executive officers are within competitive practice and customary for executives in key positions at comparable companies. Such benefits and perquisites serve our objective of offering competitive compensation that allows us to continue to attract, retain and motivate highly talented people to these critical positions, ultimately providing a substantial benefit to our shareholders.

We recognize that, as with any public company, it is possible that a change of control may take place in the future and that the threat or occurrence of a change of control can result in significant distractions of key management personnel because of the uncertainties inherent in such a situation. We further believe that it is essential and in the best interests of the Company and our shareholders to retain the services of our key management personnel in the event of the threat or occurrence of a change of control and to ensure their continued dedication and efforts in such event without undue concern for their personal financial and employment security. In keeping with this belief and its objective of retaining and motivating highly talented individuals to fill key positions, which is consistent with our general compensation philosophy, the employment agreement for named chief executive officers contain provisions which guarantee specific payments and benefits upon a termination of employment without good reason following a change of control of the Company. In addition, the employment agreements also contain provisions providing for certain lump-sum payments if the executive is terminated without "cause" or if we materially breach the agreement leading the affected executive to terminate the agreement for good reason, as applicable.

Additional details of the terms of the change of control agreements and termination provisions outlined above are provided below.

At our 2023 annual meeting, our shareholders approved our current executive compensation with over a majority of all shares actually voting on the issue affirmatively giving their approval. Accordingly, we believe that this vote ratifies our executive compensation philosophy and policies, as currently adopted and implemented, and we intend to continue such philosophy and policies.

Summary Compensation Table – 2022-2023

Name and Principal Position	Year	Salary (\$)	Bonus (\$)	Stock Awards (\$ (1))	Option Awards (\$)	Non-Equity Incentive Plan Compensation (\$)	Change in Pension Value and Nonqualified	All Other Compensation (\$ (2))	Total (\$)
							Deferred Compensation Earnings (\$)		
Stephen G. Berman Chief Executive Officer, President and Secretary	2023	1,800,000	5,171,940	3,499,994	—	—	—	50,441	10,552,375
	2022	1,741,267	5,548,203	5,726,466	—	—	—	71,478	13,087,414
John J. McGrath Chief Operating Officer	2023	520,000	634,612	519,995	—	—	—	118,947	1,793,554
	2022	520,000	733,022	519,999	—	—	—	43,446	1,816,467
John L. Kimble Executive Vice President and Chief Financial Officer	2023	562,432	1,001,805	843,648	—	—	—	52,550	2,460,435
	2022	540,800	753,822	1,352,005	—	—	—	42,046	2,688,673

- For Mr. Berman, the grant-date fair value of the awards assuming 100% achievement of the applicable performance conditions totaled the lesser of (a) \$3.5 million in value (based on the closing price of a share of Common Stock on the last business day of the prior year), or (b) 2.25% of outstanding shares of Common Stock in 2023 and 2022, respectively. For Mr. McGrath, the grant-date fair value of the awards assuming 100% achievement of the applicable performance conditions totaled the lesser of (a) \$0.5 million in value (based on the closing price of a share of Common Stock on the last business day of the prior year), or (b) 1.05% of outstanding shares of Common Stock in 2023 and 2022, respectively. For Mr. Kimble the grant-date fair value of the awards assuming 100% achievement of the applicable performance conditions totaled \$843,648 and \$540,800 in 2023 and 2022. The awards to Mr. Berman and Mr. McGrath are capped at the amount of available shares in the Plan.
- Represents automobile allowances paid in the amount of \$24,306 and \$22,528 for Mr. Berman for 2023 and 2022, respectively, \$14,400 for Mr. McGrath for both 2023 and 2022, and \$18,000 and \$13,000 for Mr. Kimble for 2023 and 2022, respectively. The amounts include matching contributions made by us to the Named Executive Officer's 401(k) defined contribution plan in the amount of \$18,150 and \$15,250, respectively, for 2023 and 2022, for Mr. Berman, Mr. McGrath and Mr. Kimble. The amounts include \$7,985 and \$25,265 related to a life insurance policy for Mr. Berman in 2023 and 2022, respectively.

The following table sets forth certain information regarding all equity-based compensation awards outstanding as of December 31, 2023 by the Named Officers:

Outstanding Equity Awards At Fiscal Year-end

Name	Option Awards					Stock Awards / Units			
	Number of Securities Underlying Unexercised Options Exercisable (#)	Number of Securities Underlying Unexercised Options (#)	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock that Have Not Vested (#)	Market Value of Shares or Units of Stock that Have Not Vested (\$)(1)	Equity Incentive Plan Awards: Number of Shares, Units or Rights that Have Not Vested (#)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Rights That Have Not Vested (\$)
Stephen G. Berman	—	—	—	—	—	582,588	20,711,003	—	—
John J. McGrath	—	—	—	—	—	73,958	2,629,207	—	—
John L. Kimble	—	—	—	—	—	155,770	5,537,624	—	—

(1) The product of (x) \$35.55 (the closing sale price of the common stock on December 31, 2023) multiplied by (y) the number of unvested restricted shares or units outstanding. These units of stock vest annually until 2026.

The following table sets forth certain information regarding amount realized upon the vesting and exercise of any equity-based compensation awards during 2023 by the Named Executive Officers:

Options Exercises And Stock Vested-2023

Name	Option Awards		Stock Awards / Units	
	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise (\$)	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting (\$)
Stephen G. Berman	—	—	78,070	1,365,444
John J. McGrath	—	—	26,261	459,305
John L. Kimble	—	—	40,675	956,560

Potential Payments upon Termination or Change in Control

The following tables describe potential payments and other benefits that would have been received by each Named Officer at, following or in connection with any termination, including, without limitation, resignation, severance, retirement or a constructive termination of such Named Officer, or a change in control of our Company or a change in such Named Officer’s responsibilities on December 31, 2023. The potential payments listed below assume that there is no earned but unpaid base salary at December 31, 2023.

Stephen G. Berman

	Upon Retirement	Quits For “Good Reason” (3)	Upon Death (4)	Upon “Disability” (5)	Termination Without “Cause”	Termination For “Cause” (6)	Involuntary Termination In Connection with Change of Control (7)
Base Salary	\$ —	\$ 5,400,000	\$ —	\$ —	\$ 5,400,000	\$ —	\$ 17,895,285 (8)
Restricted Stock Units (1)	—	20,711,003	—	—	20,711,003	—	20,711,003
Annual Cash Incentive Award (2)	—	—	—	—	—	—	—

(1) The product of (x) \$35.55 (the closing sale price of the common stock on December 31, 2023) multiplied by (y) the number of unvested restricted shares outstanding.

(2) Assumes that if the Named Officer is terminated on December 31, 2023, they were employed through the end of the incentive period and no bonus was earned and unpaid.

(3) Defined as (i) our violation or failure to perform or satisfy any material covenant, condition or obligation required to be performed or satisfied by us, or (ii) the material change in the nature, titles or scope of the duties, obligations, rights or powers of the Named Officer’s employment resulting from any action or failure to act by us.

(4) Under the terms of Mr. Berman’s employment agreement (see “Employment Agreements”), the provision of health care coverage for Mr. Berman’s children will continue until they reach the maximum age at which a child can be covered as a matter of law under a parent’s policy in the event of his death during the term of his employment agreement.

(5) Defined as the Named Officer’s inability to perform his duties by reason of any disability or incapacity (due to any physical or mental injury, illness or defect) for an aggregate of 180 days in any consecutive 12-month period.

(6) Defined as (i) the Named Officer’s conviction of, or entering a plea of guilty or nolo contendere (which plea is not withdrawn prior to its approval by the court) to, a felony offense and either the Named Officer’s failure to perfect an appeal of such conviction prior to the expiration of the maximum period of time within which, under applicable law or rules of court, such appeal may be perfected or, if he does perfect such an appeal, the sustaining of his conviction of a felony offense on appeal; or (ii) the determination by our Board of Directors, after due inquiry, based upon convincing evidence, that the Named Officer has:

(A) committed fraud against, or embezzled or misappropriated funds or other assets of, our Company (or any subsidiary);

(B) violated, or caused our Company (or any subsidiary) or any of our officers, employees or other agents, or any other individual or entity to violate, any material law, rule, regulation or ordinance, or any material written policy, rule or directive of our Company or our Board of Directors;

(C) willfully, or because of gross or persistent inaction, failed properly to perform his duties or acted in a manner detrimental to, or adverse to our interests; or

(D) violated, or failed to perform or satisfy any material covenant, condition or obligation required to be performed or satisfied by him under his employment agreement with us; and that, in the case of any violation or failure referred to in clause (B), (C) or (D), above, such violation or failure has caused, or is reasonably likely to cause, us to suffer or incur a substantial casualty, loss, penalty, expense or other liability or cost.

(7) Section 280G of the Code disallows a company’s tax deduction for what are defined as “excess parachute payments” and Section 4999 of the Code imposes a 20% excise tax on any person who receives excess parachute payments. As discussed above, Mr. Berman is entitled to certain payments upon termination of his employment, including termination following a change in control of our Company. Under the terms of his employment agreement (see “Employment Agreements”), Mr. Berman is entitled to the full amount of the payments and benefits payable in the event of a Change in Control (as defined in the employment agreement) even if it triggers an excise tax imposed by the tax code if the net after-tax amount would still be greater than reducing the total payments and benefits to avoid such excise tax.

(8) Under the terms of Mr. Berman’s employment agreement (see “Employment Agreements”), if a change of control occurs and within two years thereafter Mr. Berman is terminated without “Cause” or quits for “Good Reason,” then he has the right to receive a payment equal to 2.99 times his then current base amount as defined in section 280(G) of the Code (which was \$5,985,045 in 2023) and continued health care coverage.

	Upon Retirement	Quits For "Good Reason" (3)	Upon Death	Upon "Disability" (4)	Termination Without "Cause"	Termination For "Cause" (5)	Involuntary Termination In Connection with Change of Control (6)
Base Salary	\$ —	\$ 1,000,000	\$ —	\$ —	\$ 1,000,000	\$ —	\$ 1,000,000
Restricted Stock Units (1)	—	2,629,207	—	—	2,629,207	—	2,629,207
Annual Cash Incentive Award (2)	—	—	—	—	—	—	—

(1) The product of (x) \$35.55 (the closing sale price of the common stock on December 31, 2023) multiplied by (y) the number of unvested restricted shares outstanding.

(2) Assumes that if the Named Officer is terminated on December 31, 2023, they were employed through the end of the incentive period and no bonus was earned and unpaid.

(3) Defined as following a Change of Control (i) any material reduction of the Named Officer's base salary, (ii) relocation of the Named Officer's principal place of employment by more than thirty miles, or (iii) the material change in the nature, titles or scope of the duties, obligations, rights or powers of the Named Officer's employment resulting from any action or failure to act by us.

(4) Defined as a Named Officer's inability to perform his duties by reason of any disability or incapacity (due to any physical or mental injury, illness or defect) for an aggregate of 90 days in any consecutive 12-month period.

(5) Defined as (i) the Named Officer's conviction of, or entering a plea of guilty or nolo contendere (which plea is not withdrawn prior to its approval by the court) to, a felony offense or other crime and either the Named Officer's failure to perfect an appeal of such conviction prior to the expiration of the maximum period of time within which, under applicable law or rules of court, such appeal may be perfected or, if he does perfect such an appeal, the sustaining of his conviction of a felony offense on appeal; or (ii) the determination by our Board of Directors, after due inquiry, based on convincing evidence, that the Named Officer has:

(A) committed fraud against, or embezzled or misappropriated funds or other assets of, our Company (or any subsidiary);

(B) violated, or caused our Company (or any subsidiary) or any of our officers, employees or other agents, or any other individual or entity to violate, any material law, rule, regulation or ordinance, or any material written policy, rule or directive of our Company or our Board of Directors;

(C) willfully, or because of gross or persistent inaction, failed properly to perform his duties or acted in a manner detrimental to, or adverse to our interests; or

(D) violated, or failed to perform or satisfy any material covenant, condition or obligation required to be performed or satisfied by him under his employment agreement with us; and that, in the case of any violation or failure referred to in clause (B), above, such violation is reasonably expected to have a significant detrimental effect on our Company (or any subsidiary).

(6) Under the terms of Mr. McGrath's employment agreement (see "Employment Agreements"), if a change of control occurs and within one year thereafter Mr. McGrath is terminated without "Cause" or quits for "Good Reason", then he has the right to receive a payment equal to the greater of two times his then current base salary or the payments due for the remainder of the term of his employment agreement.

John L. Kimble

	Upon Retirement	Quits For "Good Reason" (3)	Upon Death	Upon "Disability"	Termination Without "Cause"	Termination For "Cause" (4)	Involuntary Termination In Connection with Change of Control (5)
Base Salary	\$ —	\$ 1,687,293	\$ —	\$ —	\$ 1,687,293	\$ —	\$ 1,124,864
Restricted Stock Units (1)	—	5,537,624	—	—	5,537,624	—	5,537,624
Annual Cash Incentive Award (2)	—	—	—	—	—	—	—

(1) The product of (x) \$35.55 (the closing sale price of the common stock on December 31, 2023) multiplied by (y) the number of unvested restricted shares outstanding.

(2) Assumes that if the Named Officer is terminated on December 31, 2023, they were employed through the end of the incentive period and no bonus was earned and unpaid.

(3) Defined as (i) any material reduction of the Named Officer's base salary, (ii) relocation of the Named Officer's principal place of employment by more than thirty miles, or (iii) the material change in the nature, titles or scope of the duties, obligations, rights or powers of the Named Officer's employment resulting from any action or failure to act by us.

(4) Defined as (i) the Named Officer's conviction of, or entering a plea of guilty or nolo contendere (which plea is not withdrawn prior to its approval by the court) to, a felony offense and either the Named Officer's failure to perfect an appeal of such conviction prior to the expiration of the maximum period of time within which, under applicable law or rules of court, such appeal may be perfected or, if he does perfect such an appeal, the sustaining of his conviction of a felony offense on appeal; or (ii) the determination by our Board of Directors, after due inquiry, based on convincing evidence, that the Named Officer has:

(A) committed fraud against, or embezzled or misappropriated funds or other assets of, our Company (or any subsidiary);

(B) violated, or caused our Company (or any subsidiary) or any of our officers, employees or other agents, or any other individual or entity to violate, any material law, rule, regulation or ordinance, or any material written policy, rule or directive of our Company or our Board of Directors;

(C) willfully, or because of gross or persistent inaction, failed properly to perform his duties or acted in a manner detrimental to, or adverse to our interests; or

(D) violated, or failed to perform or satisfy any material covenant, condition or obligation required to be performed or satisfied by him under his employment agreement with us; and that, in the case of any violation or failure referred to in clause (B), (C) or (D), above, such violation or failure has caused, or is reasonably likely to cause, us to suffer or incur a substantial casualty, loss, penalty, expense or other liability or cost.

(5) Under the terms of Mr. Kimble's employment agreement (see "Employment Agreements"), if a change of control occurs and within one year thereafter Mr. Kimble is terminated without "Cause" or quits for "Good Reason", then he has the right to receive a payment equal to two times his then current base salary.

Compensation of Directors

Analogous to our executive compensation philosophy, it is our desire to similarly compensate our non-employee Directors for their services in a way that will serve to attract and retain highly qualified members of the Board. As changes in securities laws require greater involvement by, and places additional burdens on, a company's Directors, it becomes even more necessary to locate and retain highly qualified Directors.

In August 2019, following the Recapitalization, our Board of Directors changed the compensation payable to non-employee Directors to provide that (i) each director receives an annual cash fee of \$100,000 paid quarterly, (ii) each member of a Committee receives an annual cash fee of \$5,000, (iii) the chair of the Audit Committee receives an additional cash fee of \$15,000 and (iv) the chair of the other Committees receives an additional \$10,000. Mr. Winkler, pursuant to the internal rules of his employer, does not receive any fees as a director.

In February 2010 our Board determined the terms for the minimum shareholding requirements. Pursuant to the new minimum shareholding requirements, each director will be required to hold shares with a value equal to at least two times the average annual cash stipend paid to the director during the prior two calendar years. To illustrate: if an average Director wishes to sell shares in 2024, he/she will have to hold shares with a market value of at least \$218,000 prior to and following any sale of shares calculated as of the date of the sale, such \$218,000 minimum calculated by taking the average cash stipend of \$109,000 paid during the prior two years multiplied by two.

The following table sets forth the compensation earned by our non-employee Directors for our fiscal year ended December 31, 2023:

Director Compensation

Name	Year	Fees Earned or Paid in Cash (\$)	Stock Awards (\$)	Option Awards (\$)	Non-Equity Incentive Plan Compensation Incentive (\$)	Change in Pension Value and Nonqualified Deferred Compensation Earnings (\$)	All Other Compensation (\$)	Total (\$)
Alexander Shoghi	2023	135,000	—	—	—	—	—	135,000
Zhao Xiaoqiang	2023	100,000	—	—	—	—	—	100,000
Joshua Cascade	2023	105,000	—	—	—	—	—	105,000
Carole Levine	2023	105,000	—	—	—	—	—	105,000
Lori J. MacPherson	2023	105,000	—	—	—	—	—	105,000

Employment Agreements and Termination of Employment Arrangements

We entered into an amended and restated employment agreement with Mr. Berman on November 11, 2010. We entered into an amended employment agreement with Mr. McGrath on August 23, 2011 when he became our Chief Operating Officer. We entered into a new employment agreement with Mr. Kimble on November 20, 2019 when he became our Chief Financial Officer.

On June 7, 2016, we amended the employment agreement between us and Mr. Berman, our Chairman, CEO and President, and entered into Amendment Number Two to Mr. Berman's Second Amended and Restated Employment Agreement dated November 11, 2010 (the "Berman Employment Agreement"). The terms of the Berman's Employment Agreement have been amended as follows: (i) extension of the term until December 31, 2020; (ii) increase of Mr. Berman's Base Salary to \$1,450,000 effective June 1, 2016, subject to annual increases thereafter as determined by the Compensation Committee, with annual minimum increases of \$25,000 commencing January 1, 2017; (iii) modification of the performance and vesting standards for each \$3.5 million Annual Restricted Stock Grant ("Annual Stock Grant") provided for under Section 3(b) of the Employment Agreement, effective as of January 1, 2017, so that 40% (\$1.4 million) of each Annual Stock Grant will be subject to time vesting in four equal annual installments over four years and 60% (\$2.1 million) of each Annual Stock Grant will be subject to three year "cliff vesting" (i.e. payment is based upon performance at the close of the three year performance period), with vesting of each Annual Stock Grant determined by the following performance measures: (a) total shareholder return as compared to the Russell 2000 Index (weighted 50%), (b) net revenue growth as compared to our peer group (weighted 25%) and (c) growth in Earnings Before Interest, Taxes, Depreciation and Amortization ("EBITDA") as compared to our peer group (weighted 25%); (iv) modification of the performance measures for award of the Annual Performance Bonus equal to up to 300% of Base Salary ("Annual Bonus") provided for under Section 3(d) of the Berman Employment Agreement, effective as of January 1, 2017, so that the performance measures will be based only upon net revenues and EBITDA, each performance measure weighted 50%, and with the specific performance criteria applicable to each Annual Bonus determined by the Compensation Committee during the first quarter of each fiscal year; and (v) provision of health and dental insurance coverage for Mr. Berman's children in the event of his death during the term of the Berman Employment Agreement.

On August 9, 2019, we further amended the Berman Employment Agreement as follows: (i) increase of Mr. Berman's Base Salary to \$1,700,000, effective immediately; (ii) addition of a 2020 performance bonus opportunity in a range between twenty-five percent (25%) and three hundred percent (300%) of Base Salary, based upon the level of EBITDA achieved for the fiscal year, as determined by the Compensation Committee, and subject to additional terms and conditions as set forth therein; (iii) addition of a special sale transaction bonus equal to \$1,000,000 if we enter into and consummate a Sale Transaction on or before February 15, 2020, subject to additional terms and conditions as set forth therein; (iv) modification of the Berman Annual Stock Grant provided for under section 3(b) of the Berman Employment Agreement, effective as of January 2020, so that the number of shares of Restricted Stock granted pursuant to the Berman Annual Stock Grant equal the lesser of (a) \$3,500,000 in value (based on the closing price of a share of Common Stock on December 31, 2019), or (b) 1.5% of outstanding shares of Common Stock, which shall vest in four equal installments on each anniversary of grant; (v) waiver of certain "Change of Control", Liquidity Event, and other provisions under the Berman Employment Agreement with respect to certain Specified Transactions; and (vi) modification of the definition of "Good Reason Event" to include a change in membership of the Board such that following such change, a majority of the directors are not Continuing Directors. All capitalized terms used but not defined in the previous sentence have the meanings ascribed thereto in the Berman Employment Agreement, as amended by the third amendment.

On November 18, 2019, we further amended the Berman Employment Agreement as follows: (i) to extend the term of the Berman Employment Agreement for an additional year through December 31, 2021; (ii) addition of a 2021 performance bonus opportunity in a range between twenty-five percent (25%) and three hundred percent (300%) of Base Salary, based upon the level of EBITDA achieved for the fiscal year, as determined by the Compensation Committee, which shall be payable in cash and is subject to additional terms and conditions as set forth therein; (iii) modification of the Berman Annual Stock Grant provided for under section 3(b) of the Berman Employment Agreement, effective as of January 2020, so that the number of shares of Restricted Stock granted pursuant to the Berman Annual Stock Grant equal the lesser of (a) \$3,500,000 in value (based on the closing price of a share of Common Stock on the last business day of the prior year), or (b) 1.5% of outstanding shares of Common Stock, which shall vest in four equal installments on each anniversary of grant, provided, that no such award under (a) or (b) above shall be made to Executive (and no cash substitute shall be provided to Executive) to the extent shares are not available for grant under the Company's 2002 Plan as of such date; and, provided, further, that we shall not be obligated to amend the 2002 Plan and/or seek shareholder approval of any amendment to increase the amount of available shares under the 2002 Plan. All capitalized terms used but not defined in the previous sentence have the meanings ascribed thereto in the Berman Employment Agreement, as amended by the fourth amendment.

On February 18, 2021, we further amended the Berman Employment Agreement as follows: (i) to extend the Term of the Berman Employment Agreement for an additional three years through December 31, 2024; (ii) addition of a performance bonus opportunity for 2022 – 2024 in a range between twenty-five percent (25%) and three hundred percent (300%) of Base Salary, based upon the level of EBITDA achieved by the Company for the fiscal year, as determined by the Compensation Committee, which shall be payable in cash and is subject to additional terms and conditions as set forth therein; and (iii) modification of the Annual Restricted Stock Grant provided for under section 3(b) of the Berman Employment Agreement, effective as of January 2022, so that the number of shares of Restricted Stock granted pursuant to such Annual Restricted Stock Grant equal the lesser of (a) \$3,500,000 in value (based on the closing price of a share of Common Stock on the last business day of the prior year), or (b) 2.25% of outstanding shares of Common Stock, which shall vest in three equal installments on each anniversary of grant, provided, that no such award under (a) or (b) above shall be made to Mr. Berman (and no cash substitute shall be provided to Mr. Berman) to the extent shares are not available for grant under the Plan as of such date; and, provided, further, that the Company shall not be obligated to amend the Plan and/or seek shareholder approval of any amendment to increase the amount of available shares under the Plan. All capitalized terms used but not defined in the previous sentence have the meanings ascribed thereto in the Berman Employment Agreement, as amended by the fifth amendment.

On September 29, 2016, the Company amended the employment agreement between the Company and Mr. John (a/k/a Jack) McGrath, our Chief Operating Officer, and entered into Amendment No. 4 to Mr. McGrath's Employment Agreement, dated March 4, 2010 which was effective January 1, 2010 (the "McGrath Employment Agreement"). The terms of the McGrath Employment Agreement were amended as follows: (i) extension of the term until December 31, 2020; (ii) modification of the performance and vesting standards for each Annual Restricted Stock Grant ("Annual Stock Grant") provided for under Section 3(d) of the McGrath Employment Agreement, effective as of January 1, 2017, as follows: each Annual Stock Grant will be equal to \$1 million, and 40% (\$0.4 million) of each Annual Stock Grant will be subject to time vesting in four equal annual installments over four years, and 60% (\$0.6 million) of each Annual Stock Grant will be subject to three year "cliff vesting" (i.e. vesting is based upon satisfaction of the performance measures at the close of the three year performance period), determined by the following performance measures: (A) total shareholder return as compared to the Russell 2000 Index (weighted 50%), (B) net revenue growth as compared to our peer group (weighted 25%) and (C) growth in EBITDA as compared to our peer group (weighted 25%); and (iii) modification of the Annual Performance Bonus ("Annual Bonus") provided for under Section 3(e) of the McGrath Employment Agreement, effective as of January 1, 2017, as follows: the Annual Bonus will be equal to up to 125% of Base Salary, and the actual amount will be determined by performance measures based upon net revenues and EBITDA, each performance measure weighted 50%, and with the specific performance criteria applicable to each Annual Bonus determined by the Compensation Committee during the first quarter of each fiscal year, and payable in cash (up to 100% of Base Salary) and shares of our common stock (any excess over 100% of Base Salary) with the shares of stock vesting over three years in equal quarterly installments.

Effective February 28, 2018, we entered into a Fifth Amendment to the McGrath Employment Agreement, to provide that if a change of control occurs and within one year thereafter Mr. McGrath is terminated without “Cause” or quits with “Good Reason”, then he has the right to receive a payment equal to the greater of two times his then current base salary or the payments due for the remainder of the term of his Employment Agreement. The Fifth Amendment amended the definition of “Cause” to mean (i) Mr. McGrath’s conviction of, or entering a plea of guilty or nolo contendere (which plea is not withdrawn prior to its approval by the court) to, a felony offense or other crime and either Mr. McGrath’s failure to perfect an appeal of such conviction prior to the expiration of the maximum period of time within which, under applicable law or rules of court, such appeal may be perfected or, if he does perfect such an appeal, the sustaining of his conviction of a felony offense on appeal; or (ii) the determination by our Board of Directors, after due inquiry, based on convincing evidence, that Mr. McGrath has: (A) committed fraud against, or embezzled or misappropriated funds or other assets of, our Company (or any subsidiary); (B) violated, or caused our Company (or any subsidiary) or any of our officers, employees or other agents, or any other individual or entity to violate, any material law, regulation or ordinance, or any material policy, rule, regulation or practice established by our Company or our Board of Directors; (C) willfully, or because of gross or persistent inaction, failed properly to perform his duties or acted in a manner detrimental to, or adverse to our interests; or (D) violated, or failed to perform or satisfy any material covenant, condition or obligation required to be performed or satisfied by him under his employment agreement with the Company; and that, in the case of any violation or failure referred to in clause (B), above, such violation is reasonably expected to have a significant detrimental effect on our Company (or any subsidiary). The Fifth Amendment provided for definition of the term “Good Reason” to mean i) any material reduction of Mr. McGrath’s base salary, (ii) relocation of Mr. McGrath’s principal place of employment by more than thirty miles, or (iii) the material change in the nature, titles or scope of the duties, obligations, rights or powers of Mr. McGrath’s employment resulting from any action or failure to act by the Company.

Effective December 31, 2019 we amended the McGrath Employment Agreement as follows: (i) to extend the term of the McGrath Employment Agreement for an additional year through December 31, 2021; (ii) a 2020 and 2021 performance bonus opportunity in a range between twenty-five percent (25%) and one hundred twenty-five percent (125%) of Base Salary, based upon the level of EBITDA achieved for the fiscal year, as determined by the Compensation Committee, which shall be payable in cash and is subject to additional terms and conditions as set forth therein; (iii) modification of the McGrath Annual Stock Grant provided for under section 3(d) of the McGrath Employment Agreement, effective as of January 2020, so that the number of shares of Restricted Stock granted pursuant to the McGrath Annual Stock Grant equal the lesser of (a) \$1,000,000 in value (based on the closing price of a share of Common Stock on the last business day of the prior year), or (b) 0.5% of outstanding shares of Common Stock, which shall vest in four equal installments on each anniversary of grant, provided, that no such award under (a) or (b) above shall be made to Executive (and no cash substitute shall be provided to Executive) to the extent shares are not available for grant under the 2002 Plan as of such date; and, provided, further, that we shall not be obligated to amend the 2002 Plan and/or seek shareholder approval of any amendment to increase the amount of available shares under the 2002 Plan. All capitalized terms used but not defined in the previous sentence have the meanings ascribed thereto in the McGrath Employment Agreement, as amended by such amendment.

On June 18, 2021, the Company amended the McGrath Employment Agreement as follows: (i) to extend the Term of the McGrath Employment Agreement for an additional two years through December 31, 2023; (ii) to set the Base Salary, effective January 1, 2022, at the rate of \$520,000 per annum; (iii) addition of a performance bonus opportunity for fiscal years 2022 and 2023 in a range between twenty-five percent (25%) and one hundred twenty five percent (125%) of Base Salary, based upon the level of EBITDA achieved by the Company for the fiscal year, as determined by the Compensation Committee, which shall be payable in cash and is subject to additional terms and conditions as set forth therein; and (iv) addition of a provision for the issuance on the first business day of each of calendar years 2022 and 2023 of that number of Restricted Stock Units that are equal to the lesser of (A) an amount in value (determined as provided below) equal to Mr. McGrath’s Base Salary then in effect or (B) 1.05% of common shares outstanding of the Company, which shall vest in two equal installments on each anniversary of grant; provided, that no such award shall be made (and no cash substitute shall be provided) to the extent shares are not available for grant under the Company’s 2002 Stock Award and Incentive Plan (as in effect on the date hereof and as subsequently may be amended, from time to time, or any successor plan, the “Plan”) as of such date; and provided, further, that the Company shall not be obligated to amend the Plan and/or seek shareholder approval of any amendment to increase the amount of available shares under the Plan. The number of Shares in each annual grant of Restricted Stock Units will be determined by the closing price of a share of the Company’s common stock on December 31, 2021 with respect to the 2022 award, and December 31, 2022 with respect to the 2023 award.

On March 7, 2023 the Company amended the McGrath Employment Agreement and entered into a Letter Agreement with Mr. McGrath (the “Letter Agreement”). The two Agreements amend the McGrath Employment Agreement as follows: (i) extend the term of the McGrath Employment Agreement for an additional two years through December 31, 2025; (ii) change his title and responsibilities to be that of President European Operations, (iii) set the Base Salary, effective January 1, 2024, at the rate of \$500,000 per annum; and (iv) make any performance bonus discretionary.

Effective November 20, 2019, we entered into a letter agreement with John L. Kimble (the “Kimble Employment Agreement”). The Kimble Employment Agreement provides that Mr. Kimble will be our Executive Vice President and Chief Financial Officer as an at-will employee at an annual salary of \$500,000. Mr. Kimble will also receive a grant of \$250,000 restricted stock units (“RSUs”) on the date hereof and annual grants of \$250,000 of RSUs for the initial year and \$500,000 annual grants of RSUs for every year thereafter. The number of shares in each annual grant of RSUs will be determined by the closing price of our common stock on the last trading day prior to the day of each annual grant. 60% (\$150,000 for the first year and \$300,000 thereafter) of each annual grant of RSUs will be subject to three year “cliff vesting” (i.e. vesting is based upon performance at the close of the three year performance period), with vesting of each annual grant of RSUs determined by the following performance measures: (i) Total shareholder return as compared to the Russell 2000 Index (weighted 50%); (ii) Net revenue growth as compared to the Company’s peer group (weighted 25%), and (iii) EBITDA growth as compared to the Company’s peer group (weighted 25%). 40% (\$100,000 for the first year and \$200,000 thereafter) of each annual grant of RSUs will vest in 3 equal annual installments commencing on the first anniversary of the date of grant and on the second and third anniversaries thereafter. The Kimble Employment Agreement also contains provisions relating to benefits, change of control, and an annual performance-based bonus award equal to up to 125% of base salary.

On February 18, 2021, we amended the Kimble Employment Agreement as follows: (i) changing Mr. Kimble’s status from an “employee at will” by providing for a term extending through December 31, 2024; (ii) increase in annual salary to \$520,000 effective immediately and annual increases of at least 4% commencing January 1, 2022; (iii) modification of the cash performance bonus opportunity for 2021 – 2024 in a range between twenty-five percent (25%) and one hundred twenty five percent (125%) of Base Salary, based upon the level of EBITDA achieved by the Company for the fiscal year, as determined by the Compensation Committee, which shall be payable in cash and is subject to additional terms and conditions as set forth therein; (iv) modification of the provision of the Kimble Employment Agreement captioned “Restricted Stock Awards”, effective as of January 2022, to provide for the annual grant of a number of shares of Restricted Stock equal to the lesser of (a) Mr. Kimble’s Base Salary in value (based on the closing price of a share of Common Stock on the last business day of the prior year), or (b) 1.05% of outstanding shares of Common Stock, which shall vest in three equal installments on each anniversary of grant, provided, that no such award under (a) or (b) above shall be made to Mr. Kimble (and no cash substitute shall be provided to Mr. Kimble) to the extent shares are not available for grant under the Plan as of such date; and, provided, further, that the Company shall not be obligated to amend the Plan and/or seek shareholder approval of any amendment to increase the amount of available shares under the Plan; and (v) as described above, inasmuch as this first amendment changes Mr. Kimble’s status as an employee at will, the Kimble Employment Agreement has also been revised to include provisions regarding minimum stock ownership requirements, “clawback” provisions and termination provisions for “Cause” and “Good Reason”, all of which new provisions, are similar to the provisions in the employment agreements of the Company’s other executive officers. All capitalized terms used but not defined in the previous sentence have the meanings ascribed thereto in the Kimble Employment Agreement, as amended by the first amendment.

On September 27, 2021, the Company amended the employment agreements between the Company and each of Mr. Stephen G. Berman, our Chief Executive Officer, Mr. John (a/k/a Jack) McGrath, our Chief Operating Officer, and Mr. John Kimble, our Chief Financial Officer. The purpose of the amendments was to change the issuance, past and future, of all restricted stock awards to restricted stock units. All other material terms of the respective employment agreements remain the same, including without limitation, the terms of all such grants including the timing of all vesting periods and the vesting benchmarks.

On October 25, 2022, the Company amended the employment agreement between the Company and Mr. Stephen G. Berman, Chief Executive Officer and President, and entered into Amendment NO. 7 to the Berman Employment Agreement. The terms of the Berman’s Employment Agreement have been amended as follows: (i) to extend the terms of the Berman Employment Agreement for an additional two years through December 31, 2026; (ii) addition of a performance bonus opportunity for 2025-2026 in a range between twenty-five percent (25%) and three hundred percent (300%) of Base Salary, based upon the level of EBITDA achieved by the Company for the fiscal year, as determined by the Compensation Committee, which shall be payable in cash and is subject to additional terms and conditions as set forth herein; (iii) provision of an Annual Restricted Stock Unit Grant as provided for under section 3(b) of the Berman Employment Agreement, effective as of January 2025, if a number of shares of Restricted Stock Units granted pursuant to such Annual Restricted Stock Unit Grant equal the lesser of (a) \$3,500,000 in value (based on the closing price of a share of Common Stock on the last business day of the prior year), or (b) 2.25% of outstanding shares of Common Stock, which shall vest in three equal installments on each anniversary of grant, provided, that no such award under (a) or (b) above shall be made to Mr. Berman (and no cash substitute shall be provided to Mr. Berman) to the extent shares are not available for grant under the Plan as of such date; and provided, further, that the Company shall not be obligated to amend the Plan and/or seek shareholder approval of any amendment to increase the amount of available shares under the Plan; and (iv) in consideration of Mr. Berman agreeing to extend the term of his employment agreement, a grant of 183,748 Restricted Stock Units, which shall vest in two equal installments of 91,874 Restricted Stock Units each on October 25, 2025 and October 25, 2026 (provided that Executive remains employed by the Company on such date(s), as applicable.) All capitalized terms used but not defined in the two previous sentences have the meanings ascribed thereto in the Berman Employment Agreement, as amended by the seventh amendment.

On October 25, 2022, the Company amended the employment letter agreement between the Company and Mr. John L. Kimble, Chief Financial Officer and Executive Vice President, and entered into Amendment No. 1 to the Kimble Employment Agreement. The terms of the Kimble Employment Agreement have been amended as follows: (i)) to extend the Term of the Kimble Employment Agreement for an additional two years through December 31, 2026; (ii) modification of existing cash performance bonus opportunity for 2023 – 2026 in a range between twenty-five percent (25%) and two hundred percent (200%) of Base Salary, based upon the level of EBITDA achieved by the Company for the fiscal year, as determined by the Compensation Committee, which shall be payable in cash and is subject to additional terms and conditions as set forth therein; (iii) modification of the Kimble Employment Agreement captioned “Restricted Stock Awards”, effective as of January 2023, to provide for the annual grant of a number of shares of Restricted Stock Units equal to the lesser of (a) 150% of Base Salary in value (based on the closing price of a share of Common Stock on the last business day of the prior year), or (b) 1.50% of outstanding shares of Common Stock, which shall vest in three equal installments on each anniversary of grant, provided, that no such award under (a) or (b) above shall be made to Mr. Kimble (and no cash substitute shall be provided to Mr. Kimble) to the extent shares are not available for grant under the Plan as of such date; and, provided, further, that the Company shall not be obligated to amend the Plan and/or seek shareholder approval of any amendment to increase the amount of available shares under the Plan; and (iv) in consideration of Mr. Kimble agreeing to extend the term of his employment agreement, a grant of 41,988 Restricted Stock Units, which shall vest in two equal installments of 20,994 Restricted Stock Units each on October 25, 2025 and October 25, 2026 (provided that Executive remains employed by the Company on such date(s), as applicable.) All capitalized terms used but not defined in the previous sentence have the meanings ascribed thereto in the Kimble Employment Agreement, as amended by the first amendment.

On March 31, 2023, the Company amended the employment agreement between the Company and Mr. Stephen G. Berman, Chief Executive Officer and President, and entered into Amendment No. 8 to the Berman Employment Agreement. The terms of the Berman Employment Agreement have been amended to increase Mr. Berman’s Base Salary to an annual rate of \$1,800,000, effective January 1, 2023, and for each subsequent calendar year during the Term at an annual rate to be determined by the Compensation Committee of the Company’s Board of Directors, but is at least \$25,000 more than the annual rate in the immediately preceding year.

The foregoing is only a summary of the material terms of our employment agreements with the Named Executive Officers. For a complete description, copies of such agreements are annexed herein in their entirety as exhibits or are otherwise incorporated herein by reference.

On October 19, 2011, our Board of Directors approved the material terms of and adoption of our Company’s Change in Control Severance Plan (the “Severance Plan”), which applies to certain of our key employees. None of our named executive officers participate in the Severance Plan. The Severance Plan provides that if, within the two year period immediately following the “change in control” date (as defined in the Severance Plan), a participant has a qualifying termination of employment, the participant will be entitled to severance equal to a multiple of monthly base salary, which multiple is the greater of (i) the number of months remaining in the participant’s term of employment under his or her employment agreement and (ii) a number ranging between 12 and 18; accelerated vesting of all unvested equity awards; and continued health care coverage for the number of months equal to the multiple used to determine the severance payment. On February 26, 2020 our Board of Directors terminated the Severance Plan, but such termination would not be effective as to any employee who was a participant as of the termination date if a Change In Control were to occur prior to the twelve-month period following the termination date.

Employee Benefits Plan

We sponsored for our U.S. employees, a defined contribution plan under Section 401(k) of the Internal Revenue Code. The Plan provided that employees may defer up to 50% of their annual compensation subject to annual dollar limitations, and that the Company would make a matching contribution equal to 100% of each employee’s deferral, up to 5% of the employee’s annual compensation. Company-matching contributions, which vest immediately, totaled \$1.5 million, \$2.1 million and \$1.9 million for the year ended December 31, 2023, 2022 and 2021, respectively.

Starting December 2023, we sponsored for certain of our U.S. based senior employees, a nonqualified deferred compensation plan which includes provisions for salary deferrals and discretionary contributions on a deferred tax basis. As of December 31, 2023 we have not made any discretionary matching contributions to the plan. Employees direct the investment of their account balances, and we invest amounts held in the associated investment trust consistent with these directions. The value of the assets held in trust by the nonqualified plan was \$41 thousand of December 31, 2023.

The Company has statutory benefit plans outside the U.S., which are not material.

Compensation Committee Interlocks and Insider Participation

None of our executive officers has served as a director or member of a compensation committee (or other Board committee performing equivalent functions) of any other entity, one of whose executive officers served as a director or a member of our Compensation Committee.

Pay vs. Performance

In accordance with rules adopted by the SEC pursuant to the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010, we provide the following information about the relationship between executive compensation for our principal executive officers (“PEOs”) and non-PEO named executive officers (“NEOs”) as well as certain financial performance of the Company. The following table sets forth additional compensation information for our principal executive officer (PEO) and our non-PEO named executive officers (“Non-PEO NEOs”), calculated in accordance with Item 402(v) of Regulation S-K, for fiscal years 2023 and 2022.

Year	Summary Compensation Table Total For PEO (1)	Compensation Actually Paid To PEO (2)	Average Summary Compensation Table Total for Non-PEO NEOs (3)	Average Compensation Actually Paid to Non-PEO NEOs (4)	Value of Initial Fixed \$100 Investment Based on Total Non-PEO NEOs (5)	Net Income (in millions)
2023	\$ 10,522,375	\$ 22,454,003	\$ 2,126,995	\$ 4,786,597	\$ 349.90	\$ 38,113
2022	13,087,414	15,174,520	2,252,570	3,082,281	172.15	91,083

- (1) The dollar amounts reported are the amounts of total compensation reported for our PEO, Stephen G. Berman, in the Summary Compensation Table of our 10-K for fiscal years 2023 and 2022.
- (2) The dollar amounts reported represent the amount of “compensation actually paid”, as computed in accordance with SEC rules. The dollar amounts reported are the amounts of total compensation reported for Mr. Berman during the applicable year, but also include (i) the year-end value of equity awards granted during the reported year, (ii) the change in the value of equity awards that were unvested at the end of the prior year, measured through the date the awards vested, or through the end of the reported fiscal year, (iii) value of equity awards issued and vested during the reported fiscal year, and (iv) reduced by the value of equity awards granted in prior years that were forfeited in subsequent years.
- (3) The dollar amounts reported are the average of the total compensation reported for our NEOs, other than our PEO, namely Messrs. Kimble and McGrath for fiscal years 2023 and 2022.
- (4) The dollar amounts reported represent the average amount of “compensation actually paid”, as computed in accordance with SEC rules, for our NEOs, other than our PEO. The dollar amounts reported are the average of the total compensation reported for our NEOs, other than our PEO in the Summary Compensation Table for fiscal years 2023 and 2022, but also include (i) the year-end value of equity awards granted during the reported year, (ii) the change in the value of equity awards that were unvested at the end of the prior year, measured through the date the awards vested, or through the end of the reported fiscal year, (iii) value of equity awards issued and vested during the reported fiscal year, and (iv) reduced by the value of equity awards granted in prior years that were forfeited in subsequent years.
- (5) Assumes an investment of \$100 for the period starting on January 1, 2022 through the end of the listed fiscal year. The closing prices of the Company’s common stock as reported on Nasdaq, as applicable, on the following trading days were: (i) \$10.16 on December 31, 2021; (ii) \$17.49 on December 31, 2022; and (iii) \$35.55 on December 31, 2023.

The following table details the adjustments to the Summary Compensation Table to determine average “compensation actually paid” for the PEO and NEOs (other than the PEO), as computed in accordance with SEC Item 402(v). Amounts do not reflect the actual compensation earned by or paid to our PEO and NEOs during the applicable year.

	PEO		NEO	
	2023	2022	2023	2022
Total Compensation (Per Comp Table)	\$ 10,522,375	\$ 13,087,414	\$ 2,126,995	\$ 2,252,570
Less: Grant date FV of RSUs on Summary Compensation Table	(3,499,994)	(5,726,466)	(681,822)	(936,002)
Add: YE FV of RSUs granted in CY and unvested in CY	7,114,053	6,960,425	1,385,863	1,280,242
Add: Change in FV of unvested awards granted in PY	6,907,625	837,709	1,370,420	404,785
Add: Change in FV from PY to vesting date of awards granted in PY that vested in CY	1,409,944	15,438	604,432	80,687
Less: Performance-based shares forfeited in CY (FV @ end of PY YE)	—	—	(19,291)	—
Average compensation actually paid	\$ 22,454,003	\$ 15,174,520	\$ 4,786,597	\$ 3,082,282

In accordance with Item 402(v) requirements, the fair values of unvested and outstanding equity awards were remeasured as of the end of each fiscal year, and as of each vesting date, during the years displayed in the table above.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

The following table sets forth certain information as of March 1, 2024 with respect to the beneficial ownership of our common stock by (1) each person known by us to own beneficially more than 5% of the outstanding shares of our common stock, (2) each of our directors, (3) each of our named executive officers, and (4) all our directors and executive officers as a group.

Name and Address of Beneficial Owner (1)(2)	Amount and Nature of Beneficial Ownership (3)	Percent of Outstanding Shares (4)
Lawrence I. Rosen	1,917,001 (5)	18.8%
Hong Kong Meisheng Cultural Company Limited	523,954 (6)	5.1
Stephen G. Berman	216,126 (7)	2.1
John L. Kimble	132,974 (8)	1.3
John J. McGrath	75,025 (9)	*
Alexander Shoghi	12,564 (10)	*
Zhao Xiaoqiang	9,629 (11)	*
Matthew Winkler	- (12)	-
Lori MacPherson	-	-
Joshua Cascade	-	-
Carole Levine	-	-
All Directors and executive officers as a group (8 persons)	371,293 (13)	3.6

*Less than 1% of our outstanding shares.

- (1) Unless otherwise indicated, such person's address is c/o JAKKS Pacific, Inc., 2951 28th Street, Santa Monica, California 90405.
- (2) The number of shares of common stock beneficially owned by each person or entity is determined under the rules promulgated by the Securities and Exchange Commission. Under such rules, beneficial ownership includes any shares as to which the person or entity has sole or shared voting power or investment power. The percentage of our outstanding shares is calculated by including among the shares owned by such person any shares which such person or entity has the right to acquire within 60 days after March 1, 2024. The inclusion herein of any shares deemed beneficially owned does not constitute an admission of beneficial ownership of such shares.
- (3) Except as otherwise indicated, exercises sole voting power and sole investment power with respect to such shares. All share amounts have been adjusted to reflect the 1-10 reverse split effective July 9, 2020.
- (4) Based upon 10,216,235 shares outstanding on March 1, 2024. Does not include, unless noted otherwise, any shares of common stock issuable upon the conversion of any Restricted Stock Units ("RSUs").
- (5) The address of Mr. Rosen is 1578 Sussex Turnpike (Bldg. 5), Randolph, NJ 07689. Possesses shared voting and dispositive power with respect to all of such shares. All the information presented in this Item with respect to this beneficial owner was extracted solely from a Schedule 13D/A filed on February 9, 2023.
- (6) The address of Hong Kong Meisheng Culture Company Ltd is Room 1901, 19/F, Lee Garden One, 33 Hysan Avenue, Causeway Bay, Hong Kong. Zhao Xiaoqiang, executive director of this entity, is a director of the Company. Possesses shared voting and dispositive power with respect to all of such shares. All the information presented in this Item with respect to this beneficial owner was extracted solely from the Schedule 13D/A filed on January 26, 2018.

- (7) Does not include an aggregate of 508,371 shares of common stock underlying unvested RSUs issued pursuant to the terms of Mr. Berman's January 1, 2003 Employment Agreement (as amended to date) which RSUs are further subject to the terms of Restricted Stock Unit Award Agreements with Mr. Berman (the "Berman Agreement"). Certain of these shares may be restricted from transfer pursuant to the minimum stock ownership provisions adopted by the Company's Board of Directors.
- (8) Does not include 116,569 shares underlying currently unvested RSUs which will vest pursuant to the terms of Mr. Kimble's November 18, 2019 Employment Agreement (as amended to date), which RSUs are further subject to the terms of our Restricted Stock Unit Award Agreements with Mr. Kimble (the "Kimble Agreement"). The Kimble Agreement provides that Mr. Kimble will forfeit his rights to some or all of such RSUs unless certain conditions precedent are met, as described in the Kimble Agreement. Certain of these shares may be restricted from transfer pursuant to the minimum stock ownership provisions adopted by the Company's Board of Directors.
- (9) Does not include an aggregate of 26,939 shares of common stock underlying RSUs issued pursuant to the terms of Mr. McGrath's March 4, 2010 Employment Agreement (as amended to date) which RSUs are further subject to the terms of a Restricted Stock Unit Award Agreement with Mr. McGrath (the "McGrath Agreement"). Certain of these shares may be restricted from transfer pursuant to the minimum stock ownership provisions adopted by the Company's Board of Directors. Effective January 1, 2024, Mr. McGrath is no longer an executive officer.
- (10) Consists of 12,564 shares of common stock issued pursuant to our 2002 Stock Award and Incentive Plan (the "2002 Plan"). Certain of these shares may be restricted from transfer pursuant to the minimum stock ownership provisions adopted by the Company's Board of Directors.
- (11) Consists of 9,629 shares of common stock issued pursuant to our 2002 Plan. Certain of these shares may be restricted from transfer pursuant to the minimum stock ownership provisions adopted by the Company's Board of Directors. Does not include the 523,954 shares owned by Hong Kong Meisheng Cultural Company Limited reported above, of which entity Zhao Xiaoqiang is executive director.
- (12) Does not include 145,788 shares of preferred stock owned, as of March 1, 2024, by entities controlled, directly or indirectly, by Mr. Winkler.
- (13) Does not include any shares underlying RSUs. Does not include the 523,954 shares owned by Hong Kong Meisheng Cultural Company Limited reported above, of which entity Zhao Xiaoqiang is executive director or the 75,025 shares owned by Mr. McGrath.

Item 13. *Certain Relationships and Related Transactions, and Director Independence*

(a) Transactions with Related Persons

In November 2014, the Company entered into a joint venture with Meisheng Culture & Creative Corp. Ltd., ("MC&C"), for the purpose of providing certain JAKKS licensed and non-licensed toys and consumer products to agreed-upon territories of the People's Republic of China. On May 10, 2023, the Company dissolved the joint venture with MC&C. Prior to the dissolution, the Company owned fifty-one percent of the joint venture. The results of operations of the joint venture are consolidated with the Company's results. The non-controlling interest's share of the income (loss) from the joint venture for the years ended December 31, 2023, 2022 and 2021 was (\$293,000), (\$330,000) and \$120,000, respectively.

In October 2016, the Company entered into a joint venture with Hong Kong Meisheng Cultural Company Limited ("Meisheng"), a Hong Kong-based subsidiary of Meisheng Culture & Creative Corp., for the purpose of creating and developing original, multiplatform content for children including new short-form series and original shows. On December 1, 2023, the Company dissolved the joint venture with Meisheng. Prior to the dissolution, JAKKS and Meisheng each owned fifty percent of the joint venture. The results of operations of the joint venture are consolidated with the Company's results. The non-controlling interest's share of the income (loss) from the joint venture for the years ended December 31, 2023, 2022 and 2021 was nil.

In March 2017, the Company entered into an equity purchase agreement with Meisheng which provided, among other things, that as long as Meisheng and its affiliates hold 10% or more of the issued and outstanding shares of common stock of the Company, Meisheng shall have the right from time to time to designate a nominee (who currently is Mr. Xiaoqiang Zhao) for election to the Company's board of directors.

Meisheng also serves as a significant manufacturer of the Company. For the years ended December 31, 2023, 2022 and 2021, the Company made inventory, molds and tooling related payments to Meisheng of approximately \$75.7 million, \$120.5 million and \$77.7 million respectively. As of December 31, 2023 and 2022, amounts due to Meisheng for inventory received by the Company, but not paid totaled \$12.3 million and \$9.8 million, respectively.

A director of the Company is a director at Benefit Street Partners, who owns 145,788 shares of the Series A Preferred Stock (see Item 8 "Consolidated Financial Statements and Supplementary Data Note 9 - Debt").

Amounts outstanding under the 2021 BSP Term Loan bore interest at either (i) LIBOR plus 6.50% - 7.00% (determined by reference to a net leverage pricing grid), subject to a 1.00% LIBOR floor, or (ii) base rate plus 5.50% - 6.00% (determined by reference to a net leverage pricing grid), subject to a 2.00% base rate floor. The 2021 BSP Term Loan was termed to mature in June 2027.

The 2021 BSP Term Loan Agreement contained negative covenants, events of default, and the obligations under the 2021 BSP Term Loan Agreement were guaranteed by the Company. The terms, covenants, events of default, and Company obligations are described in more detail in Note 9 – Debt, as well as in the 2021 BSP Term Loan Agreement.

On June 5, 2023, the Company paid in full the 2021 BSP Term Loan and terminated the 2021 BSP Term Loan Agreement by making a \$30.2 million prepayment towards the outstanding principal amount. Additionally, the Company made a \$0.4 million payment towards the outstanding accrued interest, and a \$0.2 million payment for the prepayment penalty and other related fees. In connection with this transaction, the Company recognized a loss on debt extinguishment of \$1.0 million on its consolidated statements of operations.

(b) Review, Approval or Ratification of Transactions with Related Persons

Pursuant to our Ethical Code of Conduct (a copy of which may be found on our website, www.jakks.com), all of our employees are required to disclose to our General Counsel, the Board of Directors or any committee established by the Board of Directors to receive such information, any material transaction or relationship that reasonably could be expected to give rise to actual or apparent conflicts of interest between any of them, personally, and us. In addition, our Ethical Code of Conduct also directs all employees to avoid any self-interested transactions without full disclosure. This policy, which applies to all of our employees, is reiterated in our Employee Handbook which states that a violation of this policy could be grounds for termination. In approving or rejecting a proposed transaction, our General Counsel, Board of Directors or designated committee will consider the facts and circumstances available and deemed relevant, including but not limited to, the risks, costs and benefits to us, the terms of the transactions, the availability of other sources for comparable services or products, and, if applicable, the impact on director independence. Upon concluding their review, they will only approve those agreements that, in light of known circumstances, are in or are not inconsistent with, our best interests, as they determine in good faith.

(c) Director Independence

For a description of our Board of Directors and its compliance with the independence requirements therefore as promulgated by the Securities and Exchange Commission and Nasdaq, see "Item 10- Directors, Executive Officers and Corporate Governance."

Item 14. Principal Accountant Fees and Services

Before our principal accountant is engaged by us to render audit or non-audit services, as required by the rules and regulations promulgated by the Securities and Exchange Commission and/or Nasdaq, such engagement is approved by the Audit Committee.

The following are the fees of BDO USA, P.C., our principal accountant (PCAOB ID: 243), for the two years ended December 31, 2023, for services rendered in connection with the audit for those respective years (all of which have been pre-approved by the Audit Committee):

	2023	2022
Audit Fees	\$ 2,290,513	\$ 1,768,655
Audit Related Fees	4,400	4,200
	<u>\$ 2,294,913</u>	<u>\$ 1,772,855</u>

Audit Fees consist of the aggregate fees for professional services rendered for the audit of our annual financial statements and the reviews of the financial statements included in our Forms 10-Q and for any other services that were normally provided by our auditors in connection with our statutory and regulatory filings or engagements.

Audit Related Fees consist of the aggregate fees billed for professional services rendered for assurance and related services that were reasonably related to the performance of the audit or review of our financial statements and were not otherwise included in Audit Fees. These fees primarily relate to audits of employee benefit plans.

Our Audit Committee has considered whether the provision of the non-audit services described above is compatible with maintaining our auditors' independence and determined that such services are appropriate.

PART IV

Item 15. Exhibits and Financial Statement Schedules

The following documents are filed as part of this Annual Report on Form 10-K:

- (1) Financial Statements (included in Item 8):
- Reports of Independent Registered Public Accounting Firm
 - Consolidated Balance Sheets as of December 31, 2023 and 2022
 - Consolidated Statements of Operations for the years ended December 31, 2023, 2022 and 2021
 - Consolidated Statements of Other Comprehensive Loss for the years ended December 31, 2023, 2022 and 2021
 - Consolidated Statements of Stockholders' Equity for the years ended December 31, 2023, 2022 and 2021
 - Consolidated Statements of Cash Flows for the years ended December 31, 2023, 2022 and 2021
 - Notes to Consolidated Financial Statements
- (2) Financial Statement Schedules (included in Item 8):
- (3) Exhibits:

Exhibit Number	Description
3.1	Amended and Restated Certificate of Incorporation of the Company (1)
3.1.1	Certificate of Designations of Series A Senior Preferred Stock (28)
3.1.2	Certificate of Amendment to Certificate of Designations of Series A Senior Preferred Stock (31)
3.1.3	Certificate of Amendment to Amended and Restated Certificate of Incorporation of the Company (32)
3.1.4	Certificate of Amendment to Amended and Restated Certificate of Incorporation of the Company (34)
3.1.5	Certificate of Amendment to Amended and Restated Certificate of Incorporation of the Company (37)
3.1.6	Certificate of Amendment to the Amended and Restated Certificate of Incorporation of the Company (42)
3.1.7	Amended and Restated Certificate of Designations of Series A Senior Preferred Stock (42)
3.2.1	Second Amended and Restated By-Laws of the Company (28)
3.2.2	Third Amended and Restated By-Laws of the Company (42)
3.4	Amendment No. 1 to Third Amended and Restated By-Laws of the Company (**)
4.1	Indenture dated July 24, 2013 by and between the Registrant and Wells Fargo Bank, N.A (3)
4.2	Form of 4.25% Senior Convertible Note (3)
4.2.1	Convertible Senior Note due November 7, 2020 (24)
4.2.2	Convertible Senior Note due November 1, 2020 (25)
4.3	Credit Agreement dated as of March 27, 2014 by and among Registrant and its U.S. wholly-owned subsidiaries and General Electric Capital Corporation (10)
4.3.1	Fourth Amendment to Credit Agreement dated as of June 5, 2015 by and among Registrant and its U.S. wholly-owned subsidiaries and General Electric Capital Corporation (20)
4.3.2	Eleventh Amendment to Credit Agreement dated as of June 14, 2018 by and among Registrant and its wholly-owned U.S. subsidiaries and Wells Fargo Bank, National Association (27)
4.4	Revolving Loan Note dated March 27, 2014 by Registrant and its U.S. wholly-owned subsidiaries in favor of General Electric Capital Corporation (10)
4.5	Indenture dated June 9, 2014 by and between the Registrant and Wells Fargo Bank, N.A (19)
4.6	Form of 4.875% Senior Convertible Note (19)
4.7	Term Loan Agreement dated as of June 14, 2018 by and among Registrant and certain of its wholly-owned subsidiaries and GACP Finance Co., LLC (27)
4.8	Term Note dated June 14, 2018 by and among Registrant and certain of its wholly-owned subsidiaries in favor of GACP II L.P. (27)

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10.1.1	Third Amended and Restated 1995 Stock Option Plan (4)
10.1.2	1999 Amendment to Third Amended and Restated 1995 Stock Option Plan (5)
10.1.3	2000 Amendment to Third Amended and Restated 1995 Stock Option Plan (6)
10.1.4	2001 Amendment to Third Amended and Restated 1995 Stock Option Plan (7)
10.2	2002 Stock Award and Incentive Plan (8)
10.2.1	2008 Amendment to 2002 Stock Award and Incentive Plan (9)
10.2.2	2021 Amendment to 2002 Stock Award and Incentive Plan (38)
10.2.3	2023 Amendment to 2002 Stock award and Incentive plan (47)
10.4.1	Second Amended and Restated Employment Agreement between the Company and Stephen G. Berman dated as of November 11, 2010 (11)
10.4.2	Clarification Letter dated October 20, 2011 with respect to Mr. Berman's Second Amended and Restated employment agreement (12)
10.4.3	Amendment Number One dated September 21, 2012 to Mr. Berman's Second Amended and Restated Employment Agreement (13)
10.4.4	Amendment Number Two dated June 7, 2016 to Mr. Berman's Second Amended and Restated Employment Agreement (21)
10.4.5	Amendment Number Three dated August 9, 2019 to Mr. Berman's Second Amended and Restated Employment Agreement (28)
10.4.6*	Amendment Number Four dated November 18, 2019 to Mr. Berman's Second Amended and Restated Employment Agreement (30)
10.4.7	Amendment Number Five dated February 18, 2021 to Mr. Berman's Second Amended and Restated Employment Agreement (36)
10.4.8	Amendment Number Six dated September 27, 2021 to Mr. Berman's Second Amended and Restated Employment Agreement (39)
10.4.9	Amendment Number Seven dated October 25, 2022 to Mr. Berman's Second Amended and Restated Employment Agreement (43)
10.4.10	Amendment Number Eight dated March 30, 2023 to Mr. Berman's Second Amended and Restated Employment Agreement (48)
10.5	Office Lease dated November 18, 1999 between the Company and Winco Maliview Partners (14)
10.6	Form of Restricted Stock Agreement (10)
10.6.1	Form of Restricted Stock Unit Agreement (39)
10.7	Employment Agreement between the Company and Joel M. Bennett, dated October 21, 2011 (12)
10.7.1	Continuation and Extension of Term of Employment Agreement Between JAKKS Pacific, Inc. and Joel M. Bennett dated February 18, 2014 (15)
10.7.2	Amendment Extending Term of Employment Agreement Between JAKKS Pacific, Inc. and Joel M. Bennett dated June 11, 2015 (20)
10.7.3	Letter Agreement dated December 27, 2017 between the Company and Joel M. Bennett (23)
10.8	Employment Agreement between the Company and John a/k/a Jack McGrath, dated March 4, 2010 (16)
10.8.1	First Amendment to Employment Agreement between the Company and John a/k/a Jack McGrath, dated August 23, 2011 (16)
10.8.2	Second Amendment to Employment Agreement between the Company and John a/k/a Jack McGrath, dated May 15, 2013 (17)
10.8.3	Third Amendment to Employment Agreement between the Company and John a/k/a Jack McGrath, dated June 11, 2015 (20)
10.8.4	Fourth Amendment to Employment Agreement between the Company and John a/k/a Jack McGrath, dated September 29, 2016 (22)
10.8.5	Fifth Amendment to Employment Agreement between the Company and John a/k/a Jack McGrath, dated February 28, 2018 (33)
10.8.6	Sixth Amendment to Employment Agreement between the Company and John a/k/a Jack McGrath, dated December 31, 2019 (29)
10.8.7	Seventh Amendment to Employment Agreement between the Company and John a/k/a Jack McGrath, dated June 18, 2021 (41)
10.8.8	Eighth Amendment to Employment Agreement between the Company and John a/k/a Jack McGrath, dated September 27, 2021 (39)

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10.8.9	Eighth Amendment to Employment Agreement between the Company and John a//k/a Jack McGrath, dated March 7, 2023 (49)
10.8.10	Assignment Agreement dated March 7, 2023 with John a/k/a Jack McGrath (50)
10.9	Exchange Agreement dated November 7, 2017 between the Company and Oasis Investments II Master Fund Ltd. (24)
10.10	Exchange Agreement dated July 25, 2018 between the Company and Oasis Investments II Master Fund Ltd. (25)
10.11	Employment Agreement between the Company and Brent T. Novak, dated April 1, 2018 (26)
10.11.1	Correction Letter dated February 28, 2019 with respect to Mr. Novak's Employment Agreement (33)
10.12*	Letter Agreement dated November 18, 2019 between the Company and John L. Kimble (30)
10.12.1	First Amendment to Employment Agreement between the Company and John L. Kimble dated February 18, 2021 (36)
10.12.2	Second Amendment to Employment Agreement between the Company and John L. Kimble dated September 27, 2021 (39)
10.12.3	Second Amendment to Employment Agreement between the Company and John L. Kimble dated October 25, 2022 (43)
10.13*	Transaction Agreement, dated as of August 7, 2019, by and among the Company, certain of the Company's affiliates and subsidiaries, certain holders of the Company's 4.875% Convertible Senior Notes due 2020 and Oasis Investments II Master Fund Ltd. (28)
10.14*	Amended and Restated Credit Agreement, dated as of August 9, 2019, by and among the Company, Disguise, Inc., JAKKS Sales LLC, Maui, Inc., Moose Mountain Marketing, Inc. and Kids Only, Inc., as borrowers, the lenders party thereto and Wells Fargo Bank, National Association, as agent (28)
10.14.1	Consent and Amendment No. 3 to Amended and Restated Credit Agreement (35)
10.15*	First Lien Term Loan Facility Credit Agreement, dated as of August 9, 2019, by and among the Company, the financial institutions party thereto, as lenders, and Cortland Capital Market Services LLC, as agent (28)
10.15.1	Amendment No. 2 to First Lien Term Loan Facility Credit Agreement (35)
10.16	Amended and Restated Convertible Senior Note due 2023 issued to Oasis Investments II Master Fund Ltd. in the face amount of \$21,550,000 (28)
10.17	Amended and Restated Convertible Senior Note due 2023 issued to Oasis Investments II Master Fund Ltd. in the face amount of \$8,000,000 (28)
10.18	Convertible Senior Note due 2023 issued to Oasis Investments II Master Fund Ltd. in the face amount of \$8,000,000 (28)
10.19*	Amended and Restated Registration Rights Agreement, dated as of August 9, 2019, by and between JAKKS Pacific, Inc. and Oasis Investments II Master Fund Ltd. (28)
10.20*	Credit Agreement, dated as of June 2, 2021, by and among JAKKS Pacific, Inc., Disguise, Inc., JAKKS Sales LLC, and Moose Mountain Marketing, Inc., as borrowers, other Loan Parties hereto, the Lenders party thereto and JPMorgan Chase Bank, N.A., as Administrative Agent (40)
10.21*	First Lien Term Loan Facility Credit Agreement, dated as of June 2, 2021, by and among JAKKS Pacific, Inc. and its subsidiaries parties thereto as borrowers, the lenders party thereto, as lenders, and BSP Agency, LLC, as agent (40)
10.21.1*	First Amendment to First Lien Term Loan Facility Credit Agreement, dated as of June 2, 2021, by and among JAKKS Pacific, Inc. and its subsidiaries parties thereto as borrowers, the lenders party thereto, as lenders, and BSP Agency, LLC, as agent (44)
10.22	Termination of Voting Agreement dated August 3, 2022 between the Company and its Preferred Stockholders (45)
10.23	At Market Issuance Sales Agreement between Registrant and B. Riley Securities, Inc. dated October 20, 2022 (46)
14	Code of Ethics (18)
21	Subsidiaries of the Company (**)
23.1	Consent of BDO USA, P.C. (**)
31.1	Rule 13a-14(a)/15d-14(a) Certification of Stephen G. Berman (**)
31.2	Rule 13a-14(a)/15d-14(a) Certification of John L. Kimble (**)
32.1	Section 1350 Certification of Stephen G. Berman (**)
32.2	Section 1350 Certification of John L. Kimble (**)
101.INS	Inline XBRL Instance Document
101.SCH	Inline XBRL Taxonomy Extension Schema Document
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)

- (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 July 24, 2013 and incorporated herein by reference.
- (4) Filed previously as Appendix A to the Company's Schedule 14A Proxy Statement, filed June 23, 1998, and incorporated herein by reference.
- (5) Filed previously as an exhibit to the Company's Registration Statement on Form S-8 (Reg. No. 333-90055), filed November 1, 1999, and incorporated herein by reference.
- (6) Filed previously as an exhibit to the Company's Registration Statement on Form S-8 (Reg. No. 333-40392), filed June 29, 2000, and incorporated herein by reference.
- (7) Filed previously as Appendix B to the Company's Schedule 14A Proxy Statement, filed June 11, 2001, and incorporated herein by reference.
- (8) Filed previously as an exhibit to the Company's Registration Statement on Form S-8 (Reg. No. 333-101665), filed December 5, 2002, and incorporated herein by reference.
- (9) Filed previously as an exhibit to the Company's Schedule 14A Proxy Statement, filed August 20, 2008, and incorporated herein by reference.
- (10) Filed previously as an exhibit to the Company's Annual Report on Form 10-K for its fiscal year ended December 31, 2002, filed March 31, 2003, and incorporated herein by reference.
- (11) Filed previously as an exhibit to the Company's Current Report on Form 8-K filed November 17, 2010, and incorporated herein by reference.
- (12) Filed previously as an exhibit to the Company's Current Report on Form 8-K filed October 21, 2011, and incorporated herein by reference.
- (13) Filed previously as an exhibit to the Company's Current Report on Form 8-K filed September 25, 2012, and incorporated herein by reference.
- (14) Filed previously as an exhibit to the Company's Annual Report on Form 10-K for its fiscal year ended December 31, 1999, filed March 30, 2000, and incorporated herein by reference.
- (15) Filed previously as an exhibit to the Company's Current Report on Form 8-K filed February 20, 2014, and incorporated herein by reference.
- (16) Filed previously as an exhibit to the Company's Current Report on Form 8-K filed August 24, 2011, and incorporated herein by reference.
- (17) Filed previously as an exhibit to the Company's Current Report on Form 8-K filed May 21, 2013, and incorporated herein by reference.
- (18) Filed previously as an exhibit to the Company's Annual Report on Form 10-K for its fiscal year ended December 31, 2003, filed March 15, 2004, and incorporated herein by reference.
- (19) Filed previously as an exhibit to the Company's Current Report on Form 8-K filed June 9, 2014 and incorporated herein by reference.
- (20) Filed previously as an exhibit to the Company's Current Report on Form 8-K filed June 16, 2015 and incorporated herein by reference.
- (21) Filed previously as an exhibit to the Company's Current Report on Form 8-K filed June 9, 2016 and incorporated herein by reference.
- (22) Filed previously as an exhibit to the Company's Current Report on Form 8-K filed September 30, 2016 and incorporated herein by reference.
- (23) Filed previously as an exhibit to the Company's Current Report on Form 8-K filed December 29, 2017 and incorporated herein by reference.
- (24) Filed previously as an exhibit to the Company's Current Report on Form 8-K filed November 11, 2017 and incorporated herein by reference.
- (25) Filed previously as an exhibit to the Company's Current Report on Form 8-K filed July 26, 2018 and incorporated herein by reference.
- (26) Filed previously as an exhibit to the Company's Current Report on Form 8-K filed April 2, 2018 and incorporated herein by reference.

- (27) Filed previously as an exhibit to the Company's Current Report on Form 8-K filed June 15, 2018 and incorporated herein by reference.
- (28) Filed previously as an exhibit to the Company's Current Report on Form 8-K filed August 9, 2019 and incorporated herein by reference.
- (29) Filed previously as an exhibit to the Company's Current Report on Form 8-K filed January 2, 2020 and incorporated herein by reference.
- (30) Filed previously as an exhibit to the Company's Current Report on Form 8-K filed November 20, 2019 and incorporated herein by reference.
- (31) Filed previously as an exhibit to the Company's Current Report on Form 8-K filed September 23, 2019 and incorporated herein by reference.
- (32) Filed previously as an annex to the Company's Schedule 14A filed October 28, 2019 and incorporated herein by reference.
- (33) Filed previously as an exhibit to the Company's Annual Report on Form 10-K for its fiscal year ended December 31, 2018, filed March 18, 2019, and incorporated herein by reference.
- (34) Filed previously as an exhibit to the Company's Current Report on Form 8-K filed July 9, 2020 and incorporated herein by reference.
- (35) Filed previously as an exhibit to the Company's Current Report on Form 8-K filed October 19, 2020 and incorporated herein by reference.
- (36) Filed previously as an exhibit to the Company's Current Report on Form 8-K filed February 19, 2021 and incorporated herein by reference.
- (37) Filed previously as an annex to the Company's Schedule 14A filed March 16, 2021 and incorporated herein by reference.
- (38) Filed previously as an annex to the Company's Schedule 14A filed October 8, 2021 and incorporated herein by reference.
- (39) Filed previously as an exhibit to the Company's Current Report on Form 8-K filed October 1, 2021 and incorporated herein by reference.
- (40) Filed previously as an exhibit to the Company's Current Report on Form 8-K filed June 3, 2021 and incorporated herein by reference.
- (41) Filed previously as an exhibit to the Company's Current Report on Form 8-K filed June 24, 2021 and incorporated herein by reference.
- (42) Filed previously as an exhibit to the Company's Current Report on Form 8-K filed November 15, 2022 and incorporated herein by reference.
- (43) Filed previously as an exhibit to the Company's Current Report on Form 8-K filed October 28, 2022 and incorporated herein by reference.
- (44) Filed previously as an exhibit to the Company's Current Report on Form 8-K filed May 2, 2022 and incorporated herein by reference.
- (45) Filed previously as an exhibit to the Company's Current Report on Form 8-K filed August 4, 2022 and incorporated herein by reference.
- (46) Filed previously as an exhibit to the Company's Registration Statement on Form S-3/A filed on October 27, 2022 and incorporated herein by reference.
- (47) Filed previously as an annex to the Company's Revised Schedule 14A filed November 9, 2023 and incorporated herein by reference.
- (48) Filed previously as an exhibit to the Company's Current Report on Form 8-K filed March 31, 2023 and incorporated herein by reference.
- (49) Filed previously as an exhibit to the Company's Current Report on Form 8-K filed March 10, 2023 and incorporated herein by reference.
- (50) Filed previously as an exhibit to the Company's Current Report on Form 8-K filed March 10, 2023 and incorporated herein by reference.

- (*) Certain schedules have been omitted pursuant to Item 601(a)(5) of Regulation S-K under the Securities Act. The Company agrees to furnish supplementally any omitted schedules to the Securities and Exchange Commission upon request.
- (**) Filed herewith.

Item 16. Form 10-K Summary

None.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.

Dated: March 15, 2024

JAKKS PACIFIC, INC.

By: /s/ STEPHEN G. BERMAN
Stephen G. Berman
Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ STEPHEN G. BERMAN</u> Stephen G. Berman	Director and Chief Executive Officer	March 15, 2024
<u>/s/ JOHN L. KIMBLE</u> John L. Kimble	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	March 15, 2024
<u>/s/ CAROLE LEVINE</u> Carole Levine	Director	March 15, 2024
<u>/s/ JOSHUA CASCADE</u> Joshua Cascade	Director	March 15, 2024
<u>/s/ MATTHEW WINKLER</u> Matthew Winkler	Director	March 15, 2024
<u>/s/ ALEXANDER SHOGHI</u> Alexander Shoghi	Director	March 15, 2024
<u>/s/ LORI MACPHERSON</u> Lori MacPherson	Director	March 15, 2024
<u>/s/ ZHAO XIAOQIANG</u> Zhao Xiaoqiang	Director	March 15, 2024

THIRD AMENDED AND RESTATED**BY-LAWS****OF****JAKKS PACIFIC, INC.
(a Delaware corporation)**

Adopted: November 10, 2022

ARTICLE I
STOCKHOLDERS

1. **CERTIFICATES REPRESENTING STOCK.** Certificates representing stock in the corporation shall be signed by, or in the name of, the corporation by the Chairman or Vice-Chairman of the board of directors of the corporation (the "**Board of Directors**"), if any, or by the President or a Vice-President and by the Treasurer or an Assistant Treasurer or the Secretary or an Assistant Secretary of the corporation. Any or all the signatures on any such certificate may be a facsimile. In case any officer, transfer agent, or registrar who has signed or whose facsimile signature has been placed upon a certificate shall have ceased to be such officer, transfer agent, or registrar before such certificate is issued, it may be issued by the corporation with the same effect as if he were such officer, transfer agent, or registrar at the date of issue.

Whenever the corporation shall be authorized to issue more than one (1) class of stock or more than one (1) series of any class of stock, and whenever the corporation shall issue any shares of its stock as partly paid stock, the certificates representing shares of any such class or series or of any such partly paid stock shall set forth thereon the statements prescribed by the General Corporation Law of the State of Delaware (the "**General Corporation Law**"). Any restrictions on the transfer or registration of transfer of any shares of stock of any class or series shall be noted conspicuously on the certificate representing such shares.

The corporation may issue a new certificate of stock or uncertificated shares in place of any certificate theretofore issued by it, alleged to have been lost, stolen, or destroyed, and the Board of Directors may require the owner of the lost, stolen, or destroyed certificate or his legal representative, to give the corporation a bond sufficient to indemnify the corporation against any claim that may be made against it on account of the alleged loss, theft, or destruction of any such certificate or the issuance of any such new certificate or uncertificated shares.

2. **UNCERTIFICATED SHARES.** Subject to any conditions imposed by the General Corporation Law, the Board of Directors of the corporation may provide by resolution or resolutions that some or all of any or all classes or series of the stock of the corporation shall be uncertificated shares. Within a reasonable time after the issuance or transfer of any uncertificated shares, the corporation shall send to the registered owner thereof any written notice prescribed by the General Corporation Law.

3. FRACTIONAL SHARE INTERESTS. The corporation may, but shall not be required to, issue fractions of a share. If the corporation does not issue fractions of a share, it shall (i) arrange for the disposition of fractional interests by those entitled thereto, (ii) pay in cash the fair value of fractions of a share as of the time when those entitled to receive such fractions are determined, or (iii) issue scrip or warrants in registered form (either represented by a certificate or uncertificated) or bearer form (represented by a certificate) which shall entitle the holder to receive a full share upon the surrender of such scrip or warrants aggregating a full share. A certificate for a fractional share or an uncertificated fractional share shall, but scrip or warrants shall not unless otherwise provided therein, entitle the holder to exercise voting rights, to receive dividends thereon, and to participate in any of the assets of the corporation in the event of liquidation. The Board of Directors may cause scrip or warrants to be issued subject to the conditions that they shall become void if not exchanged for certificates representing the full shares or uncertificated full shares before a specified date, or subject to the conditions that the shares for which scrip or warrants are exchangeable may be sold by the corporation and the proceeds thereof distributed to the holders of scrip or warrants, or subject to any other conditions which the Board of Directors may impose.

4. STOCK TRANSFERS. Upon compliance with provisions restricting the transfer or registration of transfer of shares of stock, if any, transfers or registration of transfers of shares of stock of the corporation shall be made only on the stock ledger of the corporation by the registered holder thereof, or by his attorney thereunto authorized by power of attorney duly executed and filed with the Secretary of the corporation or with a transfer agent or a registrar, if any, and, in the case of shares represented by certificates, on surrender of the certificate or certificates for such shares of stock properly endorsed and the payment of all taxes due thereon.

5. RECORD DATE FOR STOCKHOLDERS. In order that the corporation may determine the stockholders entitled to notice of or to vote at any meeting of stockholders or any adjournment thereof, the Board of Directors may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted by the Board of Directors, and which record date shall not be more than sixty (60) days nor less than ten (10) days before the date of such meeting. If no record date is fixed by the Board of Directors, the record date for determining stockholders entitled to notice of or to vote at a meeting of stockholders shall be at the close of business on the day next preceding the day on which notice is given, or, if notice is waived, at the close of business on the day next preceding the day on which the meeting is held. A determination of stockholders of record entitled to notice of or to vote at a meeting of stockholders shall apply to any adjournment of the meeting; provided, however, that the Board of Directors may fix a new record date for the adjourned meeting. In order that the corporation may determine the stockholders entitled to consent to corporate action in writing without a meeting, the Board of Directors may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted by the Board of Directors, and which date shall not be more than ten (10) days after the date upon which the resolution fixing the record date is adopted by the Board of Directors. Any stockholder of record seeking to have the stockholders authorize or take corporate action by written consent shall, by written notice to the Secretary of the corporation, request the Board of Directors to fix a record date. The Board of Directors shall promptly, but in all events within ten (10) days after

the date on which such a request is received, adopt a resolution fixing the record date. If no record date has been fixed by the Board of Directors within ten (10) days of the date on which such a request is received, the record date for determining stockholders entitled to consent to corporate action in writing without a meeting, when no prior action by the Board of Directors is required by applicable law, shall be the first date on which a signed written consent setting forth the action taken or proposed to be taken is delivered to the corporation by delivery to its registered office in the State of Delaware, its principal place of business, or an officer or agent of the corporation having custody of the book in which proceedings of meetings of the stockholders are recorded, to the attention of the Secretary of the corporation. Delivery made to the corporation's registered office shall be by hand or by certified or registered mail, return receipt requested. If no record date has been fixed by the Board of Directors and prior action by the Board of Directors is required by applicable law, the record date for determining stockholders entitled to consent to corporate action in writing without a meeting shall be at the close of business on the date on which the Board of Directors adopts the resolution taking such prior action. In order that the corporation may determine the stockholders entitled to receive payment of any dividend or other distribution or allotment of any rights or the stockholders entitled to exercise any rights in respect of any change, conversion, or exchange of stock, or for the purpose of any other lawful action, the Board of Directors may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted, and which record date shall be not more than sixty (60) days prior to such action. If no record date is fixed, the record date for determining stockholders for any such purpose shall be at the close of business on the day on which the Board of Directors adopts the resolution relating thereto.

6. MEANING OF CERTAIN TERMS. As used herein in respect of the right to notice of a meeting of stockholders or a waiver thereof or to participate or vote thereat or to consent or dissent in writing in lieu of a meeting, as the case may be, the term "share" or "shares" or "share of stock" or "shares of stock" or "stockholder" or "stockholders" refers to an outstanding share or shares of stock and to a holder or holders of record of outstanding shares of stock when the corporation is authorized to issue only one (1) class of shares of stock, and said reference is also intended to include any outstanding share or shares of stock and any holder or holders of record of outstanding shares of stock of any class upon which or upon whom the Amended and Restated Certificate of Incorporation of the corporation (as the same may be amended or amended and restated from time to time, including by any certificate of designations relating to any class or series of preferred stock, the "Certificate of Incorporation") confers such rights where there are two (2) or more classes or series of shares of stock or upon which or upon whom the General Corporation Law confers such rights notwithstanding that the Certificate of Incorporation may provide for more than one (1) class or series of shares of stock, one (1) or more of which are limited or denied such rights thereunder; provided, however, that no such right shall vest in the event of an increase or a decrease in the authorized number of shares of stock of any class or series which is otherwise denied voting rights under the provisions of the Certificate of Incorporation, except as any provision of law may otherwise require. All masculine pronouns used in these By-laws shall include both sexes; the singular shall include the plural and the plural the singular unless the context otherwise requires.

7. STOCKHOLDER MEETINGS.

– TIME. There shall be an annual meeting of the stockholders on the date and at the time fixed, from time to time, by the directors within thirteen months after the date of the preceding annual meeting. A special meeting shall be held on the date and at the time fixed by the directors.

– PLACE. Annual meetings and special meetings shall be held at such place, within or without the State of Delaware, as the directors may, from time to time, fix. Whenever the directors shall fail to fix such place, the meeting shall be held at the registered office of the corporation in the State of Delaware.

– CALL. Annual meetings and special meetings may be called by the directors or by any officer instructed by the directors to call the meeting.

– NOTICE OR WAIVER OF NOTICE. Written notice of all meetings shall be given, stating the place, date, and hour of the meeting and stating the place within the city or other municipality or community at which the list of stockholders of the corporation may be examined. The notice of an annual meeting shall state that the meeting is called for the election of directors and for the transaction of other business which may properly come before the meeting, and shall (if any other action which could be taken at a special meeting is to be taken at such annual meeting) state the purpose or purposes. The notice of a special meeting shall in all instances state the purpose or purposes for which the meeting is called. The notice of any meeting shall also include, or be accompanied by, any additional statements, information, or documents prescribed by the General Corporation Law. Except as otherwise provided by the General Corporation Law, a copy of the notice of any meeting shall be given, personally or by mail, not less than ten (10) days nor more than sixty (60) days before the date of the meeting, unless the lapse of the prescribed period of time shall have been waived, and directed to each stockholder at his record address or at such other address which he may have furnished by request in writing to the Secretary of the corporation. Notice by mail shall be deemed to be given when deposited, with postage thereon prepaid, in the United States Mail. If a meeting is adjourned to another time, not more than thirty (30) days hence, and/or to another place, and if an announcement of the adjourned time and/or place is made at the meeting, it shall not be necessary to give notice of the adjourned meeting unless the directors, after adjournment, fix a new record date for the adjourned meeting. Notice need not be given to any stockholder who submits a written waiver of notice signed by him before or after the time stated therein. Attendance of a stockholder at a meeting of stockholders shall constitute a waiver of notice of such meeting, except when the stockholder attends the meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the stockholders need be specified in any written waiver of notice.

– STOCKHOLDER LIST. The officer who has charge of the stock ledger of the corporation shall prepare and make, at least ten (10) days before every meeting of stockholders, a complete list of the stockholders, arranged in alphabetical order, and showing the address of each

stockholder and the number of shares registered in the name of each stockholder. Such list shall be open to the examination of any stockholder, for any purpose germane to the meeting, during ordinary business hours, for a period of at least ten (10) days prior to the meeting, either at place within the city or other municipality or community where the meeting is to be held, which place shall be specified in the notice of the meeting, or if not so specified, at the place where the meeting is to be held. The list shall also be produced and kept at the time and place of the meeting during the whole time thereof, and may be inspected by any stockholder who is present. The stock ledger shall be the only evidence as to who are the stockholders entitled to examine the stock ledger, the list required by this section or the books of the corporation, or to vote at any meeting of stockholders.

– CONDUCT OF MEETING. Meetings of the stockholders shall be presided over by one (1) of the following officers in the order of seniority and if present and acting - the Chairman of the Board of Directors, if any, the Vice-Chairman of the Board of Directors, if any, the President, a Vice-President, or, if none of the foregoing is in office and present and acting, by a chairman to be chosen by the stockholders. The Secretary of the corporation, or in his absence, an Assistant Secretary, shall act as secretary of every meeting, but if neither the Secretary nor an Assistant Secretary is present the Chairman of the meeting shall appoint a secretary of the meeting.

– PROXY REPRESENTATION. Every stockholder may authorize another person or persons to act for him by proxy in all matters in which a stockholder is entitled to participate whether by waiving notice of any meeting, voting or participating at a meeting, or expressing consent or dissent without a meeting. Every proxy must be signed by the stockholder or by his attorney-in-fact. No proxy shall be voted or acted upon after three (3) years from its date unless such proxy provides for a longer period. A duly executed proxy shall be irrevocable if it states that it is irrevocable and, if, and only as long as, it is coupled with an interest sufficient in law to support an irrevocable power. A proxy may be made irrevocable regardless of whether the interest with which it is coupled is an interest in the stock itself or an interest in the corporation generally.

– INSPECTORS. The directors, in advance of any meeting, may, but need not, appoint one (1) or more inspectors of election to act at the meeting or any adjournment thereof. If an inspector or inspectors are not appointed, the person presiding at the meeting may, but need not, appoint one (1) or more inspectors. In case any person who may be appointed as an inspector fails to appear or act, the vacancy may be filled by appointment made by the directors in advance of the meeting or at the meeting by the person presiding thereat. Each inspector, if any, before entering upon the discharge of his duties, shall take and sign an oath faithfully to execute the duties of inspectors at such meeting with strict impartiality and according to the best of his ability. The inspectors, if any, shall determine the number of shares of stock outstanding and the voting power of each, the shares of stock represented at the meeting, the existence of a quorum, the validity and effect of proxies, and shall receive votes, ballots, or consents, hear and determine all challenges and questions arising in connection with the right to vote, count and tabulate all votes, ballots, or consents, determine the result, and do such acts as are proper to conduct the election or vote with fairness to all stockholders. On request of the person presiding at the meeting, the inspector or inspectors, if any, shall make a report in writing of any challenge.

question, or matter determined by him or them and execute a certificate of any fact found by him or them. Except as otherwise required by subsection (e) of Section 231 of the General Corporation Law, the provisions of that Section shall not apply to the corporation.

– QUORUM. The holders of a majority of the shares of each class or series of stock issued and outstanding and entitled to vote, present in person or represented by proxy, shall constitute a quorum at a meeting of stockholders for the transaction of any business. The stockholders present may adjourn the meeting despite the absence of a quorum.

– VOTING. Each share of stock shall entitle the holder thereof to one (1) vote. Each director (as defined below) shall be elected by the vote of the majority of the votes cast with respect to the director at any meeting for the election of directors at which a quorum is present, provided that if the number of nominees for director exceeds the number of directors to be elected, the directors shall be elected by the vote of a plurality of the shares represented in person or by proxy at any such meeting and entitled to vote on the election of directors. For purposes of this Section, a majority of votes cast means that the number of shares voted “for” a director must exceed the number of votes cast “against” such director. If a director is not elected, the director shall offer to tender his or her resignation to the Board of Directors. The Corporate Governance and Nominating Committee of the Board of Directors (the “Nominating Committee”) will make a recommendation to the Board of Directors on whether to accept or reject the resignation, or whether other action is to be taken. The Board of Directors will act on the Committee’s recommendation and publicly disclose its decision and the rationale behind it within ninety (90) days from the date of the certification of the election results. The director who tenders his or her resignation will not participate in the Board of Directors’ decision. Any other action shall be authorized by a majority of the votes of each class or series of stock present and entitled to vote on such matter except where the General Corporation Law prescribes a different percentage of votes and/or a different exercise of voting power, and except as may be otherwise prescribed by the provisions of the Certificate of Incorporation and these Third Amended and Restated By-laws of the corporation (as the same may be amended or amended and restated from time to time, the “By-laws”). In the election of directors, and for any other action, voting need not be by ballot.

8. STOCKHOLDER ACTION WITHOUT MEETINGS. Any action required by the General Corporation Law to be taken at any annual or special meeting of stockholders, or any action which may be taken at any annual or special meeting of stockholders, may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to those stockholders who have not consented in writing. Action taken pursuant to this paragraph shall be subject to the provisions of Section 228 of the General Corporation Law.

ARTICLE II
DIRECTORS

1. **FUNCTIONS AND DEFINITION.** The business and affairs of the corporation shall be managed by or under the direction of the Board of Directors of the corporation. The Board of Directors shall have the authority to fix the compensation of the members thereof. The use of the phrase “whole board” herein refers to the total number of directors which the corporation would have if there were no vacancies.

2. **QUALIFICATIONS AND NUMBER.** A director need not be a stockholder, a citizen of the United States, or a resident of the State of Delaware. The authorized number of directors constituting the whole board shall be seven (7).

3. **ELECTION AND TERM.**

– COMMON DIRECTORS. The directors in office as of the date hereof, any directors who are subsequently elected at an annual meeting of stockholders and directors who are elected as directors in the interim to fill vacancies (and newly created directorships resulting from any increases in the number of directors in accordance with the provisions of these By-laws), unless otherwise provided in the corporation’s Certificate of Incorporation, shall hold office until the next annual meeting of stockholders and until their successors are elected and qualified or until their earlier death, disability, retirement, resignation or removal. Any director may resign at any time upon written notice to the corporation.

– VACANCIES. Except as the General Corporation Law may otherwise require, in the interim between annual meetings of stockholders or of special meetings of stockholders called for the election of directors and/or for the removal of one (1) or more directors and for the filling of any vacancy in that connection, newly created directorships and any vacancy in the Board of Directors occurring because of the death, disability, retirement, resignation or removal of a director, including an unfilled vacancy resulting from the removal of a director for cause or without cause, may be filled by the vote of a majority of the remaining directors then in office, although less than a quorum, or by the sole remaining director.

4. **MEETINGS.**

– TIME. Meetings shall be held at such time as the Board of Directors shall fix, except that the first meeting of a newly elected Board of Directors shall be held as soon after its election as the directors may conveniently assemble.

– PLACE. Meetings shall be held at such place within or without the State of Delaware as shall be fixed by the Board of Directors.

– CALL. No call shall be required for regular meetings for which the time and place have been fixed. Special meetings may be called by or at the direction of the Chairman of the Board of Directors, if any, the Vice-Chairman of the Board of Directors, if any, of the President, or of a majority of the directors in office.

– NOTICE OR ACTUAL OR CONSTRUCTIVE WAIVER. No notice shall be required for regular meetings for which the time and place have been fixed. Written, oral, or any other mode of notice of the time and place shall be given for special meetings in sufficient time for the convenient assembly of the directors thereat. Notice need not be given to any director or to any member of a committee of directors who submits a written waiver of notice signed by him before or after the time stated therein. Attendance of any such person at a meeting shall constitute a waiver of notice of such meeting, except when he attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the directors need be specified in any written waiver of notice.

– QUORUM AND ACTION. A majority of the whole Board of Directors shall constitute a quorum except when a vacancy or vacancies prevents such majority, whereupon a majority of the directors in office shall constitute a quorum, provided, that such majority shall constitute at least one-third (1/3) of the whole Board of Directors. A majority of the directors present, whether or not a quorum is present, may adjourn a meeting to another time and place. Except as herein otherwise provided, and except as otherwise provided by the General Corporation Law, the vote of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. The quorum and voting provisions herein stated shall not be construed as conflicting with any provisions of the General Corporation Law and these By-laws which govern a meeting of directors held to fill vacancies and newly created directorships in the Board of Directors or action of disinterested directors.

Any member or members of the Board of Directors or of any committee designated by the Board of Directors, may participate in a meeting of the Board of Directors, or any such committee, as the case may be, by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other.

– CHAIRMAN OF THE MEETING. The Chairman of the Board of Directors, if any and if present and acting, shall preside at all meetings. Otherwise, the Vice-Chairman of the Board of Directors, if any and if present and acting, or the President, if present and acting, or any other director chosen by the Board of Directors, shall preside.

5. REMOVAL OF DIRECTORS. Except as may otherwise be provided by the General Corporation Law, any director may be removed, with or without cause, by the holders of a majority of the shares of Common Stock then entitled to vote at an election of directors.

6. COMMITTEES. The Board of Directors may, by resolution passed by a majority of the whole Board of Directors, designate one (1) or more committees, each committee to consist of one (1) or more of the directors of the corporation. The Board of Directors may designate one (1) or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of any member of any such committee or committees, the member or members

thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in the place of any such absent or disqualified member. Any such committee, to the extent provided in the resolution of the Board of Directors, shall have and may exercise the powers and authority of the Board of Directors in the management of the business and affairs of the corporation with the exception of any authority the delegation of which is prohibited by Section 141 of the General Corporation Law, and may authorize the seal of the corporation to be affixed to all papers which may require it. Notwithstanding the foregoing, each director that serves on either the Compensation Committee of the Board of Directors or the Audit Committee of the Board of Directors must be affirmatively determined by the Board of Directors to satisfy the requirements established by the Nasdaq Global Select Market to be considered an "independent" member of the Board of Directors.

7. **WRITTEN ACTION.** Any action required or permitted to be taken at any meeting of the Board of Directors or any committee thereof may be taken without a meeting if all members of the Board of Directors or committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board of Directors or committee.

ARTICLE III **OFFICERS**

The officers of the corporation shall consist of a President, a Secretary, a Treasurer, and, if deemed necessary, expedient, or desirable by the Board of Directors, a Chairman of the Board of Directors, a Vice-Chairman of the Board of Directors, an Executive Vice-President, one (1) or more other Vice-Presidents, one (1) or more Assistant Secretaries, one (1) or more Assistant Treasurers, and such other officers with such titles as the resolution of the Board of Directors choosing them shall designate. Except as may otherwise be provided in the resolution of the Board of Directors choosing him, no officer other than the Chairman or Vice-Chairman of the Board of Directors, if any, need be a director. Any number of offices may be held by the same person, as the directors may determine.

Unless otherwise provided in the resolution choosing him, each officer shall be chosen for a term which shall continue until the meeting of the Board of Directors following the next annual meeting of stockholders and until his successor shall have been chosen and qualified.

All officers of the corporation shall have such authority and perform such duties in the management and operation of the corporation as shall be prescribed in the resolutions of the Board of Directors designating and choosing such officers and prescribing their authority and duties, and shall have such additional authority and duties as are incident to their office except to the extent that such resolutions may be inconsistent therewith. The Secretary or an Assistant Secretary of the corporation shall record all of the proceedings of all meetings and actions in writing of stockholders, directors, and committees of directors, and shall exercise such additional authority and perform such additional duties as the Board of Directors shall assign to him. Any officer may be removed, with or without cause, by the Board of Directors. Any vacancy in any office may be filled by the Board of Directors.

ARTICLE IV
CORPORATE SEAL

The corporate seal shall be in such form as the Board of Directors shall prescribe.

ARTICLE V
FISCAL YEAR

The fiscal year of the corporation shall be fixed, and shall be subject to change, by the Board of Directors.

ARTICLE VI
CONTROL OVER BY-LAWS

Subject to the provisions of the Certificate of Incorporation and the provisions of the General Corporation Law, the power to amend, alter or repeal these By-laws and to adopt new By-laws may be exercised by the Board of Directors or by the stockholders.

* * *

JAKKS PACIFIC, INC. SUBSIDIARIES

Subsidiary	Jurisdiction
Disguise Limited	Hong Kong
Disguise, Inc.	Delaware
JAKKS France, S.A.S	France
JAKKS Pacific (Asia) Limited	Hong Kong
JAKKS Pacific (Canada), Inc.	Canada
JAKKS Pacific (HK) Limited	Hong Kong
JAKKS Pacific (Shenzhen) Limited	China
JAKKS Pacific (UK) Ltd.	United Kingdom
JAKKS Pacific Germany GmbH	Germany
JAKKS Pacific Italy S.r.l.	Italy
JAKKS Pacific Trading Limited	Hong Kong
JAKKS Sales LLC	Delaware
JKP Mexico Holdings, S.A. de C.V.	Mexico
JAKKS Europe B.V.	Netherlands
Moose Mountain Marketing, Inc.	New Jersey
Moose Mountain Toymakers Limited	Hong Kong

Consent of Independent Registered Public Accounting Firm

We hereby consent to the incorporation by reference in the Registration Statements on Form S-3 (No. 333-219128, 333-233665, and 333-267958) of JAKKS Pacific, Inc. (the Company) of our reports dated March 15, 2024, relating to the consolidated financial statements, and the effectiveness of the Company's internal control over financial reporting, which appear in this Annual Report on Form 10-K.

/s/ BDO USA, P.C.
Los Angeles, California

March 15, 2024

CERTIFICATIONS

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

1. I have reviewed this Annual Report on Form 10-K of JAKKS Pacific, Inc. (“Company”);

2. Based upon my knowledge, this annual 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 annual report;

3. Based upon my knowledge, the financial statements, and other financial information included in this annual 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 annual report;

4. 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 controls over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Company and we 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 annual 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 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 annual report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this annual report based upon such evaluation; and

d) disclosed in this annual report any change in the Company’s internal control over financial reporting that occurred during the Company’s fourth fiscal quarter that has materially affected, or is reasonably likely to materially affect, the Company’s internal control over financial reporting; and

5. The Company’s other certifying officer and I have disclosed, based upon 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:

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.

Date: March 15, 2024

By:

/s/ STEPHEN G. BERMAN

Stephen G. Berman
Chief Executive Officer

CERTIFICATIONS

I, John L. Kimble, Chief Financial Officer, certify that:

1. I have reviewed this Annual Report on Form 10-K of JAKKS Pacific, Inc. (“Company”);

2. Based upon my knowledge, this annual 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 annual report;

3. Based upon my knowledge, the financial statements, and other financial information included in this annual 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 annual report;

4. 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 controls over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Company and we 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 annual 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 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 annual report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this annual report based upon such evaluation; and

d) disclosed in this annual report any change in the Company’s internal control over financial reporting that occurred during the Company’s fourth fiscal quarter that has materially affected, or is reasonably likely to materially affect, the Company’s internal control over financial reporting; and

5. The Company’s other certifying officer and I have disclosed, based upon 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:

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.

Date: March 15, 2024

By:

/s/ JOHN L. KIMBLE

John L. Kimble
Chief Financial Officer

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 Annual Report on Form 10-K for the year ended December 31, 2023 (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.

Date: March 15, 2024

By:

/s/ STEPHEN G. BERMAN

Stephen G. Berman
Chief Executive Officer

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 Annual Report on Form 10-K for the year ended December 31, 2023 (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.

Date: March 15, 2024

By: _____
/s/ JOHN L. KIMBLE
John L. Kimble
Chief Financial Officer