SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-QSB

(MARK ONE)

[X] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934 FOR THE QUARTER ENDED SEPTEMBER 30, 1997

[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934 FOR THE TRANSITION PERIOD FROM ________________ TO _________________

COMMISSION FILE NUMBER - 0-28104

JAKKS PACIFIC, INC.
(EXACT NAME OF SMALL BUSINESS ISSUER AS SPECIFIED IN ITS CHARTER)

DELAWARE	95-4527222
(STATE OR OTHER JURISDICTION OF INCORPORATION OR ORGANIZATION)	(I.R.S. EMPLOYER IDENTIFICATION NO.)

22761 PACIFIC COAST HWY., 226 MALIBU, CALIFORNIA	90265
(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES)	(ZIP CODE)

ISSUER'S TELEPHONE NUMBER, INCLUDING AREA CODE: (310) 456-7799

Check whether the issuer (1) filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act during the past 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 x No

The number of shares outstanding of the Issuer's common stock is 4,942,094 (as of November 12, 1997).

JAKKS PACIFIC, INC. AND SUBSIDIARIES
INDEX TO QUARTERLY REPORT ON FORM 10-QSB
FILED WITH THE SECURITIES AND EXCHANGE COMMISSION
QUARTER ENDED SEPTEMBER 30, 1997

ITEMS IN FORM 10-QSB

JAKKS PACIFIC, INC. AND SUBSIDIARIES

Condensed Consolidated Balance Sheet
September 30, 1997 (Unaudited)

Assets

Current assets	
Cash	$ 6,639,102
Accounts receivable	8,383,082
Inventory	2,278,478
Prepaid expenses and other	2,422,413
Total current assets	19,723,075
Property and equipment, at cost	3,034,878
Less accumulated depreciation and amortization	903,769
Net property and equipment	2,131,109
Goodwill, net	10,844,401
Trademarks, net	941,779
Other	686,439
Total assets	$34,326,803

Liabilities and Stockholders' Equity

Current liabilities	
Accounts payable and accrued expenses	$ 5,194,498
Reserve for returns and allowances	1,891,391
Acquisition debt	2,092,752
Income taxes payable	793,054
Total current liabilities	9,971,695
Convertible Debentures	6,000,000
Total liabilities	15,971,695
Commitments	
Stockholders' equity	
Preferred stock, $.001 par value; 5,000 shares authorized, no shares issued	--
Common stock, $.001 par value; 25,000,000 shares authorized; 4,889,594 shares issued and outstanding	4,890
Additional paid-in capital	14,773,828
Retained earnings	3,731,634
	18,510,352
Less unearned compensation from stock option grants	155,244
Net stockholders' equity	18,355,108
Total liabilities and stockholders' equity	$34,326,803

See accompanying notes to condensed consolidated financial statements.

JAKKS PACIFIC, INC. AND SUBSIDIARIES

Condensed Consolidated Statements of Operations
For the Three and Nine Months Ended September 30, 1997 and 1996 (Unaudited)

	Three Months Ended September 30, 1997	Three Months Ended September 30, 1996	Nine Months Ended September 30, 1997	Nine Months Ended September 30, 1996
Net sales	$15,919,154	$4,458,458	$29,212,906	$7,674,958
Cost of sales	9,299,135	2,997,169	17,479,001	5,015,057
Gross profit	6,620,019	1,461,289	11,733,905	2,659,901
Selling, general and administrative expenses	4,599,163	801,689	8,819,249	1,840,258
Income from operations	2,020,856	659,600	2,914,656	819,643
Other (income) and expense:				
Interest expense	173,064	4,606	507,186	58,530
Interest income	(60,116)	(74,782)	(228,409)	(121,921)
Income before income taxes	1,907,908	729,776	2,635,879	883,034
Provision for income taxes	452,449	101,333	520,385	33,243
Net income	$1,455,459	$ 628,443	$ 2,115,494	$ 849,791
Net income per share	$ 0.29	$ 0.15	$ 0.45	$ 0.26
Weighted average number of common and common equivalent shares outstanding	5,092,000	4,218,000	4,693,000	3,272,000

See accompanying notes to condensed consolidated financial statements.

JAKKS PACIFIC, INC. AND SUBSIDIARIES

Condensed Consolidated Statements of Cash Flows
For the Nine Months Ended September 30, 1997 and 1996 (Unaudited)

	Nine Months Ended September 30, 1997	1996
Cash flows from operating activities:		
Net income	$ 2,115,494	$ 849,791
Adjustments to reconcile net income to net cash used by operating activities:		
Depreciation and amortization	1,042,979	213,117
Change in accounts receivable	(5,962,612)	(1,636,559)
Change in inventory	(2,138,373)	10,865
Net change in other operating assets and liabilities	4,562,389	(455,155)
Total adjustments	(2,495,617)	(1,867,732)
Net cash used by operating activities	(380,123)	(1,017,941)
Cash flows from investing activities:		
Purchase of property and equipment	(1,579,957)	(680,030)
Purchase of trademark	(1,000,000)	--
Excess of cost over toy business assets acquired (goodwill)	(7,063,704)	--
Increase in other assets	(39,687)	(22,681)
Net cash used by investing activities	(9,683,348)	(702,711)
Cash flows from financing activities:		
Payment of acquisition debt - Justin	(191,555)	(260,930)
Proceeds from issuance of convertible debentures	6,000,000	1,300,000
Offering costs - convertible debentures	(528,532)	(195,306)
Proceeds from sale of common stock	4,000,750	9,387,500
Offering costs - common stock	(1,026,102)	(1,718,237)
Payment of notes payable to officers	--	(382,816)
Proceeds from acquisition debt - Road Champs	6,391,838	--
Payment of acquisition debt - Road Champs	(4,299,086)	--
Net cash provided by financing activities	10,347,313	8,130,211
Net increase in cash	283,842	6,409,559
Cash, beginning of period	6,355,260	81,752
Cash, end of period	$ 6,639,102	$ 6,491,311
Supplemental disclosure of cash flow information (Note 4):		
Cash paid during the period for:		
Income taxes	$ --	$ 10,520
Interest	$ 460,451	$ 49,638

See accompanying notes to condensed consolidated financial statements.

JAKKS PACIFIC, INC. AND SUBSIDIARIES
Notes to Condensed Consolidated Financial Statements
September 30, 1997

Note 1 -- Basis of presentation

The accompanying 1997 and 1996 unaudited interim condensed consolidated financial statements included herein have been prepared by the Company, without audit, pursuant to the rules and regulations of the Securities and Exchange Commission (the "SEC"). Certain information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles have been condensed or omitted pursuant to such rules and regulations. However, the Company believes that the disclosures are adequate to prevent the information presented from being misleading. These financial statements should be read in conjunction with the financial statements and the notes thereto included in the Company's Form SB-2, which contains financial information for the year ended December 31, 1996 and the nine month period from April 1, 1995 (inception) through December 31, 1995, as declared effective by the SEC (file number 333-22583) on May 1, 1997.

The information provided in this report reflects all adjustments (consisting solely of normal recurring accruals) that are, in the opinion of management, necessary to present fairly the results of operations for this period. The results for this period are not necessarily indicative of the results to be expected for the full year.

The consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries, JAKKS Acquisition Corp., a Delaware corporation, J-X Enterprises, Inc., a New York corporation, Road Champs, Inc. a Pennsylvania corporation, and JP (HK) Limited, JAKKS PACIFIC (HK) Limited (formerly JAXXS (HK) Limited), and Road Champs Limited, all of which are Hong Kong corporations. In consolidation, all significant intercompany balances and transactions are eliminated.

Earnings per share has been computed using the weighted average number of common shares and common share equivalents (which consists of Warrants and Options, to the extent they are dilutive). The difference between primary and fully diluted earnings per share is immaterial.

JAKKS PACIFIC, INC. AND SUBSIDIARIES

Notes to Condensed Consolidated Financial Statements (Continued)
September 30, 1997

Note 2 -- Issuance of convertible debentures

On January 8, 1997, the Company issued two $3,000,000 convertible debentures for a total of $6,000,000. Interest on the principal amounts outstanding will accrue at 9.0% per annum with the first monthly installment payable on February 1, 1997. If not sooner redeemed or converted into common stock, the debentures shall mature on December 31, 2003. Commencing on December 31, 1999, and the first day of each successive month thereafter prior to maturity, mandatory principal redemption installments must be made, each of such installments to be in the amount of $10 per $1,000 of the then remaining principal amount of the debenture. Such debentures are convertible at $5.75 per share into 1,043,478 shares of the Company's common stock, subject to reset and anti-dilution provisions. A stock pledge agreement has been entered into with the Company pledging as security all outstanding shares of the Company's wholly-owned subsidiaries. In addition, all marketing and manufacturing licenses acquired or to be acquired, and all machinery and equipment to the extent assignable by the Company have also been pledged as security. As compensation paid to an investment banker, 6% of the gross proceeds was paid in cash and warrants for the purchase of 150,000 shares of common stock, exercisable at $8.00 per share, were sold for $0.001 per share.

Note 3 -- Acquisition

On February 6, 1997, the Company acquired all of the stock of Road Champs, Inc. and all of the operating assets of an affiliated company for approximately $12,496,000, as adjusted. Consideration paid at closing was approximately $4,609,000 in cash plus the issuance of $1,500,000 (198,020 shares) of the Company's common stock. The balance of the adjusted purchase price of approximately $3,189,000 is to be paid in three equal installments, with the third installment payable one year after the closing of the transactions all of which will carry interest at a rate of 7.0% per annum. In addition, the payment for inventory of approximately $2,189,000, without interest, is payable within 30 days of shipment to customers and the balance was paid on August 6, 1997, and a payment of $1,009,000 which was made on May 8, 1997. Outstanding balances are secured by all acquired shares and assets, however, they are subordinate to the security interest for the convertible debentures noted above.

Note 4 -- Supplemental information to statements of cash flows

198,020 shares of common stock were issued as partial consideration for toy business assets acquired totalling $1,500,000 in 1997. The excess of cost over toy business assets acquired (goodwill) is reflected in the consolidated statement of cash flows net of the stock issued.

JAKKS PACIFIC, INC. AND SUBSIDIARIES

Notes to Condensed Consolidated Financial Statements (Continued)
September 30, 1997

Note 5 -- Recent accounting pronouncements

In February 1997, the FASB issued SFAS No. 128, "Earnings per Share" which is required to be implemented for fiscal years ending after December 15, 1997 and earlier application is not permitted. SFAS No. 128 replaces current "primary earnings per share" ("primary EPS") and "fully diluted earnings per share" ("fully diluted EPS") with "basic earnings per share" ("basic EPS") and "diluted earnings per share" ("diluted EPS"). Unlike the calculation of primary EPS which includes, in the denominator, the sum of (1) actual weighted shares outstanding and (2) "common stock equivalents" as that term is defined in the authoritative accounting literature, basic EPS is calculated using only the actual weighted average shares outstanding during the relevant periods. Diluted EPS is very similar to fully diluted EPS, differing only in technical ways which do not currently affect the Company.

The FASB issued a new standard, SFAS No. 123 "Accounting for Stock-Based Compensation," which contains a fair value-based method for valuing stock-based compensation that entities may use, which measures compensation cost at the grant date based on the fair value of the award. Compensation is then recognized over the service period, which is usually the vesting period. Alternatively, the standard permits entities to continue accounting for employee stock option and similar equity instruments under APB Opinion No. 25, " Accounting for Stock Issued to Employees." Entities that continue to account for stock options using APB Opinion No. 25 are required to make pro forma disclosures of net income and earnings per share, as if the fair value-based method of accounting defined in SFAS No. 123 had been applied. Management accounts for options under APB Opinion No. 25. If the alternative accounting-related provisions of SFAS No. 123 had been adopted as of the beginning of 1995, the effect on 1997 and 1996 net income and earnings per share would have been immaterial.

In March 1995, the FASB issued SFAS No. 121, "Accounting for the Impairment of Long-Lived Assets and for Long-Lived Assets To Be Disposed Of". SFAS No. 121 addresses the accounting for the impairment of long-lived assets, certain identifiable intangible assets and goodwill related to those assets to be held and used. It also addresses the accounting for long-lived assets and certain identifiable intangibles to be disposed of. SFAS No. 121 establishes guidance for recognizing and measuring impairment losses and requires that the carrying amount of impaired assets be reduced to fair value. SFAS No. 121 was effective for fiscal years beginning after December 15, 1995. The impact of the adoption of SFAS No. 121 did not have a material adverse effect on the Company's financial condition or results of operations.

Note 6 -- Common stock

On May 6, 1997 and June 18, 1997, the Company issued 600,000 shares and 90,000 shares, respectively, of its Common Stock at a price of $5.75 per share in connection with its public offering.

In September 1997, 16,625 shares of Common Stock were issued pursuant to the exercise of options previously granted, providing gross proceeds of $33,250 to the Company.

Note 7 -- Subsequent events

On October 24, 1997, the Company acquired the Child Guidance, Remco and related trademarks. Consideration paid was $10,600,000 in cash plus the issuance of a note payable in the amount of $1,200,000 which bears interest at 10% per annum and is payable in five quarterly installments beginning December 31, 1997. In addition, the Company entered into a Manufacturing and Supply Agreement with the Sellers of the trademarks which provides the Company with a source of manufacture and supply of products to be produced under the trademarks. Consideration of $1,400,000 is payable in quarterly installments over the agreement's thirty-month term, beginning December 31, 1997.

On October 27, 1997, the Company issued 3,525 shares of its 4% Redeemable Convertible Preferred Stock, par value $.001 per share, at a price of $2,000 per share in a private placement. The proceeds were used to partially fund the acquisition of the Child Guidance, Remco and related trademarks. These shares are convertible into 940,000 shares of the Company's common stock on or after January 1, 1998.

JAKKS PACIFIC, INC. AND SUBSIDIARIES

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 1997 AND 1996

The following discussion and analysis should be read together with the Company's Condensed Consolidated Financial Statements and Notes thereto which appear elsewhere herein.

Overview

The Company commenced operations July 1, 1995 through the acquisition of substantially all of the assets comprising the toy business of Justin Products Limited ("Justin"), a Hong Kong Corporation, and the Company has included the results of the operations acquired from Justin in its consolidated financial statements from the effective date of the acquisition, July 1, 1995.

In 1996, the Company expanded its product lines to include products based on licensed characters and properties such as World Wrestling Federation action figures and Power Rangers ZEO and Turbo mini vehicles.

Effective February 1, 1997, the Company acquired Road Champs, Inc. ("Road Champs"), a developer, manufacturer and marketer of die cast toy and collectible vehicles.

Results of Operations

Three Months Ended September 30, 1997 and 1996

Net income for the three months ended September 30, 1997 totaled $1,455,459, or $0.29 per share, compared to net income of $628,443, or $0.15 per share, for the comparable period in 1996. This variance is attributable to the following:

Net Sales. Net sales were $15,919,154 in 1997 and $4,458,458 in 1996, an increase of $11,460,696 or 257%. This increase in net sales was primarily the result of continued sales of the World Wrestling Federation action figures and the sales of the recently acquired Road Champs product line from February 1, 1997. Other products contributing to the results were the Company's holiday doll line, Power Rangers Turbo vehicles and the Turbo Touch Racer line of radio controlled vehicles which was launched this quarter.

Gross Profit. Gross profit increased as a percentage of net sales to 41.6% in 1997 from 32.8% in 1996. This increase as a percentage of net sales was due to increasing sales of products featuring licensed characters and properties with higher after-royalty margins, as well as the semi-fixed nature of amortization of molds and tools which decrease as a percentage of net sales as net sales increase.

Selling, General and Administrative Expenses. Selling, general and administrative expenses were $4,599,163 in 1997 and $801,689 in 1996, constituting 28.9% and 18.0% of net sales, respectively. The overall dollar increase of $3,797,474 and increase as a percentage of net sales were due to the increase in variable selling expenses, including freight, sales commission and travel expenses, which is attributable to the significant increase in net sales, as well as to staffing and infrastructure additions for the Company and expenses related to the acquired operations of Road Champs.

Interest, Net. The Company had various interest-bearing instruments outstanding during 1997 and 1996. Such instruments included those issued pursuant to private offerings and the Road Champs acquisition in 1997. In 1997, the total principal and average outstanding balance of such instruments were significantly higher than in 1996 resulting in an increase in interest expense of $168,458, or 3,657%, in addition to moderately decreased interest income of $14,666, or 19.6%, received on the Company's average cash balance. The average cash balance in 1997 was moderately lower than in 1996.

Income Taxes. In 1997, the Company recorded a provision for taxes based on its estimated effective tax rate which resulted in an increase in income taxes from 1996 in the amount of $351,116 due to the corresponding increase in operating income.

Nine Months Ended September 30, 1997 and 1996

Net income for the nine months ended September 30, 1997 totaled $2,115,494 or $0.45 per share compared to net income of $849,791 or $0.26 per share, for the comparable period in 1996. This variance is attributable to the following:

Net Sales. Net sales were $29,212,906 in 1997 and $7,674,958 in 1996, an increase of $21,537,948 or 281%. This increase in net sales was primarily the result of continued sales of the World Wrestling Federation action figures, fashion dolls, Power Rangers Turbo vehicles, the recently acquired Road Champs product line of die cast toys and vehicles and the launch of the Reactor and Turbo Touch Racer radio controlled vehicles.

Gross Profit. Gross profit increased as a percentage of net sales to 40.2% in 1997 from 34.7% in 1996. The increase as a percentage of net sales was due to a change in the product mix which consisted more of higher margin lines such as dolls, action figures and vehicles in 1997. Another contributing factor is that amortization of molds and tools is semi-fixed and, accordingly, decreases as a percentage of net sales as net sales increase.

Selling, General and Administrative Expense. Selling, general and administrative expense were $8,819,249 in 1997 and $1,840,258 in 1996 constituting 30.2% and 24.0% of net sales, respectively. The increase as a percentage of net sales was primarily due to the significant increase in overhead expenses. The overall dollar increase of $6,978,991 was due to the increase in variable selling expenses including freight, sales commissions and travel expenses, which is attributable to the significant increase in net sales, as well as to staffing and infrastructure additions for the Company and expenses related to the acquired operations of Road Champs.

Interest, Net. The company had various interest-bearing instruments outstanding during 1997 and 1996. Such instruments included those issued pursuant to private offerings and the Road Champs acquisition in 1997. In 1997, the total principal and average outstanding balance of such instruments were significantly higher than in 1996 resulting in an increase in interest expense of $448,656, or 767%, which was partially offset by increased interest income of $106,488, or 87% received on the Company's average cash balances. The average cash balance in 1997 was significantly higher than in 1996 due in part to the receipt of net proceeds from certain convertible debentures issued in January 1997 as well as from the Company's public offering of its common stock in May and June 1997.

Income Taxes. In 1997, the Company recorded a provision for taxes based on its estimated effective tax rate which resulted in an increase in income taxes from 1996 in the amount of $487,142 due to the corresponding increase in operating income.

Liquidity and Capital Resources

As of September 30, 1997 the Company had working capital of $9,751,380 as compared to $7,824,155 at December 31, 1996. The change was due to proceeds received from the issuance of the convertible debentures pursuant to a private offering and the secondary offering of the Company's common stock and offset by the purchase of Road Champs, the consideration of which consisted of cash, common stock and debt. During the nine months ended September 30, 1997, operating activities of the Company used cash of $380,123, which resulted from an increase of $5,962,612 in accounts receivable due to higher sales at the end of the third quarter of 1997 as compared to the end of fourth quarter of 1996 as well as from the increase in inventory of $2,138,373 acquired primarily in connection with the Road Champs acquisition, offset by net income and non-cash charges to income of $2,115,494 and $1,042,979, respectively.

Financing activities for the nine month period ended September 30, 1997 provided cash of $10,347,313, due primarily to the issuance of convertible debentures in the principal amount of $6,000,000, the issuance of debt in the amount of $6,391,838 as part of the purchase price for the Company's acquisition of Road Champs and net proceeds from the sale of common stock of $2,974,648. Offsetting the proceeds of these issuances were offering costs related to the debentures as well as a public offering of the Company's common stock and the payment of acquisition debt related to the Justin and Road Champs acquisitions.

The Company's investing activities for the nine month period ended September 30, 1997 were primarily related to the purchase of molds and tooling ($1,579,957) and goodwill ($7,063,704 net of $1,500,000 in common stock issued), and trademarks ($1,000,000) in connection with the acquisition of Road Champs. The Company, in keeping with its strategy to develop and market new products using entertainment properties and characters, is continually pursuing licenses for such usage and expects to continue to invest in this area.

Management believes that the existing cash resources and working capital and cash expected to be provided from operations will be sufficient to meet the cash needs of the Company for the foreseeable future. Although operating activities are expected to provide cash, to the extent the Company grows significantly in the future, its operating and investing activities may use cash and, consequently, such growth may require the Company to obtain additional sources of financing. The foregoing forward-looking statements and information relating to the Company are based on the beliefs of Management, as well as assumptions made by and information currently available to the Company. When used in this paragraph, or elsewhere in this document, the words "anticipate," "believe," "estimate," and "expect" and similar expressions, as they relate to the Company, are intended to identify forward-looking statements. Such statements reflect the current views of the Company with respect to future events and are subject to certain risks, uncertainties and assumptions. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those described herein as anticipated, believed, estimated or expected. The Company does not intend to update these forward-looking statements.

PART II. OTHER INFORMATION

ITEM 2. CHANGES IN SECURITIES

(c) Recent Sales of Unregistered Securities

On July 30, 1997, the Board of Directors of the Company authorized the retention of Silverman Heller & Associates ("Silverman") as the Company's public relations firm. As partial consideration therefor, Silverman was granted options to purchase 10,000 shares of the Company's Common Stock at an exercise price of $6.875 per share.

On July 30, 1997, the Board of Directors of the Company authorized the engagement of Joseph Charles & Associates, Inc. ("Joseph Charles") to serve as a financial advisor to the Company for a term of three years to consult the Company in connection with potential acquisitions, equity financing and other business related activities, and in consideration therefor, received an option to purchase 50,000 shares of the Company's Common Stock, at an exercise price of $6.875 per share.

All of the foregoing options are immediately exercisable and expire on July 30, 2002.

Exemption from registration under the Securities Act is claimed for the sale of all of the securities set forth above in reliance upon the exemption afforded by Section 4(2) of the Securities Act for transactions not involving a public offering. Each certificate evidencing such shares of Common Stock, warrants and convertible debentures originally bore, and some continue to bear, an appropriate restrictive legend, and "stop transfer" orders were originally maintained (or are still maintained) on the Company's stock transfer records for such shares of Common Stock.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITYHOLDERS

A Proxy Statement was mailed on or about June 23, 1997 to shareholders of record of the Company as of June 13, 1997 in connection with the Company's 1997 Annual Meeting of Shareholders, which was held on July 30, 1997 at the Company's New York Showroom, 200 Fifth Avenue, Suite 550, New York, New York. At the Meeting, the shareholders voted on three matters and all of such matters were approved.

The first matter was the election of the members of the Board of Directors. The five directors elected and the tabulation of the votes (both in person and by proxy) was as follows:

Nominees for Directors	For	Withheld	Against
Jack Friedman	4,001,326	16,200	0
Stephen Berman	4,002,826	14,700	0
Murray L. Skala	4,000,076	17,450	0
Michael Miller	4,000,626	16,900	0
Robert Glick	4,000,626	16,900	0

There were 0 broker held non-voted shares represented at the Meeting with respect to this matter.

The second matter upon which the shareholders voted was the proposal to ratify the appointment by the Board of Directors of Pannell Kerr Forster as independent certified public accountants for the Company for 1997. The tabulation of the votes (both in person and by proxy) was as follows:

For	Against	Abstentions
3,990,476	17,850	9,200

There were 0 broker held non-voted shares represented at the Meeting with respect to this matter.

The third matter upon which the shareholders voted was the proposal to adopt the Company's Amended and Restated 1996 Stock Option Plan. The tabulation of the votes (both in person and by proxy) was as follows:

For	Against	Abstentions
1,933,033	147,075	21,852

There were 1,915,566 broker held non-voted shares represented at the Meeting with respect to this matter.

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

(a) Exhibit No.

3.1	Restated Certificate of Incorporation of the Company(1)
3.2.1	By-Laws of the Company(1)
3.2.2	Amendment to By-Laws of the Company(2)
*27	Financial Data Schedule

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* Filed herewith.

(1) Filed previously as an exhibit to the Company's Registration Statement on Form SB-2 (File No. 333-2048-LA), dated May 1, 1996, and incorporated herein by reference.

(2) Filed previously as an exhibit to the Company's Registration Statement on Form SB-2 (File No. 333-22583) which became effective on April 24, 1997, and incorporated herein by reference.

(b) Report on Form 8-K

No Current Reports on Form 8-K were filed during the third quarter of 1997.

SIGNATURES

In accordance with Section 13 or 15(d) of the Exchange Act, the registrant has caused this report to be signed on its behalf by the undersigned, thereto duly authorized.

Registrant:

JAKKS PACIFIC, INC.

Date: November 12, 1997

By: /s/ Jack Friedman

President
(Principal Executive Officer)

Date: November 12, 1997

By: /s/ Joel M. Bennett

Chief Financial Officer
(Principal Financial and
Accounting Officer)

9-MOS
DEC-31-1997
JAN-01-1997
SEP-30-1997
6,639,102
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8,383,082
0
2,278,478
19,723,075
3,034,878
903,769
34,326,803
9,971,695
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29,212,906
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17,479,001
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520,385
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2,115,494
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0.45