

Registration No.

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

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

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

Delaware
(State or other jurisdiction of incorporation or organization)

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

22761 Pacific Coast Highway
Malibu, California 90265
(Address of principal executive offices)

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

JACK FRIEDMAN
Chairman and Chief Executive Officer
JAKKS Pacific, Inc.
22761 Pacific Coast Highway
Malibu, California 90265
(310) 456-7799
(Name, address and telephone number, including area code, of agent for service)

Copy to:
MURRAY L. SKALA, ESQ.
Feder, Kaszovitz, Isaacson, Weber, Skala & Bass LLP
750 Lexington Avenue
New York, New York 10022

Approximate date of commencement of proposed sale to the public:
From time to time after the
Registration Statement becomes effective.

CALCULATION OF REGISTRATION FEE

TITLE OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED	PROPOSED MAXIMUM OFFERING PRICE PER SHARE	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE	AMOUNT OF REGISTRATION FEE
Common Stock (\$.001 par value)	500,000(1) shares	\$9.375	\$4,687,500(2)	\$1,383.00

- - - - -

- (1) Represents shares underlying the Company's Third Amended and Restated 1995 Stock Option Plan (the "Plan") for which no registration statement has been filed.
- (2) Estimated solely for purposes of calculating the registration fee on the basis of the product resulting from multiplying 500,000 shares of Common Stock by \$9.375, the average of the high and low prices of the shares of Common Stock on the Nasdaq National Market on December 2, 1998.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

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

ITEM 3. INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE.

The following documents filed with the Securities and Exchange Commission (the "Commission") by JAKKS Pacific, Inc., a Delaware corporation (the "Company" or the "Registrant"), pursuant to the Securities Exchange Act of 1934, as amended (the "Exchange Act") and the Securities Act of 1933, as amended (the "Securities Act"), are incorporated by reference in this Registration Statement:

(a) The Company's Annual Report on Form 10-KSB for the year ended December 31, 1997.

(b) The Company's Quarterly Reports on Form 10-QSB for the quarterly periods ended March 31, 1998, June 30, 1998 and September 30, 1998.

(c) The description of the Common Stock set forth in the Company's Registration Statement on Form 8-A, filed March 29, 1996 and any amendment or report filed for the purpose of updating such description.

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

ITEM 5. INTEREST OF NAMED EXPERTS AND COUNSEL.

The legality of the Common Stock included in this Prospectus has been passed upon for the Company by Feder, Kaszovitz, Isaacson, Weber, Skala & Bass LLP, New

York, New York. Murray L. Skala, a partner in such firm is a director of the Company and, as of the date of this Registration Statement, holds options to purchase 52,950 shares of Common Stock and owns 26,124 shares of Common Stock.

ITEM 8. EXHIBITS.

NUMBER	DESCRIPTION OF EXHIBIT
4.1	JAKKS Pacific, Inc. Third Amended and Restated 1995 Stock Option Plan (1)
5.1*	Opinion of Feder, Kaszovitz, Isaacson, Weber, Skala & Bass LLP
23.1*	Consent of Pannell Kerr Forster, Certified Public Accountants, a Professional Corporation
23.2*	Consent of Feder, Kaszovitz, Isaacson, Weber, Skala & Bass LLP (contained in Exhibit 5)
- - - - -	

* Filed herewith.

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

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Malibu and State of California on the 3rd day of December, 1998.

JAKKS PACIFIC, INC.

By: /s/ Jack Friedman

Jack Friedman
Chief Executive Officer and Chairman

SIGNATURE	Title	Date
/s/ JACK FRIEDMAN Jack Friedman	Chief Executive Officer and Chairman (Principal Executive Officer)	December 3, 1998
/s/ STEPHEN G. BERMAN ----- Stephen G. Berman	Chief Operating Officer, President, Secretary and Director	December 3, 1998
/s/ JOEL M. BENNETT ----- Joel M. Bennett	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	December 3, 1998
/s/ MICHAEL G. MILLER ----- Michael G. Miller	Director	December 3, 1998
/s/ MURRAY L. SKALA ----- Murray L. Skala	Director	December 3, 1998
s/ ROBERT E. GLICK ----- Robert E. Glick	Director	December 3, 1998

EXHIBITS.

NUMBER	DESCRIPTION OF EXHIBIT
4.1	JAKKS Pacific, Inc. Third Amended and Restated 1995 Stock Option Plan (1)
5.1*	Opinion of Feder, Kaszovitz, Isaacson, Weber, Skala & Bass LLP
23.1*	Consent of Pannell Kerr Forster, Certified Public Accountants, a Professional Corporation
23.2*	Consent of Feder, Kaszovitz, Isaacson, Weber, Skala & Bass LLP (contained in Exhibit 5)
- - - - -	

* Filed herewith.

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

December 3, 1998

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

Gentlemen:

We refer to the Registration Statement on Form S-8 (the "Registration Statement") to be filed by JAKKS Pacific, Inc. (the "Company") with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the "Act"), relating to the registration of 500,000 shares of the common stock of the Company, par value, \$.001 per share (the "Shares"). The Shares may be issued upon the exercise of options granted or to be granted by the Company pursuant to its Third Amended and Restated 1995 Stock Option Plan (the "Plan").

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

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

Very truly yours,

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

We hereby consent to the incorporation by reference in the Registration Statement on Form S-8 of JAKKS Pacific, Inc. of our report dated February 12, 1998, except for note 17, for which the date is April 1, 1998, on our audits of the consolidated financial statements of JAKKS Pacific, Inc. as of December 31, 1997 and 1996, and for the years then ended.

/s/ PANNELL KERR FOSTER
PANNELL KERR FOSTER

Certified Public Accountants
A Professional Corporation

Los Angeles, California
December 3, 1998

HOLDING PAGE

COPY TO COME