

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

**FORM 8-K**

CURRENT REPORT  
Pursuant to Section 13 OR 15(d) of  
The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **March 26, 2018**

**JAKKS PACIFIC, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**0-28104**  
(Commission  
File Number)

**95-4527222**  
(IRS Employer  
Identification No.)

**2951 28<sup>th</sup> Street, Santa Monica, California**  
(Address of principal executive offices)

**90405**  
(Zip Code)

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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.

---

---

---

## Item 8.01. Other Events.

As previously disclosed, on January 25, 2018 the Company received a letter (the “Letter”) from Hong Kong Meisheng Cultural Company Limited, a wholly owned subsidiary of Meisheng Cultural and Creative Corp., Ltd. (“Meisheng”), expressing Meisheng’s interest in acquiring additional shares of the Company’s common stock for \$2.95 per share for the purpose of increasing its shareholding and voting rights to 51.0% (the “Expression of Interest”). Meisheng currently owns approximately 18% of the Company’s issued and outstanding common stock. A copy of the Letter was filed as an exhibit to the Company’s Current Report on Form 8-K filed on January 26, 2018.

On March 26, 2018, the Company issued a press release announcing an update on the review and evaluation of the Expression of Interest by the special committee of independent directors (the “Special Committee”). The Company announced that the Special Committee has engaged and is actively working with Bank of America Merrill Lynch, its outside financial advisor, and Skadden, Arps, Slate, Meagher & Flom, LLP, its outside legal advisor. The Special Committee consists of Rex H. Poulsen, Michael S. Sitrick and Michael J. Gross.

In addition to its review and evaluation of the Expression of Interest, the Special Committee has been authorized to negotiate with Meisheng on behalf of the Company, consider other potential strategic alternatives, and solicit and consider alternative transactions. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K.

No assurances can be given that an agreement will result from the Expression of Interest on terms satisfactory to the Special Committee or the Board of Directors, or that any other transaction will be approved.

## Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit</u>	<u>Description</u>
----------------	--------------------

99.1	Press Release dated March 26, 2018
------	------------------------------------

---

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

JAKKS PACIFIC, INC.

Dated: March 26, 2018

By: /s/ STEPHEN G. BERMAN  
Stephen G. Berman, CEO

---

## Exhibit Index

99.1

[Press Release dated March 26, 2018](#)

## JAKKS Pacific Announces Update on Special Committee Process

SANTA MONICA, Calif.--(BUSINESS WIRE)--March 26, 2018--JAKKS Pacific, Inc. (NASDAQ: JAKK) announced today that the special committee of the Board of Directors (the "Special Committee") established to review and evaluate the non-binding proposal ("Expression of Interest") dated January 25, 2018 from Hong Kong Meisheng Cultural Company Limited ("Hong Kong Meisheng"), a wholly owned subsidiary of Meisheng Cultural and Creative Corp. (collectively, "Meisheng"), has engaged and is actively working with Bank of America Merrill Lynch, its outside financial advisor, and Skadden, Arps, Slate, Meagher & Flom, LLP, its outside legal advisor. The Special Committee consists of Rex H. Poulsen, Michael S. Sitrick and Michael J. Gross.

As previously announced by the Company on January 28, 2018, the Expression of Interest sets forth Meisheng's interest in acquiring additional shares of JAKKS common stock for \$2.95 per share. Upon completion of the proposed transaction, Meisheng's shareholdings and voting rights would increase to 51%. Hong Kong Meisheng currently owns 5,239,538 shares of JAKKS common stock constituting approximately 18% of JAKKS issued and outstanding shares of common stock.

In addition to its review and evaluation of the Expression of Interest, the Special Committee has been authorized to negotiate with Meisheng on behalf of the Company, consider other potential strategic alternatives, and solicit and consider alternative transactions.

### **About JAKKS Pacific, Inc.**

JAKKS Pacific, Inc. (NASDAQ: JAKK) is a leading designer, manufacturer and marketer of toys and consumer products sold throughout the world, with its headquarters in Santa Monica, California. JAKKS Pacific's popular proprietary brands include BIG-FIGS™, XPV®, Max Tow™, Disguise®, Moose Mountain®, Fun noodle®, Maui®, Kids Only!®; a wide range of entertainment-inspired products featuring premier licensed properties; and C'est Moi™, a youth skincare and make-up brand. Through JAKKS Cares, the company's commitment to philanthropy, JAKKS is helping to make a positive impact on the lives of children. Visit us at [www.jakks.com](http://www.jakks.com) and follow us on Instagram (@jakkstoys), Twitter (@jakkstoys) and Facebook (JAKKS Pacific).

©2018 JAKKS Pacific, Inc. All rights reserved

### **Forward Looking Statements**

This press release may contain "forward-looking statements" (within the meaning of the Private Securities Litigation Reform Act of 1995) that are based on current expectations and beliefs about JAKKS Pacific's business based partly on assumptions made by its management. These statements are not guarantees of future performance and involve risks, uncertainties and assumptions that are difficult to predict. Therefore, actual outcomes and results may differ materially from historical results or current expectations due to numerous factors, including, but not limited to, risks related to the Company's review and evaluation of the expression of interest made by Hong Kong Meisheng Cultural Company Limited, the Special Committee's consideration of other potential strategic alternatives or the potential solicitation of alternative transactions, and the effect that the announcement of such activities may have on the Company's relationships with its customers, suppliers, partners, operating results and business generally. Our SEC reports, including our Form 10-K for the fiscal year ended December 31, 2017, contain other factors that could affect our financial results and cause actual results to differ materially from any forward-looking information we may provide. The "forward-looking statements" contained herein speak only as of the date on which they are made, and JAKKS undertakes no obligation to update any of them to reflect events or circumstances after the date of this release.

CONTACT:

#### **JAKKS Pacific**

Rachel Griffin, 424-268-9553

RGriffin@jakks.net

or

#### **Liolios**

Sean McGowan, 949-574-3860

JAKK@liolios.com