

MATTEL INC /DE/  
Form 8-K  
January 30, 2017

**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):**

**January 24, 2017**

**MATTEL, INC.**

**(Exact name of registrant as specified in its charter)**

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

**001-05647**  
**(Commission**  
  
**File No.)**

**95-1567322**  
**(I.R.S. Employer**  
  
**Identification No.)**

**333 Continental Boulevard, El Segundo, California**  
**(Address of principal executive offices)**

**90245-5012**  
**(Zip Code)**

**Registrant's telephone number, including area code**

**(310) 252-2000**

**N/A**

**(Former name or former address, if changed since last report)**

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:

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))

**Section 5 Corporate Governance and Management**

**Item 5.03 Amendments to Articles of Incorporation or Bylaws.**

On January 24, 2017, the Board of Directors (the Board ) of Mattel, Inc. (the Company ) amended and restated in its entirety the Company s Amended and Restated Bylaws (the Bylaws ) to implement proxy access.

Article I, Section 14 of the Bylaws has been added to permit a stockholder, or group of up to 20 stockholders, owning at least 3% of the Company s outstanding common stock continuously for at least three years, to nominate and include in the Company s proxy materials for an annual meeting of stockholders, director nominees constituting up to the greater of two nominees or 20% of the Board, provided that the stockholder(s) and the director nominee(s) satisfy the requirements specified in the Bylaws.

The Bylaws were also amended to make updates and minor conforming changes to the advance notice provisions in Article I, Sections 9 and 10 of the Bylaws to provide for the adoption of proxy access and to make other minor administrative, clarifying and conforming changes. The amendments to the Bylaws were effective immediately.

The above description of the amendments to the Bylaws is qualified in its entirety by reference to the full text of the Bylaws, a copy of which is included as Exhibit 3.1 hereto and incorporated herein by reference.

**Section 9 Financial Statements and Exhibits**

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits:

**Exhibit**

<b>No.</b>	<b>Exhibit Description</b>
3.1	Amended and Restated Bylaws of Mattel, Inc.

**SIGNATURES**

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

Date: January 30, 2017

**MATTEL, INC.**

By: /s/ Robert Normile

Name: Robert Normile

Title: Executive Vice President, Chief Legal Officer  
and Secretary

**EXHIBIT INDEX**

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