JAKKS PACIFIC INC

Form 4 January 05, 2016

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

may continue.

See Instruction

1. Name and Address of Reporting Person * BERMAN STEPHEN G			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
(Last) (First) (Middle)		(Middle)	JAKKS PACIFIC INC [JAKK] 3. Date of Earliest Transaction	(Check all applicable)		
` /	, ,	`	(Month/Day/Year)	_X_ Director 10% Owner _X_ Officer (give title Other (specif		
C/O JAKKS PACIFIC, INC., 2951 28TH STREET		, 2931	01/01/2016	below) See Remarks		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person		
SANTA MO	NICA, CA 904	-05		Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tabl	e I - Non-E	Perivative Se	ecuriti	es Acqu	iired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securitie on(A) or Disp (Instr. 3, 4)	osed o	of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	01/01/2016		D	1,095 (3)	D	\$ 7.96 (1)	652,722 (2)	D	
Common Stock	01/01/2016		A	439,698 (4) (5)	A	\$ 7.96 (1)	1,092,420 (2)	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474

(9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transacti	5. orNumber	6. Date Exerc Expiration D		7. Title Amount		8. Price of Derivative	9. Nu Deriv
Security (Instr. 3)	or Exercise Price of Derivative Security	(Month/Day/Tear)	any (Month/Day/Year)	Code (Instr. 8)	of	(Month/Day/		Underly Securiti (Instr. 3	ying ies	Security (Instr. 5)	Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title N	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
1 8	Director	10% Owner	Officer	Other			
BERMAN STEPHEN G							
C/O JAKKS PACIFIC, INC.	X		See Remarks				
2951 28TH STREET	Λ		See Keiliaiks				
SANTA MONICA, CA 90405							

Signatures

/s/ Stephen G. 01/05/2016 Berman

**Signature of Date Reporting Person

Explanation of Responses:

- If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- Represents the closing price of the Issuer's common stock on 12/31/15, as reported by Nasdaq.
- Certain of these shares may be restricted from transfer pursuant to the minimum stock ownership provision in Holder's Employment **(2)** Agreement with the Issuer.
- Represents that number of shares surrendered by the Holder in order to satisfy a tax withholding obligation, as permitted by the terms of (3) previously reported Restricted Stock Award Agreement by and between the Holder and the Issuer and as approved by the Compensation Committee of the Issuer's Board of Directors.
- Such 439,698 shares were issued pursuant to the terms of Holder's Employment Agreement with the Issuer (as amended and clarified to (4) date) and are further subject to the terms of that certain January 1, 2016 Restricted Stock Award Agreement (the "Agreement") by and between the Holder and the Issuer.
- The 439,698 shares will vest pursuant to terms to be determined by the Issuer's Compensation Committee based upon performance criteria it establishes during the first quarter of the year of grant.

Reporting Owners 2

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Remarks:

Chief Executive Officer, President and Secretary

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.