TOPPS CO INC
Form 10-Q
January 15, 2002

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

FORM 10-Q

(Mark One)
[X] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 For the quarterly period ended December 1, 2001

OR

[ ] 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: 0-15817

THE TOPPS COMPANY, INC.
(Exact name of registrant as specified in its charter)

Delaware	11-2849283
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

One Whitehall Street, New York, NY 10004
(Address of principal executive offices, including zip code)

(212) 376-0300
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 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 outstanding shares of Common Stock as of January 11, 2002 was 42,637,000.

THE TOPPS COMPANY, INC.
AND SUBSIDIARIES

PART I - FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

PART II - OTHER INFORMATION

THE TOPPS COMPANY, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS

	(Unaudited) December 1, 2001	March 3, 2001
	(amounts in thousands except share data)	
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	$ 127,389	$ 158,741
Accounts receivable - net	21,481	10,770
Inventories	27,840	22,926
Income tax receivable	7,790	11,570
Deferred tax assets	3,528	2,444
Prepaid expenses and other current assets	3,777	4,328
TOTAL CURRENT ASSETS	191,805	210,779
PROPERTY, PLANT & EQUIPMENT	24,063	19,136
Less: accumulated depreciation and amortization	10,050	7,955
NET PROPERTY, PLANT & EQUIPMENT	14,013	11,181
INTANGIBLE ASSETS, net of accumulated amortization of $47,934 and $45,930	55,755	54,970
OTHER ASSETS	4,221	3,342
TOTAL ASSETS	$ 265,794	$ 280,272
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES:		
Accounts payable	$ 11,781	$ 13,705
Accrued expenses and other liabilities	38,165	36,969
Income taxes payable	3,114	22,026
TOTAL CURRENT LIABILITIES	53,060	72,700
DEFERRED INCOME TAXES	493	1,344
OTHER LIABILITIES	10,385	9,686
TOTAL LIABILITIES	63,938	83,730

STOCKHOLDERS' EQUITY:

Preferred stock, par value $.01 per share authorized 10,000,000 shares, none issued	--	--
Common stock, par value $.01 per share, authorized 100,000,000 shares; issued 48,970,000 shares and 48,421,000 shares as of December 1, 2001 and March 3, 2001, respectively	490	484
Additional paid-in capital	24,569	21,758
Treasury stock, 6,418,000 shares and 4,329,000 shares as of Dec. 1, 2001 and March 3, 2001, respectively	(60,307)	(38,051)
Retained earnings	244,492	217,479
Accumulated other comprehensive loss	(7,388)	(5,128)
TOTAL STOCKHOLDERS' EQUITY	201,856	196,542
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$265,794	$280,272

See Notes to Condensed Consolidated Financial Statements and Accountants' Review Report.

THE TOPPS COMPANY, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

	(Unaudited)			
	Thirteen weeks ended		Thirty-nine weeks ended	
	December 1, 2001	November 25, 2000	December 1, 2001	November 25, 2000
	(amounts in thousands, except share data)			
Net sales	$ 72,917	$ 92,700	$ 242,027	$ 378,740
Cost of sales	49,793	49,090	143,990	194,994
Gross profit on sales	23,124	43,610	98,037	183,746
Other income (expense)	718	195	(1,122)	1,166
	23,842	43,805	96,915	184,912
Selling, general and administrative expenses	17,925	18,989	61,710	63,639
Income from operations	5,917	24,816	35,205	121,273
Interest income, net	949	1,613	3,663	3,530
Income before provision for income taxes	6,866	26,429	38,868	124,803

Provision for income taxes	334	7,548	11,855	44,929
Net income	$ 6,532	$ 18,881	$ 27,013	$ 79,874
Net income per share - basic	$ 0.15	$ 0.42	$ 0.62	$ 1.77
- diluted	0.15	0.41	0.61	1.72
Weighted average shares outstanding				
- basic	42,595,000	44,796,000	43,275,000	45,228,000
- diluted	43,818,000	45,959,000	44,557,000	46,487,000

See Notes to Condensed Consolidated Financial Statements and Accountants' Review Report.

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THE TOPPS COMPANY, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF
COMPREHENSIVE INCOME

	(Unaudited)			
	Thirteen weeks ended		Thirty-nine weeks ended	
	December 1, 2001	November 25, 2000	December 1, 2001	November 25, 2000
	(amounts in thousands)			
Net income	$ 6,532	$ 18,881	$ 27,013	$ 79,874
Currency translation adjustment	(1,159)	(3,609)	(2,260)	(6,174)
Comprehensive income	$ 5,373	$ 15,272	$ 24,753	$ 73,700

See Notes to Condensed Consolidated Financial Statements and Accountants' Review Report.

THE TOPPS COMPANY, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

	(Unaudited) Thirty-nine weeks ended December 1, 2001	November 25, 2000
	(amounts in thousands)	
Cash flows from operating activities:		
Net income	$ 27,013	$ 79,874
Add non-cash items included in net income:		
Depreciation and amortization	4,196	3,400
Deferred income taxes	--	602
Change in operating assets and liabilities:		
Accounts receivable	(10,617)	3,240
Inventories	(3,953)	(2,733)
Income tax receivable	3,781	(754)
Prepaid expenses and other current assets ..	581	626
Payables and other current liabilities	(20,560)	15,964
Other liabilities	402	(5,813)
Cash provided by operating activities	843	94,406
Cash flows from investing activities:		

Purchase of subsidiary, net of cash	(5,597)	--
Additions to property, plant and equipment	(4,084)	(3,157)
Cash used in investing activities	(9,681)	(3,157)
Cash flows from financing activities:		
Exercise of stock options	2,819	1,826
Repurchase of common stock	(22,262)	(15,853)
Cash used in financing activities	(19,443)	(14,027)
Net increase/(decrease) in cash and cash equivalents	(28,281)	77,222
Effect of exchange rate changes on cash and cash equivalents	(3,071)	(217)
Cash and cash equivalents at beginning of period	158,741	75,853
Cash and cash equivalents at end of period	$ 127,389	$ 152,858

Supplemental disclosure of cash flow information:

Interest paid	$ 40	$ 98
Income taxes paid	$ 19,759	$ 24,822

See Notes to Condensed Consolidated Financial Statements and Accountants' Review Report.

THE TOPPS COMPANY, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
THIRTY-NINE WEEKS ENDED DECEMBER 1, 2001

1. Basis of Presentation

The accompanying unaudited condensed interim consolidated financial statements have been prepared by The Topps Company, Inc. and its subsidiaries (the "Company") pursuant to the rules and regulations of the Securities and Exchange Commission and reflect all adjustments which are, in the opinion of management, considered necessary for a fair presentation. Operating results for the thirty-nine weeks ended December 1, 2001 are not necessarily indicative of the results that may be expected for the year ending March 2, 2002. For further information refer to the consolidated financial statements and notes thereto in the Company's annual report for the year ended March 3, 2001.

2. Quarterly Comparison

Management believes that quarter-to-quarter comparisons of sales and operating results are affected by a number of factors, including the timing of product introductions and variations in shipping and factory scheduling requirements. Thus, annual sales and earnings amounts are unlikely to be equal each quarter.

3. Inventories

	(Unaudited) December 1, 2001	March 3, 2001
	(amounts in thousands)	
Raw Materials	$ 4,860	$ 2,804
Work In Process	2,927	805
Finished Product	20,053	19,317
Total	$27,840	$22,926

4. Segment Information

The Company has three reportable business segments: Confectionery, Collectible Sports Products and Entertainment Products.

The Confectionery segment consists of a variety of lollipop products including Ring Pop, Push Pop and Baby Bottle Pop, the Bazooka bubble gum line and other novelty confectionery products, including Pokemon confectionery products.

The Collectible Sports Products segment primarily consists of trading cards featuring players from Major League Baseball, the National Basketball Association, the National Football League and the National Hockey League, sticker/album products featuring players from certain European soccer leagues as well as the Company's sports Internet activities.

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The Entertainment Products segment consists of trading cards and sticker/album products featuring licenses from popular films, television shows and other entertainment properties including Pokemon.

The Company's management evaluates the performance of each segment based upon its contributed margin, which is profit after cost of goods sold, product development, advertising and promotional costs and obsolescence, but before unallocated general and administrative expenses and manufacturing overhead, depreciation and amortization, other income, interest and income taxes.

The Company does not allocate assets among its business segments and therefore does not include a breakdown of assets or depreciation and amortization by segment.

	Thirteen weeks ended		Thirty-nine weeks ended	
	December	November	December	November

	1, 2001	25, 2000	1, 2001	25, 2000
		(In thousands of dollars)		
Net Sales				
Confectionery	$ 31,521	$ 33,472	$ 121,770	$ 143,135
Collectible Sports Products	34,930	36,489	94,568	100,070
Entertainment Products	6,466	22,739	25,689	135,535
Total	$ 72,917	$ 92,700	$ 242,027	$ 378,740
Contributed Margin				
Confectionery	$ 10,214	$ 12,913	$ 44,790	$ 54,616
Collectible Sports Products	6,373	11,061	27,268	36,776
Entertainment Products	3,318	16,200	14,477	77,441
Total	$ 19,905	$ 40,174	$ 86,535	$ 168,833
Reconciliation of contributed margin to income before provision for income taxes:				
Total contributed margin	$ 19,905	$ 40,174	$ 86,535	$ 168,833
Unallocated general and administrative expenses and manufacturing overhead	(13,091)	(14,115)	(46,012)	(45,326)
Depreciation & amortization	(1,615)	(1,438)	(4,196)	(3,400)
Other income (expense)	718	195	(1,122)	1,166
Income from operations	5,917	24,816	35,205	121,273
Interest income, net	949	1,613	3,663	3,530
Income before provision for income taxes	$ 6,866	$ 26,429	$ 38,868	$ 124,803

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5. Reclassifications

Beginning in the first quarter of fiscal 2001 the Company changed the classification of certain accounts. Prepress, autograph and relic costs related to future period releases, which previously had been included in the balance of prepaid expenses and other current assets, have been reclassified to inventory. The cost of autographs, relics, and freight related to merchandise sold in the period, which previously had been included in selling, general and administrative expenses, has been reclassified to cost of goods sold. This presentation has been reflected on the Condensed and Consolidated Balance Sheets as of December 1, 2001 and March 3, 2001 and the Statement of Operations for the thirteen and thirty-nine week periods ended December 1, 2001 and November 25, 2000.

There is no impact on reported income from operations, net income or working capital as a result of these reclassifications.

6. Acquisition of thePit.com, Inc.

On August 26, 2001 the Company acquired all of the outstanding common stock of thePit.com, Inc., which operates a sports card exchange, for $5.6 million in cash, net. The acquisition was accounted for using the purchase method of accounting. The financial statements of thePit.com, Inc. have been consolidated into the financial statements of the Company. The allocation of the purchase price is complete and, accordingly, $780,000 ($470,000 for technology and $310,000 for marketing agreements) has been reclassified from goodwill to intangibles and is being amortized over 5 years. The amount of goodwill remaining after the reclassification is $2.0 million. $39,000 in quarterly amortization of these intangibles has been included in the Consolidated Statement of Operations for the period ended December 1, 2001.

INDEPENDENT ACCOUNTANTS' REPORT

Board of Directors and Stockholders
The Topps Company, Inc.

We have made a review of the accompanying condensed consolidated balance sheet of The Topps Company, Inc. and subsidiaries (the "Company") as of December 1, 2001, and the related condensed consolidated statements of operations and cash flows for the thirteen week periods ended December 1, 2001 and November 25, 2000. These financial statements are the responsibility of the Company's management.

We conducted our review in accordance with standards established by the American Institute of Certified Public Accountants. A review of interim financial information consists principally of obtaining an understanding of the system for the preparation of interim financial information, applying analytical procedures to financial data and of making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with auditing standards generally accepted in the United States of America, the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

Based on our review, we are not aware of any material modifications that should be made to the accompanying condensed consolidated financial statements for them to be in conformity with generally accepted accounting principles.

We have previously audited, in accordance with generally accepted auditing standards, the consolidated balance sheet of The Company as of March 3, 2001, and the related consolidated statements of operations, stockholders' equity, and cash flows for the year then ended (not presented herein); and in our report dated April 4, 2001 we expressed an unqualified opinion on those consolidated financial statements. In our opinion, the information set forth in the accompanying condensed consolidated balance sheet as of March 3, 2001 is fairly stated, in all material respects, in relation to the consolidated balance sheet from which it has been derived.

DELOITTE & TOUCHE LLP

SIGNATURE

January 8, 2002
New York, New York

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Third Quarter Fiscal Year 2002 (thirteen weeks ended December 1, 2001) versus

Third Quarter Fiscal Year 2001 (thirteen weeks ended November 25, 2000)

The following table sets forth, for the periods indicated, net sales by key business segment:

	Thirteen weeks ended		Thirty-nine weeks ended	
	December 1, 2001	November 25, 2000	December 1, 2001	November 25, 2000
	(In thousands of dollars)			
Net Sales				
Confectionery	$ 31,521	$ 33,472	$121,770	$143,135
Collectible Sports Products	34,930	36,489	94,568	100,070
Entertainment Products	6,466	22,739	25,689	135,535
Total	$ 72,917	$ 92,700	$242,027	$378,740

Net sales in the third quarter of fiscal 2002 decreased 21.3% to $72.9 million from $92.7 million for the same period last year. This decrease was primarily a function of a significant reduction in the popularity of Topps' products featuring Pokemon, which was a hot property for the Company last year. Pokemon sales decreased to $2.1 million in the quarter this year from $30.5 million last year, a difference of $28.4 million.

Net sales of confectionery products which include, among others, Bazooka brand bubble gum and Ring Pop, Push Pop, Baby Bottle Pop and Pokemon candies, decreased 5.8% in the third quarter of this year to $31.5 million from $33.5 million in fiscal 2001. Included in fiscal 2002 sales is $0.3 million from Pokemon confectionery products, a decrease of $6.5 million versus 2001. Sales of branded (non-Pokemon) confectionery products increased 16.8% in the quarter to $31.2 million, reflecting strong domestic growth of Ring Pop and Push Pop, as well as the introduction of seasonal products and solid gains overseas, particularly in Japan, Canada and Mexico.

Net sales of collectible sports products, which consist of traditional cards and sticker/album products as well as sports Internet activities, decreased 4.3% to $34.9 million in the third quarter of fiscal 2002 from $36.5 million last year. Sales of traditional sports products decreased 12% in the quarter to $31.9 million, a function of higher sales of baseball products which were more than offset by lower sales of football and basketball products. Internet activities, specifically etopps (cards sold online in an IPO format) and thePit (an online sports card exchange), generated $3.0 million in sales and $1.8 million in contributed margin losses (before overhead) in the quarter versus no sales and contributed margin impact a year ago.

Net sales of entertainment products, which consist of entertainment cards and the Merlin line of entertainment sticker/album products, decreased to $6.5 million in the third quarter of fiscal 2002 from $22.7 million in fiscal 2001 reflecting a $22.0 million decline in sales of Pokemon products to $1.8 million. During the quarter this year, the Company also sold entertainment products featuring Enduring Freedom (which chronicles the nation's war on terrorism), WWF in international markets, Lord of the Rings and Monsters, Inc.

Gross profit as a percentage of net sales in the third quarter of fiscal 2002 decreased to 31.7% as compared with 47.0% in the same period last year. Margins this year were impacted by the reduction in sales of high-margin Pokemon products, increased costs associated with sports autographs and relics, higher product development costs and an increase in product obsolescence associated with the launch of etopps.

Other income/(expense) was $718,000 this year versus $195,000 last year. This increase was primarily the result of non-cash foreign exchange gains this year on dollar-denominated cash balances held in Europe.

Selling, general and administrative ("SG&A") expenses increased as a percentage of net sales to 24.6% in the third quarter of fiscal 2002 from 20.5% a year ago primarily as a result of lower sales. SG&A dollar spending decreased to $17.9 million this year from $19.0 million in the quarter last year as a result of a reduction in the accrual for employee incentive compensation and lower marketing expenditures overseas.

Net interest income in the third quarter was $949,000 this year versus $1.6 million last year, the result of lower interest rates and a lower cash balance, on average, than last year.

Net income in the third quarter of fiscal 2002 was $6.5 million, or $0.15 per fully diluted share, as compared with $18.9 million, or $0.41 per fully diluted share last year.

Nine Months Fiscal 2002 (thirty-nine weeks ended December 1, 2001) compared to
Nine Months Fiscal 2001 (thirty-nine weeks ended November 25, 2000)

Net sales for the first nine months of fiscal 2002 decreased 36.1% to $242.0 million from $378.7 million for the same period last year. This decrease was a function of a significant reduction in Pokemon sales to $20.9 million in the period this year from $170.0 million last year. Approximately $8.5 million of the Pokemon sales in the period this year, versus $11.0 million last year, were the result of reversals of the provision for returns.

Net sales of confectionery products decreased 14.9% in the nine months this year to $121.8 million from $143.1 million in fiscal 2001, the result of a $30.9 million decline in Pokemon confectionery sales to $5.0 million this year. Excluding Pokemon products, sales of branded confectionery products increased 9.0%, driven by strong domestic growth of Ring Pop, Push Pop and Baby Bottle Pop and the introduction of seasonal products.

Net sales of collectible sports products decreased 5.5% to $94.6 million in the first nine months of fiscal 2002 from $100.1 million in the comparable period last year. Sales of traditional sports products decreased 8.7% in the period, primarily the result of lower sales of football and basketball products which were partially offset by higher sales of baseball products. Internet activities, specifically etopps (card sold online in an IPO format) and thePit (an online sports card exchange), generated $3.2 million in sales and $1.9 million in contributed margin losses (before overhead) in the nine months versus no sales and contributed margin impact a year ago.

Net sales of entertainment products decreased to $25.7 million in the first nine months of fiscal 2002 from $135.5 million in fiscal 2001 reflecting a $118.1 million decrease in sales of Pokemon products to $15.9 million this year.

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Gross profit as a percentage of net sales for the first nine months of fiscal 2002 decreased to 40.5% as compared with 48.5% for the same period last year. Margins this year were impacted by the reduction in sales of high-margin Pokemon products as well as an increase in sports autograph and relic costs and higher product development costs, partially offset by a volume rebate from a French distributor.

Other income/(expense) through nine months was an expense of $1.1 million this year versus income of $1.2 million last year, primarily as a result of non-cash foreign exchange losses of $2.0 million this year on dollar-denominated cash balances held in Europe.

Selling, general and administrative ("SG&A") expenses increased as a percentage of net sales to 25.5% in the first nine months of fiscal 2002 from 16.8% a year ago as a result of lower sales. SG&A dollar spending decreased to $61.7 million this year from $63.6 million last year as a result of lower marketing expenditures, particularly overseas, and lower costs associated with employee incentive compensation.

Net interest income increased to $3.7 million in fiscal 2002 from $3.5 million in fiscal 2001 as a result of higher cash balances, on average, than last year.

Net income in the first nine months of fiscal 2002 was $27.0 million, or $.61 per fully diluted share, as compared with $79.9 million, or $1.72 per fully diluted share last year.

Liquidity and Capital Resources

On June 26, 2000, the Company entered into a credit agreement with Chase Manhattan Bank and LaSalle Bank National Association. The agreement provides for a $35.0 million unsecured facility to cover revolver and letter of credit needs and expires on June 26, 2004. Interest rates are variable and are a function of the Company's EBITDA. The credit agreement contains restrictions and prohibitions of a nature generally found in loan agreements of this type and requires the Company, among other things, to comply with certain financial covenants, limits the Company's ability to repurchase its shares, sell or acquire assets or borrow additional money and prohibits the payment of dividends. The credit agreement may be terminated by the Company at any point over the four year term (provided the Company repays all outstanding amounts thereunder) without penalty.

In October 1999, the Board of Directors authorized the Company to repurchase up to 5 million shares of its stock. In October 1, 2001, repurchases against this authorization were completed, and the Board of Directors authorized the purchase of up to an additional 5 million shares of stock. During the third quarter of fiscal 2002, the Company repurchased 493,000 shares at an average price of $9.76, bringing total shares purchased as of December 1, 2001 to 5.3 million under these two authorizations.

As of December 1, 2001, the Company had $127.4 million in cash and cash equivalents.

During the first nine months of fiscal 2002, the Company's net decrease in cash and cash equivalents was $28.3 million versus an increase of $77.2 million in the first nine months of fiscal 2001. Cash provided by operating activities in the nine months of this year was $0.8 million versus $94.4 million last year, primarily as a result of lower net income, the payment of almost $20 million in European taxes and an increase in receivable balances (driven by higher U.S sales and unusually low receivable balances at the end of last year). Cash used in investing activities this year reflects the $5.6 million acquisition of thePit.com as well as $4.1 million in capital expenditures compared with $3.2 million in capital expenditures last year. Cash used in financing activities reflects expenditures for the repurchase of Company stock, net of the exercise of stock options, of $19.4 million this year versus $14.0 million last year.

Management believes that the Company has adequate means to meet its liquidity and capital resource needs over the foreseeable future.

Cautionary Statements

In connection with the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995 (the "Reform Act"), the Company is hereby filing cautionary statements identifying important factors that could cause actual results to differ materially from those projected in any forward-looking statements of the Company made by or on behalf of the Company, whether oral or written. Among the factors that could cause the Company's actual results to differ materially from those indicated in any such forward statements are: (i) the failure of certain of the Company's principal products, particularly sports cards, entertainment cards, lollipops or sticker/album collections, to achieve expected sales levels; (ii) quarterly fluctuations in results; (iii) the Company's loss of important licensing arrangements; (iv) the failure of the Company's Internet initiatives to achieve expected levels of success for any reason whatsoever; (v) the Company's loss of important supply arrangements with third parties; (vi) the loss of any of the Company's key customers or distributors; (vii) further prolonged and material contraction in the trading card industry as a whole; (viii) further declines in the sale of U.K. Premier League sticker/album collections; (ix) excessive returns of the Company's products; (x) an adverse outcome in any of the Company's material legal proceedings; (xi) civil unrest, currency devaluation, terrorism or political upheaval in the U.S. or certain foreign countries in which the Company conducts business; as well as other risks detailed from time to time in the Company's reports and registration statements filed with the Securities and Exchange Commission.

ITEM 3. DISCLOSURES ABOUT MARKET RISK

The Company's exposures to market risk associated with activities in derivative financial instruments (e.g., hedging or currency swap agreements), other financial instruments and derivative commodity instruments is confined to the impact of mark-to-market changes in foreign currency rates on the Company's forward contracts and options. The Company has no debt and does not engage in any commodity-related derivative transactions. As of December 1, 2001, the Company had $9.1 million in forward contracts which were entered into for the purpose of hedging forecasted receipts and disbursements.

ITEM 1. LEGAL PROCEEDINGS

In November 1998, the Company was named as a defendant in a purported class action commenced in the United States District Court for the Southern District of California (the "California Court") entitled Rodriquez, et. al. v. The Topps Company, Inc., No. CV 2121-B (AJB) (S.D. Cal.) (the "Class Action"). The Class Action alleges that the Company violated the Racketeer Influenced and Corrupt Organizations Act ("RICO") and the California Unfair Business Practices Act, by its practice of selling sports and entertainment trading cards with randomly-inserted "insert" cards, allegedly in violation of state and federal anti-gambling laws. The Class Action seeks treble damages and attorneys' fees on behalf of all individuals who purchased packs of cards at least in part to obtain an "insert" card over a four-year period. On January 22, 1999, plaintiffs moved to consolidate the Class Action with similar class actions pending against several of the Company's principal competitors and licensors in the California Court. On January 25, 1999, the Company moved to dismiss the complaint, or, alternatively, to transfer the Class Action to the Eastern District of New York or stay the Class Action pending the outcome of the Declaratory Judgment Action pending in the Eastern District of New York. By orders dated May 14, 1999, the California Court denied the Company's motions to dismiss or transfer the Class Action but granted the Company's motion to stay the Class Action pending the outcome of the Declaratory Judgment Action. The California Court also denied plaintiffs' motion to consolidate the Class Action with similar purported class actions. On April 18, 2000, the California Court entered an order requiring plaintiffs in the Class Action as well as in the other purported Class Actions to show cause why all such actions should not be dismissed. By order dated June 21, 2000, the California Court vacated its May 14, 2000 order denying the Company's motion to dismiss the Class, dismissed the RICO claim in the Class Action with prejudice and without leave to replead, and dismissed the pendent state law claims without prejudice. Plaintiffs filed a notice of appeal of the California Court's decision to the United States Court of Appeals for the Ninth Circuit on July 21, 2000. Briefing has been completed, and oral argument was held on

December 5, 2001 but the Court has not yet issued a decision. If the Class Action were reinstated on appeal, an adverse outcome in the Class Action could materially effect the Company's future plans and results. The Company intends to vigorously defend against the appeal.

On August 21, 2000, the Company was named as a defendant in a purported class action commenced in the Superior Court of the State of California for the County of Alameda (the "California State Court") entitled Chaset, et al. v. The Upper Deck Company, et al., No. 830257-9 (the "California Class Action"). The California Class Action alleges that the Company and other manufacturers and licensors of sports and entertainment trading cards committed unlawful, unfair and fraudulent business acts under the California Unfair Business Practices Act (CUBPA) and the California Consumer Legal Remedies Act by the practice of selling trading cards with randomly-inserted "insert" cards allegedly in violation of state and federal anti-gambling laws and state consumer laws. The California Class Action asserts three claims for relief and seeks declaratory, equitable and injunctive relief and attorneys' fees on behalf of a purported nationwide class of trading card purchasers. Plaintiff filed an amended complaint on October 13, 2000, including an amendment to demand compensatory and punitive damages and restitution. On December 14, 2000, plaintiff moved for summary judgment on one of his CUBPA claims. On December 15, 2000, all defendants filed a motion to dismiss two of the claims for failure to state a claim upon which relief can be granted; a motion for summary judgment dismissing the remaining claim; and a motion to strike all allegations of fraudulent or deceptive representations and all references to plaintiff's prayer for monetary relief. On March 29, 2001, the Court issued a tentative ruling granting defendants' motion for summary judgment on the grounds that defendants' practices do not constitute illegal gambling as a matter of law, but denying the motion to dismiss to the extent that the remaining two

claims allege false or misleading advertising practices unrelated to the gambling issue. On March 30, 2001, in accordance with California state practice, the Court heard oral argument on whether or not its tentative ruling should stand as a final ruling. Thereafter, the Court issued a tentative ruling denying the motion for summary judgment and motion to dismiss, and set a hearing for June 1, 2001 to hear additional argument on the motions. On June 12, 2001, the Court entered an order denying defendants' motion for summary judgment and their motions to dismiss and to strike. At a case management conference on June 29, 2001, the Court stayed discovery pending defendants' appeal of the summary judgment decision and ruled that, if the appeal is denied, the parties are to address issues relating to the certification of a plaintiff class before proceeding to merits discovery. In addition, the Court ruled that plaintiff's motion for summary judgment will not be heard until the Court has ruled on the class certification issue. Subsequently, review of the Court's decision denying defendants' motion for summary judgment was denied by the California Court of Appeal and the California Supreme Court. On September 21, 2001, plaintiff moved for class certification. Briefing and discovery concerning the class certification issue is not expected to be completed until January 2002, with a hearing on that issue set for February 27, 2002. An adverse outcome in the California Class Action could materially effect the Company's future plans and results. The Company's management believes that it has meritorious defenses and intends to vigorously defend against these claims.

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

(a) Exhibits as required by Item 601 of Regulation S-K

None

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SIGNATURE

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 thereunto duly authorized.

THE TOPPS COMPANY, INC.

REGISTRANT

/s/ Catherine Jessup

Vice President-Chief Financial Officer

January 15, 2002