

BERMAN STEPHEN G

Form 4/A

January 14, 2013

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
BERMAN STEPHEN G

(Last) (First) (Middle)

C/O JAKKS PACIFIC, INC., 22619  
PACIFIC COAST HIGHWAY

(Street)

MALIBU, CA 90265

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
JAKKS PACIFIC INC [JAKK]

3. Date of Earliest Transaction  
(Month/Day/Year)

12/31/2012

4. If Amendment, Date Original  
Filed(Month/Day/Year)  
01/03/2013

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)

CEO, President and Secretary

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 12/31/2012                              |                                                             | D                                    | 35,435<br>(1)                                                           | \$<br>12.52 143,881 (3)<br>(2)                                                                                     | D                                                                       |                                                                   |
| Common<br>Stock                       | 12/31/2012                              |                                                             | F                                    | 565 (6)                                                                 | \$<br>12.52 143,316 (3)<br>(2)                                                                                     | D                                                                       |                                                                   |
| Common<br>Stock                       | 01/01/2013                              |                                                             | A                                    | 279,553<br>(4) (5)                                                      | \$<br>12.52 422,869 (3)<br>(2)                                                                                     | D                                                                       |                                                                   |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number<br>of<br>Derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Transaction<br>(Instr. 10) |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|-----------------------------------------------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title                                               | Amount<br>or<br>Number<br>of<br>Shares                                                                          |

## Reporting Owners

| Reporting Owner Name / Address                                                                 | Relationships |           |         |                              |
|------------------------------------------------------------------------------------------------|---------------|-----------|---------|------------------------------|
|                                                                                                | Director      | 10% Owner | Officer | Other                        |
| BERMAN STEPHEN G<br>C/O JAKKS PACIFIC, INC.<br>22619 PACIFIC COAST HIGHWAY<br>MALIBU, CA 90265 |               | X         |         | CEO, President and Secretary |

## Signatures

/s/ Stephen G. Berman 01/14/2013

                     \*\*Signature of Reporting Person Date

## 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).
- (1) Reflects the forfeiture of 35,435 shares issued pursuant to the terms of Holder's Employment Agreement that failed to vest pursuant to the terms of that certain January 1, 2012 Restricted Stock Award Agreement by and between the Holder and the Issuer.
- (2) Represents the closing price of the Issuer's common stock on 12/31/12, as reported by Nasdaq.
- (3) Certain of these shares may be restricted from transfer pursuant to the minimum stock ownership provision in Holder's Employment Agreement with the Issuer.
- Such 279,553 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, 2013 Restricted Stock Award Agreement (the "Agreement") by and between the Holder and the Issuer.

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- (5) The 279,553 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.
- (6) The 279,553 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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