

JAKKS PACIFIC INC
Form 3/A
September 21, 2016

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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

(Print or Type Responses)

| | | | | | |
|---|---------|----------|--|---|--|
| 1. Name and Address of Reporting Person * | | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Pine River Capital Management L.P. | | | (Month/Day/Year) | JAKKS PACIFIC INC [JAKK] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 601 CARLSON PARKWAY,Â 7TH FLOOR | | | (Check all applicable) | | 09/21/2016 |
| (Street) | | | ___ Director ___X___ 10% Owner | | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| MINNETONKA,Â MNÂ 55305 | | | ___ Officer ___ Other | | ___ Form filed by One Reporting Person |
| (City) | (State) | (Zip) | (give title below) (specify below) | | ___X___ Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| | | | |
|------------------------------------|--|---|--|
| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|

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

SEC 1473 (7-02)

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

| | | | | | |
|---|---|--|--|--|--|
| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
| | Date Exercisable | Expiration Date | Title | Amount or Number of | |

| | | | | Shares | | or Indirect (1) (Instr. 5) | |
|---|--------------|------------|--------------|-----------|---------------|----------------------------------|--|
| 4.875% Convertible Senior Notes due 2020 <u>(1)</u> | Â <u>(1)</u> | 06/01/2020 | Common Stock | 300,908 | \$ <u>(1)</u> | I | See footnotes 2, 3 <u>(2)</u> <u>(3)</u> |
| 4.25% Convertible Senior Notes due 2018 <u>(4)</u> | Â <u>(4)</u> | 08/01/2018 | Common Stock | 1,983,131 | \$ <u>(4)</u> | I | See footnotes 2, 3 <u>(2)</u> <u>(3)</u> |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Pine River Capital Management L.P. 601 CARLSON PARKWAY 7TH FLOOR MINNETONKA, MN 55305 | Â | Â X | Â | Â |
| Pine River MASTER FUND LTD. C/O PINE RIVER CAPITAL MANAGEMENT L.P. 601 CARLSON PARKWAY, 7TH FLOOR MINNETONKA, MN 55305 | Â | Â X | Â | Â |
| TAYLOR BRIAN C/O PINE RIVER CAPITAL MANAGEMENT 601 CARLSON PARKWAY, 7TH FLOOR MINNETONKA, MN 55305 | Â | Â X | Â | Â |
| Pine River Capital Management LLC 601 CARLSON PARKWAY, 7TH FLOOR MINNETONKA, MN 55305 | Â | Â X | Â | Â |

Signatures

| | | |
|---|---------------------------------|------------|
| Pine River Capital Management L.P., By: Pine River Capital Management LLC, General Partner, By: Brian Taylor, Managing Member | **Signature of Reporting Person | 09/21/2016 |
| | | Date |
| Pine River Capital Management LLC, By: Brian Taylor, Managing Member | **Signature of Reporting Person | 09/21/2016 |
| | | Date |
| Pine River Master Fund Ltd., By: Brian Taylor, Director | **Signature of Reporting Person | 09/21/2016 |
| | | Date |
| /s/ Brian Taylor | **Signature of Reporting Person | 09/21/2016 |
| | | Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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).
- The 4.875% Convertible Senior Notes due 2020 are convertible into shares of the issuer's common stock ("Common Stock") at any time, (1) at an initial conversion rate of 103.7613 shares of Common Stock per \$1,000 principal amount of notes, equivalent to an initial conversion price of approximately \$9.64 per share of Common Stock, subject to adjustment in certain events.

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- These securities are held directly by Pine River Master Fund Ltd. (the "Master Fund"), for which Pine River Capital Management L.P. (the "Partnership") is the Investment Manager. Mr. Taylor is the sole member of Pine River Capital Management LLC, the general partner of the Partnership.

- Each of the Reporting Persons disclaims beneficial ownership of the securities reported herein, other than to the extent of his or its pecuniary interest therein, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

- The 4.25% Convertible Senior Notes due 2018 are convertible into shares of Common Stock at any time, at an initial conversion rate of 114.3674 shares of Common Stock per \$1,000 principal amount of notes, equivalent to an initial conversion price of approximately \$8.74 per share of Common Stock, subject to adjustment in certain events.

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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