

MATTEL INC /DE/  
Form 8-K  
September 28, 2010

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, DC 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): September 23, 2010**

**MATTEL, INC.**

(Exact Name of Registrant as Specified in its Charter)

**Delaware**  
(State or Other Jurisdiction  
  
of Incorporation)

**001-05647**  
(Commission  
  
File Number)

**95-1567322**  
(IRS Employer  
  
Identification No.)

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333 Continental Boulevard, El Segundo,

California  
(Address of Principal Executive Office)  
(310) 252-2000

90245-5012  
(Zip Code)

(Registrant's telephone number, including area code)

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))

**Item 8.01 Other Events**

On September 23, 2010, Mattel, Inc. ( Mattel ) entered into an Underwriting Agreement with the underwriters named therein pursuant to which Mattel will issue \$500 million aggregate principal amount of senior unsecured notes, consisting of 4.35% Notes due 2020 (the 2020 Notes ) and 6.20% Notes due 2040 (the 2040 Notes and collectively with the 2020 Notes, the Notes ), upon the terms and conditions set forth therein. The Notes will be governed by the terms of the Indenture between Mattel and Union Bank, N.A., dated as of September 23, 2010 (the Indenture ). Mattel intends to use the net proceeds from the sale of the Notes for general corporate purposes, including repayment of outstanding debt maturing in 2011.

Mattel will pay interest on the Notes semi-annually on April 1 and October 1, beginning April 1, 2011. The 2020 Notes will mature on October 1, 2020, and the 2040 Notes will mature on October 1, 2040. The Notes are senior unsecured debt obligations of Mattel and will rank equally in right of payment among themselves and with all of Mattel's other present and future senior unsecured indebtedness.

The Notes have been registered under the Securities Act of 1933 (the Act ) pursuant to a Registration Statement on Form S-3 (No. 333-169539) (the Registration Statement ) previously filed with the Commission by Mattel under the Act. Copies of the Underwriting Agreement and the form of the Notes are filed as exhibits hereto and incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits**

Mattel hereby files the following exhibits to, and incorporates such exhibits by reference in, the Registration Statement which was filed on September 23, 2010 and supplemented by the Prospectus Supplement filed with the Securities and Exchange Commission on September 23, 2010, or otherwise pursuant to requirements of Form 8-K:

- 1.1 Underwriting Agreement, dated September 23, 2010.
- 4.1 Form of 4.35% Notes due 2020.
- 4.2 Form of 6.20% Notes due 2040.
- 5.1 Opinion of Sullivan & Cromwell LLP.
- 23.1 Consent of Sullivan & Cromwell LLP (included in Exhibit 5.1).
- 99.1 Information relating to Item 14 of the Registration Statement.

**SIGNATURES**

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 hereunto duly authorized.

**Mattel, Inc.**  
Registrant

Date: September 28, 2010

By: /s/ ROBERT NORMILE  
**Robert Normile**

**Senior Vice President, General Counsel and Secretary**

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
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99.1	Information relating to Item 14 of the Registration Statement.