

MATTEL INC /DE/
Form 11-K
June 24, 2014
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 11-K

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the Fiscal Year Ended December 31, 2013.

TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____ .

Commission File Number 001-05647

A. Full title of the plan and the address of the plan, if different from that of the issuer named below:
MATTEL, INC. PERSONAL INVESTMENT PLAN

B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office:
MATTEL, INC.

333 Continental Boulevard

El Segundo, California 90245-5012

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MATTEL, INC. PERSONAL INVESTMENT PLAN

December 31, 2013 and 2012

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Report of Independent Registered Public Accounting Firm

To the Participants and Administrator of

Mattel, Inc. Personal Investment Plan

In our opinion, the accompanying statements of net assets available for benefits and the related statement of changes in net assets available for benefits present fairly, in all material respects, the net assets available for benefits of Mattel, Inc. Personal Investment Plan (the Plan) at December 31, 2013 and 2012, and the changes in net assets available for benefits for the year ended December 31, 2013 in conformity with accounting principles generally accepted in the United States of America. These financial statements are the responsibility of the Plan s management. Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits of these statements in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedule of assets (held at end of year) is presented for the purpose of additional analysis and is not a required part of the basic financial statements but is supplementary information required by the Department of Labor s Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Plan s management. The supplemental schedule has been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

/s/ PricewaterhouseCoopers LLP

Los Angeles, California

June 24, 2014

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MATTEL, INC. PERSONAL INVESTMENT PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

| | December 31, 2013 | December 31, 2012 |
|--|-------------------|-------------------|
| | (In thousands) | |
| ASSETS | | |
| Investments | \$ 933,746 | \$ 786,030 |
| Receivables: | | |
| Notes receivable from participants | 9,157 | 8,993 |
| Employer contributions | 874 | 709 |
| Participant contributions | 958 | 783 |
| Due from brokers for securities sold | 477 | 625 |
| Interest and dividends | 266 | 214 |
| Transfer from HIT Entertainment, Inc. 401(k) Plan | | 10,681 |
| Total receivables | 11,732 | 22,005 |
| Total assets | 945,478 | 808,035 |
| LIABILITIES | | |
| Accrued expenses | 256 | 217 |
| Due to brokers for securities purchased | 728 | 331 |
| Total liabilities | 984 | 548 |
| Net assets available for benefits, at fair value | 944,494 | 807,487 |
| Adjustment from fair value to contract value for fully benefit-responsive investment contracts | (760) | (5,661) |
| Net assets available for benefits | \$ 943,734 | \$ 801,826 |

The accompanying notes are an integral part of these financial statements.

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MATTEL, INC. PERSONAL INVESTMENT PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
For the Year Ended December 31, 2013

| | (In thousands) |
|---|-----------------------|
| Additions | |
| Investment income: | |
| Net appreciation in fair value of investments | \$ 128,745 |
| Interest and dividends | 8,502 |
| Total investment income | 137,247 |
| Interest income on notes receivable from participants | 377 |
| Contributions: | |
| Employer | 29,430 |
| Participant | 36,088 |
| Total contributions | 65,518 |
| Total additions | 203,142 |
| Deductions | |
| Benefits paid to participants | (59,970) |
| Administrative expenses | (1,264) |
| Total deductions | (61,234) |
| Net increase | 141,908 |
| Net assets available for benefits: | |
| Beginning of year | 801,826 |
| End of year | \$ 943,734 |

The accompanying notes are an integral part of these financial statements.

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MATTEL, INC. PERSONAL INVESTMENT PLAN
NOTES TO FINANCIAL STATEMENTS

1. General Description of the Plan

The Mattel, Inc. Personal Investment Plan (the Plan or PIP) was established by Mattel, Inc. (the Company) effective November 1, 1983. The PIP is a contributory thrift savings form of a defined contribution plan that covers non-union employees of the Company and certain of its subsidiaries.

The Plan is sponsored and administered by the Company, acting by and through the Administrative Committee. The Plan's assets are held by Wells Fargo Bank, N.A. (Wells Fargo or the Trustee) and the recordkeeper is Aon Hewitt.

On February 1, 2012, the Company acquired Helium Holdings 1A Ltd (HIT Entertainment). The HIT Entertainment employees that were participants of the HIT Entertainment, Inc. 401(k) Plan (HIT 401(k) Plan) as of May 31, 2012 became participants of the Plan as of June 1, 2012. On December 31, 2012, the Company merged the HIT 401(k) Plan with and into the Plan.

Eligibility

Employees of the Company and certain of its subsidiaries are generally eligible to participate in the Plan immediately upon their hire date if they are full-time or part-time employees of the Company or certain of its subsidiaries and are age 20 or older, except that American Girl retail store employees age 20 or older are eligible to participate in the PIP after a 90-day waiting period has been completed and American Girl variable employees are not eligible to participate.

Contributions

For Plan participants, excluding participants who are also participating in the Mattel Cash Balance Plan, the Company makes automatic contributions ranging from three percent to eight percent of compensation based on participants' ages, regardless of whether the participants elect to personally contribute to the Plan. For all Plan participants, the Company makes matching contributions equal to 100 percent of the first two percent of compensation and 50 percent of the next four percent of compensation contributed by participants. Plan participants who are not classified as highly compensated employees under the Internal Revenue Code may contribute up to an additional 74 percent of compensation, with no matching contributions by the Company. Plan participants who are classified as highly compensated employees may contribute up to an additional 14 percent of compensation, with no matching contributions by the Company.

The Plan includes provisions for automatic enrollment and re-enrollment of participants and automatic increases in participant contributions. Under these provisions, each employee is automatically enrolled for contributions upon his or her commencement of employment equal to two percent of his or her compensation. In addition, the contribution election of each participant who has elected (or who has been automatically enrolled) to contribute less than six percent of his or her compensation is automatically increased by one percent as of the first April that is at least 90 days after the participant has elected (or who has been automatically enrolled) to contribute to the Plan. The automatic one percent increase continues on each subsequent April until the participant's contribution level reaches six percent of compensation. A participant may affirmatively elect to override the automatic enrollment and contribution increases at any time. Effective January 1, 2013, the automatic increase in participant contributions for those participants contributing less than six percent of his or her compensation changed to two percent.

All contributions made to the Plan are subject to annual limitations imposed by the Internal Revenue Code.

Plan participants are able to direct all contributions into one or more of the 15 separate investment funds available under the Plan in 2013 and 2012, including a fund that is invested primarily in the Company's common stock (the Mattel, Inc. stock fund). Participants may not invest more than 25 percent of the contributions made to their accounts in the Mattel, Inc. stock fund or transfer more than 25 percent of their account balances to the Mattel, Inc. stock fund. Participants are not required to allocate any funds to the Mattel, Inc. stock fund, allowing them to limit or eliminate their exposure to market changes in the Company's stock price.

Vesting

Participants are immediately vested in their contributions plus earnings thereon. Participants vest in the Company's contributions plus earnings thereon after three years of credited service. Participants who terminate employment due to retirement at or after the age of 65, permanent and total disability, or death become fully vested in the balances of their accounts.

Notes Receivable from Participants

Participants may borrow from their accounts a minimum of \$2,000 and a maximum equal to the lesser of \$50,000 less the highest outstanding loan balance in the last 12 months or 50 percent of the vested balance of their accounts. Loan terms generally range from one to five years but can range from one to fifteen years if the loan proceeds are used for the purchase of a primary residence. The loans are secured by the vested balance of accounts and bear interest at the prime rate plus one percent,

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set at the beginning of the month in which the loan is granted, and is fixed for the duration of the loan. Annual interest rates on loans outstanding for the Plan ranged from 4.25 to 10.50 percent at December 31, 2013 and December 31, 2012. Principal and interest are paid ratably through payroll deductions.

Participant Accounts

Participant accounts are credited with the participants' contributions and allocations of (a) the Company's contributions and (b) the Plan's earnings. The Company's contributions are invested in the Plan's investment funds based on the investment fund percentages chosen by participants for their contributions. Allocations of the Plan's earnings are based on the funds' earnings and the percentage of the funds the participants choose to hold. Nonvested account balances of participants who terminate employment are forfeited and used to reduce Company contributions in the future. Forfeitures used to reduce Company contributions in 2013 were approximately \$1,389,000.

Payment of Benefits

Participants or beneficiaries of participants who terminate employment due to retirement, disability, death, or other reasons are allowed to receive a lump-sum payment equal to the vested balance of their account or installment payments over a period of five, ten, or fifteen years, unless the distributable benefit is less than \$1,000, in which case the payment is made in a lump sum.

Expenses of the Plan

Investment manager expenses are allocated to the funds and paid by the Plan, with all other expenses paid by the Company.

2. Summary of Significant Accounting Policies

Basis of Accounting

The accompanying financial statements are prepared using the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America (US GAAP).

Investment contracts held by the Plan are reported at fair value. However, contract value is the relevant measurement attribute for the portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The statements of net assets available for benefits present the fair value of the investment contracts, as well as adjustments from fair value to contract value for fully benefit-responsive investment contracts. The statement of changes in net assets available for benefits is prepared on a contract value basis.

Valuation of Investments

The Plan's investments are stated at fair value and are valued as follows:

The Plan's investments in the common and commingled trust funds, short-term investment fund, and mutual fund are valued at the net asset value of shares held. In general, there are no restrictions as to the redemption of these funds, nor does the Plan have any contractual obligations to further invest in any of these funds. In addition, these funds have

daily liquidity with trades settling between one and three days and are fully benefit-responsive to participant transactions at the measurement date. Investments in common stock, including the Company's common stock, are valued using quoted market prices reported on the active market upon which the individual securities are traded. The stable asset fund holds primarily guaranteed investment contracts (GICs) and synthetic guaranteed investment contracts (synthetic GICs). The fair value of the GICs is calculated by discounting the related cash flows based on current yields of similar instruments with comparable durations, considering the credit worthiness of the issuer. The fair value of the synthetic GICs is determined based on the fair value of the individual underlying securities, which are primarily composed of high-quality fixed income securities and a collective trust fund. The fair value of the fixed income securities is determined based on valuations provided by an independent pricing service, which uses multiple valuation techniques that incorporate available market information and proprietary valuation models, which consider market characteristics, such as benchmark yield curve, credit spreads, estimated default rates and other security features. The fair value of the collective trust fund is based on the net asset value of shares held. The fair value of the synthetic GICs wrapper contract is determined using a market approach discounting methodology, which incorporates the difference between current market level rates for contract wrap fees and the wrap fee being charged.

In determining the net assets available for benefits, the GICs and synthetic GICs are considered to be fully benefit-responsive and thus adjusted to contract value, which is equal to the principal balance plus accrued interest. Full or partial Plan sponsor-directed redemptions or terminations of the GICs and synthetic GICs may be delayed for up to 30 days.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as deemed distributions based on the terms of the Plan document. No allowance for credit losses was recorded as of December 31, 2013 or 2012.

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Contributions

Company and participant contributions are reported in the financial statements in the period in which the related employee services are rendered. Participant rollover contributions are reported as participant contributions in the financial statements.

Income Recognition

The net appreciation or depreciation in investment values during the period is reflected in the statement of changes in net assets available for benefits. The net appreciation or depreciation includes realized gains and losses on investments sold during the period and unrealized gains and losses on investments held. Securities transactions are recorded on the transaction date. Interest income is recorded on the accrual basis as earned. Dividend income is recorded on the ex-dividend date.

Payment of Benefits

Benefit payments are recorded in the period in which the benefit payments occur. Benefits that are due to participants but remained unpaid at December 31, 2013 and December 31, 2012 totaled \$161,000 and \$71,000, respectively.

Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits. Market values of the Plan's investments may decline for a number of reasons, including changes in prevailing market and interest rates, increases in defaults and credit rating downgrades.

Use of Estimates

The preparation of the financial statements in conformity with US GAAP requires the Plan's management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of changes in net assets available for benefits during the reporting period. Actual results could differ from those estimates.

3. Investment Contracts

The Plan holds both GICs and synthetic GICs. These contracts are managed by Morley Capital Management, Inc. (Morley). The GICs are issued with a fixed crediting rate and a fixed maturity that does not change over the life of the contract. The synthetic GICs are wrap contracts paired with underlying investments, primarily consisting of high-quality fixed income securities owned by the Plan. The synthetic GICs provide for a variable crediting rate, based on current yields of the underlying assets, and do not have a final stated maturity date. The crediting rate typically re-sets on a monthly basis with a one-month look-back for the underlying investment portfolio statistics. The primary variables impacting future crediting rates include current yield of the investments within the contract, duration of the investments covered by the contract, and the existing difference between the fair value and the contract value of the investments within the contract.

For synthetic GICs, the contract issuers guarantee a minimum zero percent crediting rate.

The average yield earned on the underlying investments equaled approximately 1% in both 2013 and 2012. The average yield earned, reflecting actual crediting rates to participants, equaled approximately 1% and 2% in 2013 and 2012, respectively.

As described in Note 2, because the GICs and synthetic GICs held are fully benefit-responsive, contract value is the relevant measurement attribute for the portion of the net assets available for benefits attributable to the GICs and synthetic GICs. Contract value, as reported to the Plan by Morley, represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. At December 31, 2013 and 2012, no reserves are considered necessary for any potential credit risk or other risk to the contract value of the investments. The contract issuers guarantee that all qualified participant withdrawals will occur at contract value, subject to the events described in the following paragraph.

Certain events limit the ability of the Plan to transact at contract value with the insurance company and the financial institution issuer. Such events may include, but are not limited to: (1) amendments to the Plan's documents (including complete or partial plan termination or merger with another plan), (2) changes to the Plan's prohibition on competing investment options or deletion of equity wash provisions, (3) bankruptcy of the Plan's sponsor or other Plan sponsor events that cause a significant withdrawal from the Plan, or (4) the failure of the Plan's trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under the Employee Retirement Income Security Act. The Plan's administrator does not believe that the occurrence of any such event, which would limit the Plan's ability to transact at contract value with participants, is probable. Certain events allow issuers to terminate GIC and synthetic GIC wrap contracts with the Plan and settle at an amount different from the contract value. Such events may include, but are not limited to: (1) management of the portfolio which is not in accordance with investment guidelines, (2) breach of any material obligation under the wrap contract, (3) any representation or

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warranty made by the contract holder that becomes untrue in any material way, (4) replacement of the advisor without prior consent of the issuer, (5) termination of fund, (6) fund ceases to qualify as a group trust or the Plan ceases to meet the appropriate tax qualifications, or (7) the wrap contract becomes a prohibited transaction within the meaning of Section 406 of the Employee Retirement Income Security Act.

4. Tax Status of the Plan

The Internal Revenue Service (the IRS) has determined and informed the Company by a letter dated May 20, 2014, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (the Code). The Company and the Plan's counsel believe that the Plan is designed, and is currently being operated, in compliance with the applicable requirements of the Code and, therefore, believe that the Plan is qualified, and the related trust is tax-exempt.

US GAAP requires the Plan's management to evaluate tax positions taken by the Plan and recognize a tax liability if the organization has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Company believes it is no longer subject to income tax examinations for years prior to 2010.

5. Related-Party Transactions

The Company and Wells Fargo are parties-in-interest. The Plan's investment managers include Barclays, BlackRock Financial Management, Institutional Capital Management, Morley, Northern Trust Company, Pyramis Global Advisors, PIMCO, and Lazard Asset Management, which are also parties-in-interest. A statutory exemption exists for transactions with these parties-in-interest.

The Plan had transactions in the common stock of the Company and the Wells Fargo Short-Term Investment Fund, which is managed by Wells Fargo. During 2013, purchases and sales of the Company's common stock totaled \$1,102,000 and \$6,209,000, respectively, and the purchases and sales of Wells Fargo Short-Term Investment Fund shares totaled \$83,242,000 and \$83,122,000, respectively.

6. Plan Termination

The Company anticipates the Plan will continue without interruption but reserves the right to discontinue the Plan. In the event such discontinuance results in the termination of the Plan, participants will become 100 percent vested in their accounts.

7. Investments

The following investments individually represent five percent or more of the Plan's net assets (in thousands):

| December 31, 2013 | December 31, 2012 |
|----------------------|----------------------|
|----------------------|----------------------|

| | | | | |
|--|----|---------|----|---------|
| S&P 500 Equity Index Fund | \$ | 153,117 | \$ | 107,312 |
| Wilshire 4500 Equity Index Fund | | 63,582 | | (a) |
| International Equity Index Fund | | 61,628 | | 43,487 |
| Prudential Trust Co. Collective Trust at contract value (fair value of \$51,687,000 and \$55,504,000, respectively) | | 51,335 | | 53,257 |
| Monumental Life Insurance Co. Collective Trust at contract value (fair value of \$52,007,000) | | 51,307 | | (a) |
| Mattel, Inc. stock fund | | 47,684 | | 40,906 |

(a) *The Wilshire 4500 Equity Index Fund and Monumental Life Insurance Co. Collective Trust did not represent five percent or more of the Plan's net assets at December 31, 2012.*

The Plan's investments include realized gains and losses on investments sold and unrealized gains and losses on investments held. The Plan's investments appreciated during the year ended December 31, 2013 as follows (in thousands):

| | | |
|---|----|---------|
| Common and commingled trust funds | \$ | 79,281 |
| Common stock | | 53,855 |
| Short-term investment fund | | 124 |
| Mutual fund | | (4,515) |
| Net appreciation in fair value of investments | \$ | 128,745 |

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The Company has directed the Trustee to invest any excess cash balances in the Wells Fargo Short-Term Investment Fund, which is a diversified portfolio of short-term investment securities.

8. Fair Value Measurements

The following tables present information about the Plan's assets and liabilities measured and reported in the financial statements at fair value and indicate the fair value hierarchy of the valuation techniques utilized to determine such fair value. The three levels of the fair value hierarchy are as follows:

Level 1 Valuations based on unadjusted quoted prices in active markets for identical assets or liabilities that the entity has the ability to access.

Level 2 Valuations based on quoted prices for similar assets or liabilities, quoted prices in markets that are not active, or other inputs that are observable or can be corroborated by observable data for substantially the full term of the assets or liabilities.

Level 3 Valuations based on inputs that are unobservable, supported by little or no market activity, and that are significant to the fair value of the assets or liabilities.

Assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement. The Plan's assessment of the significance of a particular input to the fair value measurement requires judgment and may affect the valuation of assets and liabilities and their placement within the fair value hierarchy levels. The Plan's assets measured and reported in the financial statements at fair value on a recurring basis include the following (in thousands):

| | December 31, 2013 | | | |
|---|--------------------------|----------------|----------------|----------------|
| | Level 1 | Level 2 | Level 3 | Total |
| Investments: | | | | |
| Short-term investment fund | \$ | \$ 25,722 | \$ | \$ 25,722 |
| Common stock: | | | | |
| Large Cap | 103,455 | | | 103,455 |
| Small/Mid Cap | 66,698 | | | 66,698 |
| Mattel, Inc. common stock | 47,684 | | | 47,684 |
| Total common stock | 217,837 | | | 217,837 |
| Common and commingled trust funds: | | | | |
| S&P 500 Equity Index Fund | | 153,117 | | 153,117 |
| Wilshire 4500 Equity Index Fund | | 63,582 | | 63,582 |
| International Equity Index Fund | | 61,628 | | 61,628 |
| LifePath 2040 Index Fund | | 46,760 | | 46,760 |
| LifePath 2030 Index Fund | | 44,343 | | 44,343 |
| Intermediate Bond Index Fund | | 38,108 | | 38,108 |

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| | | | | |
|---|------------|------------|-----------|------------|
| LifePath 2020 Index Fund | | 34,857 | | 34,857 |
| LifePath Retirement Index Fund | | 20,420 | | 20,420 |
| International Equity Fund | | 12,776 | | 12,776 |
| LifePath 2015 Index Fund | | 4,988 | | 4,988 |
| Total common and commingled trust funds | | 480,579 | | 480,579 |
| Long-term US government bond mutual fund | 22,911 | | | 22,911 |
| Synthetic guaranteed investment contracts | | 174,606 | | 174,606 |
| Guaranteed investment contracts | | | 12,091 | 12,091 |
| Total investments | \$ 240,748 | \$ 680,907 | \$ 12,091 | \$ 933,746 |

| | December 31, 2012 | | | Total |
|------------------------------------|-------------------|-----------|---------|-----------|
| | Level 1 | Level 2 | Level 3 | |
| Investments: | | | | |
| Short-term investment fund | \$ | \$ 20,726 | \$ | \$ 20,726 |
| Common stock: | | | | |
| Large Cap | 81,387 | | | 81,387 |
| Small/Mid Cap | 50,325 | | | 50,325 |
| Mattel, Inc. common stock | 40,906 | | | 40,906 |
| Total common stock | 172,618 | | | 172,618 |
| Common and commingled trust funds: | | | | |
| S&P 500 Equity Index Fund | | 107,312 | | 107,312 |

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| | December 31, 2012 | | | Total |
|---|--------------------------|----------------|----------------|--------------|
| | Level 1 | Level 2 | Level 3 | |
| International Equity Index Fund | | 43,487 | | 43,487 |
| Intermediate Bond Index Fund | | 38,963 | | 38,963 |
| Wilshire 4500 Equity Index Fund | | 36,677 | | 36,677 |
| LifePath 2030 Index Fund | | 34,818 | | 34,818 |
| LifePath 2040 Index Fund | | 32,672 | | 32,672 |
| LifePath 2020 Index Fund | | 32,384 | | 32,384 |
| LifePath Retirement Index Fund | | 18,610 | | 18,610 |
| International Equity Fund | | 7,130 | | 7,130 |
| LifePath 2015 Index Fund | | 4,537 | | 4,537 |
| Total common and commingled trust funds | | 356,590 | | 356,590 |
| Long-term US government bond mutual fund | 31,716 | | | 31,716 |
| Synthetic guaranteed investment contracts | | 202,233 | | 202,233 |
| Guaranteed investment contracts | | | 2,147* | 2,147 |
| Total investments | \$ 204,334 | \$ 579,549 | \$ 2,147* | \$ 786,030 |

* Guaranteed investment contracts held in the prior year have been reclassified from Level 2 to Level 3.

There have been no changes in the valuation methodologies used to value the Plan's assets at fair value at December 31, 2013 and 2012.

The following table presents a reconciliation of the beginning and ending balances of investments measured and reported using Level 3 inputs for the years ended December 31, 2013 and 2012:

| | Level 3 (In thousands) |
|-------------------------------------|---|
| Balance at December 31, 2011 | \$ 16,950 |
| Maturities | (15,004) |
| Net appreciation in fair value | 201 |
| Balance at December 31, 2012 | \$ 2,147 |
| Purchases | 12,000 |
| Maturities | (2,147) |
| Net appreciation in fair value | 91 |
| Balance at December 31, 2013 | \$ 12,091 |

9. Differences between Financial Statements and Form 5500

The following is a reconciliation of net assets available for benefits at December 31, 2013 and 2012 per the Plan financial statements to the Form 5500 (in thousands):

| | 2013 | 2012 |
|---|-------------------|-------------------|
| Net assets available for benefits per the financial statements | \$ 943,734 | \$ 801,826 |
| Adjustments from contract value to fair value for fully benefit-responsive investment contracts | 760 | 5,661 |
| Benefits due to participants but unpaid at year-end | (161) | (71) |
| Loans classified as uncollectible per the Form 5500 | (90) | (88) |
| Net assets available for benefits per the Form 5500 | \$ 944,243 | \$ 807,328 |

The following is a reconciliation of the net increase in the net assets available for benefits per the Plan financial statements to the Form 5500 (in thousands):

| | 2013 |
|---|-------------|
| Net increase in net assets available for benefits per the financial statements | \$ 141,908 |
| Adjustments from contract value to fair value for fully benefit-responsive investment contracts | (4,901) |
| Benefits due to participants but unpaid at year-end | (90) |

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| | 2013 |
|---|-------------|
| Deemed distributions of participant loans per the Form 5500 | (2) |
| Net increase in net assets available for benefits per the Form 5500 | \$ 136,915 |

10. Subsequent Events

In preparing these financial statements, the Plan evaluated the events and transactions that occurred between December 31, 2013 and the date these financial statements were issued.

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| (a) | (b) Identity of Issuer, Borrower, Lessor or Similar Party | (c) Description of Investment, including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value | (d) Cost | (e) Current Value |
|-----|--|---|------------|----------------------|
| | <u>Common and Commingled Trust Funds:</u> | | | |
| * | BGI Equity Index Fund | 2,277,000 shares | 94,886,000 | 153,117,000 |
| * | BGI Intermediate Government/Corp Fund | 1,561,000 shares | 34,125,000 | 38,108,000 |
| * | BGI Lifepath Index 2015 Fund | 371,000 shares | 4,671,000 | 4,988,000 |
| * | BGI Lifepath Index 2020 Fund | 2,209,000 shares | 28,172,000 | 34,857,000 |
| * | BGI Lifepath Index 2030 Fund | 2,776,000 shares | 34,679,000 | 44,343,000 |
| * | BGI Lifepath Index 2040 Fund | 2,890,000 shares | 36,827,000 | 46,760,000 |
| * | BGI Lifepath Index Retirement | 1,300,000 shares | 17,757,000 | 20,420,000 |
| * | Northern Trust EAFE (Index) Fund | 4,459,000 shares | 56,744,000 | 61,628,000 |
| * | Northern Trust Wilshire 4500 | 131,000 shares | 43,813,000 | 63,582,000 |
| * | Pyramis Select International Fund | 79,000 shares | 10,286,000 | 12,776,000 |
| | Total | | | 480,579,000 |
| | <u>Common Stocks:</u> | | | |
| | Acco Brands Corp | 128,000 shares | 875,000 | 861,000 |
| | Ace Limited | 29,000 shares | 2,031,000 | 3,033,000 |
| | Actuant Corp-CI A | 18,000 shares | 521,000 | 642,000 |
| | Advance Auto Parts Inc | 11,000 shares | 947,000 | 1,187,000 |
| | Air Lease Corp | 33,000 shares | 1,035,000 | 1,026,000 |
| | Alaska Air Group Inc | 11,000 shares | 523,000 | 792,000 |
| | Allergan Inc | 11,000 shares | 1,034,000 | 1,177,000 |
| | Altra Holdings Inc | 8,000 shares | 239,000 | 276,000 |
| | American Eagle Outfitters | 25,000 shares | 420,000 | 364,000 |
| | American Equity Investment Life | 51,000 shares | 859,000 | 1,348,000 |
| | Arch Capital Group Ltd | 12,000 shares | 406,000 | 702,000 |
| | Athlon Energy Inc | 17,000 shares | 429,000 | 501,000 |
| | B/E Aerospace, Inc. | 9,000 shares | 330,000 | 744,000 |
| | Bally Technologies Inc | 10,000 shares | 442,000 | 799,000 |
| | Bank Of America Corp | 204,000 shares | 2,882,000 | 3,168,000 |
| | Baxter Intl Inc | 43,000 shares | 2,545,000 | 2,994,000 |

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| | | | |
|------------------------------|---------------|-----------|-----------|
| BCE Inc | 46,000 shares | 1,317,000 | 1,976,000 |
| Blackhawk Network Holdings I | 34,000 shares | 832,000 | 847,000 |
| Boeing Co | 17,000 shares | 1,870,000 | 2,307,000 |
| Brookdale Senior Living Inc | 25,000 shares | 642,000 | 675,000 |
| Cameron International Corp | 21,000 shares | 1,245,000 | 1,253,000 |
| Capital One Financial Corp | 43,000 shares | 1,986,000 | 3,267,000 |
| Carefusion Corp | 31,000 shares | 836,000 | 1,232,000 |
| Carpenter Technology Corp | 8,000 shares | 373,000 | 477,000 |
| Chicos FAS Inc | 22,000 shares | 380,000 | 423,000 |
| Cisco Systems Inc | 97,000 shares | 1,671,000 | 2,174,000 |
| Citigroup Inc. | 59,000 shares | 1,912,000 | 3,090,000 |
| Clean Harbors Inc | 14,000 shares | 832,000 | 830,000 |
| Coca Cola Co | 47,000 shares | 1,766,000 | 1,956,000 |
| Covidien Plc | 27,000 shares | 1,067,000 | 1,825,000 |
| CVS/Caremark Corporation | 31,000 shares | 1,725,000 | 2,251,000 |

Table of Contents**MATTEL, INC. PERSONAL INVESTMENT PLAN****EIN: 95-1567322 PN: 002****SCHEDULE H, LINE 4i SCHEDULE OF ASSETS (HELD AT END OF YEAR)****At December 31, 2013**

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|-----|--|---|-----------|----------------------|
| | Diamond Resorts International | 44,000 shares | 643,000 | 820,000 |
| | Dollar General Corp | 34,000 shares | 1,694,000 | 2,066,000 |
| | Dresser-Rand Group Inc | 11,000 shares | 637,000 | 657,000 |
| | East West Bancorp Inc | 29,000 shares | 609,000 | 1,002,000 |
| | Echo Global Logistics, Inc | 34,000 shares | 506,000 | 736,000 |
| | Elizabeth Arden Inc | 19,000 shares | 704,000 | 662,000 |
| | Emcor Group Inc | 11,000 shares | 472,000 | 480,000 |
| | Encana Corp | 64,000 shares | 1,322,000 | 1,152,000 |
| | Exelon Corporation | 71,000 shares | 2,464,000 | 1,931,000 |
| | Extra Space Storage Inc | 28,000 shares | 914,000 | 1,184,000 |
| | Exxon Mobil Corporation | 50,000 shares | 4,209,000 | 5,090,000 |
| | FLIR Systems Inc | 34,000 shares | 869,000 | 1,018,000 |
| | Ford Motor Company | 177,000 shares | 2,424,000 | 2,723,000 |
| | Fox Factory Holding Corp | 30,000 shares | 522,000 | 529,000 |
| | Francesca s Holdings Corp | 44,000 shares | 845,000 | 811,000 |
| | Frank s International Nv | 32,000 shares | 793,000 | 877,000 |
| | General Electric Co | 185,000 shares | 3,542,000 | 5,186,000 |
| | Haemonetics Corp Mass | 16,000 shares | 521,000 | 657,000 |
| | Halliburton Co | 54,000 shares | 2,060,000 | 2,735,000 |
| | Hasbro Inc | 17,000 shares | 663,000 | 935,000 |
| | HCC Insurance Holdings Inc | 15,000 shares | 692,000 | 707,000 |
| | Honeywell International I | 29,000 shares | 1,179,000 | 2,673,000 |
| | Hyatt Hotels Corp | 22,000 shares | 945,000 | 1,077,000 |
| | Iconix Brand Group Inc | 20,000 shares | 377,000 | 779,000 |
| | Informatica Corp | 12,000 shares | 364,000 | 514,000 |
| | Interdigital Inc | 18,000 shares | 599,000 | 536,000 |
| | Intrexon Corp | 19,000 shares | 352,000 | 458,000 |
| | J2 Global Inc | 18,000 shares | 568,000 | 887,000 |
| | Johnson & Johnson | 20,000 shares | 1,360,000 | 1,809,000 |
| | Johnson Controls Inc | 54,000 shares | 1,408,000 | 2,780,000 |
| | Jones Lang Lasalle Inc | 11,000 shares | 966,000 | 1,117,000 |
| | JPMorgan Chase & Co | 46,000 shares | 1,904,000 | 2,667,000 |
| | Kapstone Paper And Packaging | 9,000 shares | 325,000 | 483,000 |
| | Kennametal Inc | 15,000 shares | 564,000 | 765,000 |

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| | | | |
|--------------------------|------------------|------------|------------|
| Key Energy Services Inc | 114,000 shares | 881,000 | 902,000 |
| Kilroy Realty Corp | 22,000 shares | 981,000 | 1,098,000 |
| Lifelock Inc | 48,000 shares | 696,000 | 786,000 |
| Littelfuse Inc | 7,000 shares | 399,000 | 651,000 |
| Louisiana Pacific Corp | 36,000 shares | 620,000 | 670,000 |
| Magellan Health Services | 11,000 shares | 613,000 | 673,000 |
| Marathon Oil Corp | 71,000 shares | 2,248,000 | 2,496,000 |
| Mastec Inc | 30,000 shares | 633,000 | 988,000 |
| * Mattel Inc | 1,002,000 shares | 21,114,000 | 47,688,000 |
| Matthews Intl Corp | 23,000 shares | 750,000 | 974,000 |
| McDonalds Corp | 16,000 shares | 1,534,000 | 1,586,000 |
| McKesson Corp | 5,000 shares | 435,000 | 795,000 |

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|-----|--|---|-----------|-------------------------|
| | Modine Mfg Co | 38,000 shares | 417,000 | 484,000 |
| | Molson Coors Brewing Co | 21,000 shares | 1,082,000 | 1,189,000 |
| | Monsanto Co | 24,000 shares | 1,762,000 | 2,774,000 |
| | Mosaic Co | 22,000 shares | 1,286,000 | 1,047,000 |
| | Netapp Inc | 31,000 shares | 1,289,000 | 1,282,000 |
| | Netscout Systems Inc | 38,000 shares | 782,000 | 1,127,000 |
| | Norcraft Cos Inc | 32,000 shares | 520,000 | 637,000 |
| | Novartis Ag ADR | 19,000 shares | 1,108,000 | 1,551,000 |
| | On Semiconductor Corp | 88,000 shares | 667,000 | 722,000 |
| | Oracle Corporation | 71,000 shares | 2,493,000 | 2,709,000 |
| | Owens III Inc | 31,000 shares | 784,000 | 1,112,000 |
| | Owens III Inc | 21,000 shares | 535,000 | 757,000 |
| | Pacwest Bancorp | 33,000 shares | 749,000 | 1,408,000 |
| | Pattern Energy Group Inc | 31,000 shares | 716,000 | 926,000 |
| | Pfizer Inc | 149,000 shares | 2,674,000 | 4,562,000 |
| | PNC Financial Services Group | 38,000 shares | 2,603,000 | 2,956,000 |
| | Quanta Svcs Inc Com | 27,000 shares | 600,000 | 850,000 |
| | Quintiles Transnational Holdings | 21,000 shares | 918,000 | 981,000 |
| | Red Hat Inc | 17,000 shares | 769,000 | 940,000 |
| | Reinsurance Group of America | 15,000 shares | 989,000 | 1,128,000 |
| | Rock-Tenn Co Cl A | 6,000 shares | 580,000 | 603,000 |
| | Rockwood Holdings Inc | 11,000 shares | 461,000 | 777,000 |
| | Schweitzer-Mauduit Intl | 8,000 shares | 273,000 | 414,000 |
| | Signature Bank | 7,000 shares | 461,000 | 743,000 |
| | Sirona Dental Systems Inc | 7,000 shares | 476,000 | 484,000 |
| | Solazyme Inc | 70,000 shares | 632,000 | 758,000 |
| | Southwestern Energy Co | 41,000 shares | 1,437,000 | 1,614,000 |
| | Springleaf Holdings Inc | 35,000 shares | 675,000 | 893,000 |
| | SS&C Technologies Holding | 16,000 shares | 422,000 | 724,000 |
| | Symantec Corp | 61,000 shares | 1,370,000 | 1,436,000 |
| | Synaptics Inc | 17,000 shares | 807,000 | 892,000 |
| | Taminco Corp | 44,000 shares | 894,000 | 897,000 |
| | Taylor Morrison Home Corp | 33,000 shares | 778,000 | 744,000 |
| | Teco Energy Inc | 61,000 shares | 1,036,000 | 1,051,000 |

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|--------------------------|----------------|-----------|-----------|
| Tenneco Inc | 14,000 shares | 500,000 | 777,000 |
| Texas Instruments Inc | 69,000 shares | 1,941,000 | 3,032,000 |
| Tibco Software Inc | 31,000 shares | 694,000 | 690,000 |
| Time Warner Inc | 45,000 shares | 1,547,000 | 3,167,000 |
| Toro Co | 14,000 shares | 644,000 | 868,000 |
| Trimas Corp | 22,000 shares | 490,000 | 866,000 |
| Unitedhealth Group Inc | 37,000 shares | 1,956,000 | 2,790,000 |
| US Silica Holdings Inc | 24,000 shares | 565,000 | 816,000 |
| Viacom Inc | 36,000 shares | 1,448,000 | 3,162,000 |
| Vodafone Group Plc | 113,000 shares | 2,989,000 | 4,454,000 |
| Waddell & Reed Financial | 15,000 shares | 569,000 | 962,000 |
| Web.Com Group Inc | 28,000 shares | 501,000 | 904,000 |

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MATTEL, INC. PERSONAL INVESTMENT PLAN

EIN: 95-1567322 PN: 002

SCHEDULE H, LINE 4i SCHEDULE OF ASSETS (HELD AT END OF YEAR)

At December 31, 2013

| (a) | (b) Identity of Issuer, Borrower, Lessor or Similar Party | (c) Description of Investment, including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value | (d) Cost | (e) Current Value |
|-----|--|---|-----------|----------------------|
| | Wintrust Financial Corp | 17,000 shares | 666,000 | 792,000 |
| | Woodward Inc. | 8,000 shares | 325,000 | 368,000 |
| | Xilinx Inc | 22,000 shares | 738,000 | 1,010,000 |
| | Total | | | 217,837,000 |
| | <u>Traditional Guaranteed Investment Contracts:</u> | | | |
| | Met Life GAC #32900X | 0.81%, due 3/18/2015 | 4,015,000 | 4,040,000 |
| | New York Life #GA34397XX | 1.00%, due 5/9/2016 | 4,003,000 | 4,012,000 |
| | Prudential #G63205211 | 0.83%, due 7/15/2015 | 4,015,000 | 4,039,000 |
| | Total | | | 12,091,000 |
| | <u>Synthetic Guaranteed Investment Contracts:</u> | | | |
| | <i>AIG Wrap-Multi Asset (Contract #399892A)</i> | | | |
| | AEP Texas Central Transition Funding II | 0.88%, due 12/1/2018 | | 52,000 |
| | AEP Texas Central Transition Funding II | 5.17%, due 1/1/2018 | | 11,000 |
| | Ally Auto Receivables Trust 2012-SN1 | 0.57%, due 8/20/2015 | | 75,000 |
| | American Express Credit Account Master | 0.68%, due 3/15/2018 | | 16,000 |
| | American Express Credit Corp | 2.38%, due 3/24/2017 | | 26,000 |
| | American Express Credit Corp | 1.75%, due 6/12/2015 | | 31,000 |
| | American Express Credit Corp | 1.30%, due 7/29/2016 | | 20,000 |
| | American Honda Finance Corp | 1.13%, due 10/7/2016 | | 5,000 |
| | American Honda Finance Corp | 2.13%, due 10/10/2018 | | 5,000 |
| | Bank Of Montreal | 1.30%, due 7/15/2016 | | 10,000 |
| | Bank Of New York Mellon Corp | 1.97%, due 6/20/2017 | | 76,000 |
| | Berkshire Hathaway Finance Corp | 0.95%, due 8/15/2016 | | 5,000 |
| | Berkshire Hathaway Inc | 1.55%, due 2/9/2018 | | 50,000 |

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|---|--|-----------------------|---------|
| * | Blackrock Inc | 6.25%, due 9/15/2017 | 71,000 |
| | Bottling Group LLC | 5.50%, due 4/1/2016 | 11,000 |
| | BP Capital Markets PLC | 1.38%, due 11/6/2017 | 79,000 |
| | BP Capital Markets PLC | 2.24%, due 9/26/2018 | 10,000 |
| | Canadian Imperial Bank Of Commerce | 1.35%, due 7/18/2016 | 25,000 |
| | Capital One Multi-Asset Execution Trust | 5.05%, due 12/17/2018 | 28,000 |
| | Cash | | 104,000 |
| | Caterpillar Financial Services Corp | 1.25%, due 11/6/2017 | 79,000 |
| | Caterpillar Financial Services Corp | 1.00%, due 11/25/2016 | 10,000 |
| | Centerpoint Energy Restoration Bond Co | 3.46%, due 8/15/2019 | 17,000 |
| | Centerpoint Energy Transition Bond Co I | 5.17%, due 8/1/2019 | 11,000 |
| | Charles Schwab Corp | 0.85%, due 12/4/2015 | 75,000 |
| | Chrysler Capital Auto Receivables Trust | 0.91%, due 4/16/2018 | 10,000 |
| | Cisco Systems Inc | 5.50%, due 2/22/2016 | 39,000 |
| | CIT Equipment Collateral | 1.13%, due 7/20/2020 | 35,000 |
| | Citibank Credit Card Issuance Trust | 5.10%, due 11/20/2017 | 16,000 |
| | Citibank Credit Card Issuance Trust | 5.65%, due 9/20/2019 | 30,000 |
| | Citibank Omni Master Trust | 4.90%, due 11/15/2018 | 5,000 |
| | Citigroup Commercial Mortgage Trust | 1.10%, due 11/10/2046 | 32,000 |
| | CNH Equipment Trust 2011-C | 1.19%, due 12/15/2016 | 41,000 |

Table of Contents**MATTEL, INC. PERSONAL INVESTMENT PLAN****EIN: 95-1567322 PN: 002****SCHEDULE H, LINE 4i SCHEDULE OF ASSETS (HELD AT END OF YEAR)****At December 31, 2013**

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|-----|---|--|----------|-------------------|
| | Comm 2012-CCRE2 Mortgage Trust | 0.82%, due 8/15/2045 | | 46,000 |
| | Comm 2013-CCRE12 Mortgage Trust | 1.30%, due 10/10/2046 | | 74,000 |
| | ConocoPhillips | 5.20%, due 5/15/2018 | | 79,000 |
| | Discover Card Execution Note Trust | 0.81%, due 8/15/2017 | | 73,000 |
| | Entergy Gulf States Reconstruction Fund | 5.79%, due 10/1/2018 | | 89,000 |
| | Fifth Third Auto Trust 2013-A | 0.61%, due 9/15/2017 | | 34,000 |
| | Ford Credit Auto Owner Trust 2013-B | 0.38%, due 2/15/2016 | | 57,000 |
| | Freddie Mac Gold Pool | 5.00%, due 2/1/2023 | | 242,000 |
| | GE Equipment Transportation LLC Series | 0.62%, due 7/25/2016 | | 25,000 |
| | GE Equipment Transportation LLC Series | 0.81%, due 9/24/2020 | | 40,000 |
| | GE Equipment Transportation LLC Series | 0.92%, due 9/25/2017 | | 25,000 |
| | General Electric Capital Corp | 2.30%, due 4/27/2017 | | 93,000 |
| | General Electric Co | 0.85%, due 10/9/2015 | | 75,000 |
| | GS Mortgage Securities Corp II | 0.70%, due 2/10/2046 | | 63,000 |
| | GS Mortgage Securities Corp II | 1.26%, due 11/10/2046 | | 58,000 |
| | Honda Auto Receivables 2013-3 Owner Trust | 0.77%, due 5/15/2017 | | 40,000 |
| | Hyundai Auto Lease Securitization Trust | 0.98%, due 10/17/2016 | | 75,000 |
| | Hyundai Auto Receivables Trust 2013-A | 0.56%, due 7/17/2017 | | 60,000 |
| | John Deere Capital Corp | 1.95%, due 12/13/2018 | | 10,000 |
| | JPMBB Commercial Mortgage Securities Trust | 1.23%, due 11/15/2045 | | 24,000 |
| | JPMorgan Chase & Co | 3.15%, due 7/5/2016 | | 53,000 |
| | JPMorgan Chase & Co | 1.63%, due 5/15/2018 | | 49,000 |
| | JPMorgan Chase Bank NA | 6.00%, due 7/5/2017 | | 7,000 |
| | | 1.06%, due 11/15/2017 | | 25,000 |

M&T Bank Auto Receivables Trust
2013-1

| | | |
|---|-----------------------|-----------|
| Morgan Stanley Bank Of America Merrill | 0.78%, due 12/15/2048 | 73,000 |
| Morgan Stanley Bank Of America Merrill | 0.83%, due 5/15/2046 | 45,000 |
| Morgan Stanley Bank Of America Merrill | 1.31%, due 8/15/2046 | 72,000 |
| Nissan Auto Lease Trust | 0.74%, due 9/17/2018 | 10,000 |
| Oracle Corp | 5.25%, due 1/15/2016 | 84,000 |
| Paccar Financial Corp | 0.75%, due 5/16/2016 | 80,000 |
| Pepsico Inc | 2.50%, due 5/10/2016 | 26,000 |
| Procter & Gamble Co | 1.60%, due 11/15/2018 | 30,000 |
| Royal Bank Of Canada | 2.30%, due 7/20/2016 | 37,000 |
| Royal Bank Of Canada | 1.45%, due 9/9/2016 | 51,000 |
| Shell International Finance BV | 2.00%, due 11/15/2018 | 40,000 |
| Simon Property Group LP | 2.15%, due 9/15/2017 | 15,000 |
| State Street Corp | 2.88%, due 3/7/2016 | 73,000 |
| Toronto-Dominion Bank | 2.50%, due 7/14/2016 | 37,000 |
| Toyota Motor Credit Corp | 2.80%, due 1/11/2016 | 48,000 |
| United States Treasury Note/Bond | 1.25%, due 10/31/2015 | 1,731,000 |
| United States Treasury Note/Bond | 0.63%, due 7/15/2014 | 80,000 |
| United States Treasury Note/Bond | 1.38%, due 9/30/2018 | 164,000 |
| United States Treasury Note/Bond | 0.75%, due 6/30/2017 | 965,000 |
| United States Treasury Note/Bond | 0.25%, due 5/15/2016 | 716,000 |
| United States Treasury Note/Bond | 1.00%, due 5/31/2018 | 269,000 |
| United States Treasury Note/Bond | 0.88%, due 9/15/2016 | 141,000 |

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MATTEL, INC. PERSONAL INVESTMENT PLAN

EIN: 95-1567322 PN: 002

SCHEDULE H, LINE 4i SCHEDULE OF ASSETS (HELD AT END OF YEAR)

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|-----|--|---|----------|----------------------|
| | US Bancorp | 1.65%, due 5/15/2017 | | 80,000 |
| | Volvo Financial Equipment LLC Series 20 | 0.74%, due 3/15/2017 | | 75,000 |
| * | Wells Fargo & Co | 1.50%, due 7/1/2015 | | 41,000 |
| * | Wells Fargo & Co | 1.50%, due 1/16/2018 | | 40,000 |
| * | Wells Fargo & Co | 2.15%, due 1/15/2019 | | 5,000 |
| | Westpac Banking Corp | 2.25%, due 7/30/2018 | | 35,000 |
| | WFRBS Commercial Mortgage Trust 2013-C1 | 1.15%, due 12/15/2046 | | 30,000 |
| | WFRBS Commercial Mortgage Trust 2013-C1 | 2.92%, due 12/15/2046 | | 10,000 |
| | World Omni Automobile Lease Securitization Trust | 0.73%, due 5/16/2016 | | 15,000 |
| | Wrap Contract | | | |
| | Total | | | 7,644,000 |
| | <i>Bank of America Wrap-Multi Asset (Contract #02-069)</i> | | | |
| | Citibank Credit Card Issuance Trust | 4.90%, due 12/12/2016 | | 2,610,000 |
| | Fannie Mae Pool | 5.00%, due 3/1/2023 | | 262,000 |
| | Fannie Mae Remics | 4.50%, due 10/25/2025 | | 545,000 |
| | Fannie Mae Remics | 4.50%, due 6/25/2024 | | 18,000 |
| | Freddie Mac Remics | 4.50%, due 7/15/2025 | | 275,000 |
| | Freddie Mac Remics | 4.00%, due 5/15/2019 | | 254,000 |
| | LB-UBS Commercial Mortgage Trust | 5.17%, due 11/15/2030 | | 235,000 |
| | Wrap contract | | | |
| | Total | | | 4,199,000 |
| | <i>Met Life (Contract #GAC32606)</i> | | | |
| | MetLife MAT Separate Account | 1.34%, no due date | | 29,092,000 |
| | Wrap contract | | | |
| | Total | | | 29,092,000 |

Monumental Life Wrap-Multi Asset (Contract #MDA00450TR)

| | | |
|--|-----------------------|---------|
| ABB Finance USA Inc | 1.63%, due 5/8/2017 | 45,000 |
| AEP Texas Central Transition Funding II | 6.25%, due 1/15/2017 | 267,000 |
| Alabama Power Co | 5.20%, due 1/15/2016 | 665,000 |
| Allergan Inc/United States | 1.35%, due 3/15/2018 | 29,000 |
| Ally Auto Receivables Trust 2011-2 | 1.98%, due 4/15/2016 | 326,000 |
| American Express Credit Corp | 2.38%, due 3/24/2017 | 440,000 |
| American Express Credit Corp | 1.75%, due 6/12/2015 | 127,000 |
| American Express Credit Corp | 1.30%, due 7/29/2016 | 41,000 |
| American Honda Finance Corp | 1.13%, due 10/7/2016 | 20,000 |
| American Honda Finance Corp | 2.13%, due 10/10/2018 | 50,000 |
| AT&T Inc | 1.40%, due 12/1/2017 | 568,000 |
| BA Credit Card Trust | 5.17%, due 6/15/2019 | 673,000 |
| Banc Of America Commercial Mortgage Trust | 5.38%, due 9/10/2047 | 107,000 |
| Banc Of America Merrill Lynch Commercial | 5.12%, due 10/10/2045 | 149,000 |
| Banc Of America Merrill Lynch Commercial | 5.18%, due 9/10/2047 | 107,000 |
| Banc Of America Merrill Lynch Commercial | 4.67%, due 7/10/2043 | 221,000 |
| Bank Of Montreal | 1.45%, due 4/9/2018 | 181,000 |

Table of Contents**MATTEL, INC. PERSONAL INVESTMENT PLAN****EIN: 95-1567322 PN: 002****SCHEDULE H, LINE 4i SCHEDULE OF ASSETS (HELD AT END OF YEAR)****At December 31, 2013**

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|-----|--|---|----------|-------------------------|
| | Bank Of New York Mellon Corp | 1.97%, due 6/20/2017 | | 15,000 |
| | Bank Of New York Mellon Corp | 1.30%, due 1/25/2018 | | 392,000 |
| | Bank Of New York Mellon Corp | 0.70%, due 3/4/2016 | | 179,000 |
| | Bank Of Nova Scotia | 1.38%, due 12/18/2017 | | 69,000 |
| | Bank Of Nova Scotia | 1.45%, due 4/25/2018 | | 68,000 |
| | Baxter International Inc | 0.95%, due 6/1/2016 | | 40,000 |
| | Baxter International Inc | 1.85%, due 6/15/2018 | | 44,000 |
| | Berkshire Hathaway Finance Corp | 1.30%, due 5/15/2018 | | 39,000 |
| | Berkshire Hathaway Inc | 0.80%, due 2/11/2016 | | 75,000 |
| | Berkshire Hathaway Inc | 1.55%, due 2/9/2018 | | 55,000 |
| | BHP Billiton Finance USA Ltd | 1.00%, due 2/24/2015 | | 71,000 |
| * | Blackrock Inc | 1.38%, due 6/1/2015 | | 258,000 |
| | BNP Paribas Sa | 3.25%, due 3/11/2015 | | 676,000 |
| | BP Capital Markets Plc | 1.38%, due 11/6/2017 | | 113,000 |
| | BP Capital Markets Plc | 2.24%, due 9/26/2018 | | 61,000 |
| | Canadian Imperial Bank Of Commerce | 1.55%, due 1/23/2018 | | 69,000 |
| | Canadian Imperial Bank Of Commerce | 1.35%, due 7/18/2016 | | 51,000 |
| | Carmax Auto Owner Trust 2013-1 | 0.60%, due 10/16/2017 | | 135,000 |
| | Cash | | | 1,115,000 |
| | Caterpillar Financial Services Corp | 1.05%, due 3/26/2015 | | 202,000 |
| | Caterpillar Financial Services Corp | 1.63%, due 6/1/2017 | | 81,000 |
| | Caterpillar Financial Services Corp | 1.00%, due 11/25/2016 | | 70,000 |
| | Cd 2005-Cd1 Commercial Mortgage Trust | 5.22%, due 7/15/2044 | | 224,000 |
| | Centerpoint Energy Transition Bond Co I | 5.17%, due 8/1/2019 | | 55,000 |
| | Centerpoint Energy Transition Bond Co I | 0.90%, due 4/15/2018 | | 99,000 |
| | Centerpoint Energy Transition Bond Co I | 2.16%, due 10/15/2021 | | 140,000 |
| | CFCRE Commercial Mortgage Trust 2011-C2 | 3.06%, due 12/15/2047 | | 145,000 |

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| | | |
|---|-----------------------|---------|
| Charles Schwab Corp | 0.85%, due 12/4/2015 | 151,000 |
| Chase Issuance Trust | 5.16%, due 4/16/2018 | 153,000 |
| Chase Issuance Trust | 0.79%, due 6/15/2017 | 537,000 |
| Chevron Corp | 1.10%, due 12/5/2017 | 489,000 |
| Chrysler Capital Auto Receivables Trust | 0.91%, due 4/16/2018 | 30,000 |
| Cisco Systems Inc | 5.50%, due 2/22/2016 | 291,000 |
| Citibank Credit Card Issuance Trust | 5.30%, due 3/15/2018 | 156,000 |
| Citibank Credit Card Issuance Trust | 5.65%, due 9/20/2019 | 720,000 |
| Citibank Omni Master Trust | 4.90%, due 11/15/2018 | 142,000 |
| Citigroup Commercial Mortgage Trust 201 | 0.75%, due 4/10/2046 | 70,000 |
| Citigroup Commercial Mortgage Trust 201 | 1.38%, due 9/10/2046 | 82,000 |
| Coca-Cola Co | 1.65%, due 11/1/2018 | 257,000 |
| Comm 2012-Ccre2 Mortgage Trust | 0.82%, due 8/15/2045 | 61,000 |
| Comm 2013-Ccre12 Mortgage Trust | 1.30%, due 10/10/2046 | 188,000 |
| Comm 2013-Lc13 Mortgage Trust | 1.31%, due 8/10/2046 | 77,000 |
| ConocoPhillips Co | 1.05%, due 12/15/2017 | 185,000 |
| Costco Wholesale Corp | 1.13%, due 12/15/2017 | 285,000 |
| Credit Suisse USA Inc | 5.13%, due 8/15/2015 | 655,000 |
| Discover Card Execution Note Trust | 0.81%, due 8/15/2017 | 251,000 |

Table of Contents**MATTEL, INC. PERSONAL INVESTMENT PLAN****EIN: 95-1567322 PN: 002****SCHEDULE H, LINE 4i SCHEDULE OF ASSETS (HELD AT END OF YEAR)****At December 31, 2013**

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|-----|--|---|----------|-------------------------|
| | Discover Card Execution Note Trust | 0.86%, due 11/15/2017 | | 201,000 |
| | Duke Energy Florida Inc | 0.65%, due 11/15/2015 | | 100,000 |
| | Entergy Louisiana Investment Recovery Funding | 2.04%, due 9/1/2023 | | 116,000 |
| | Fannie Mae Pool | 3.50%, due 12/1/2025 | | 369,000 |
| | Fannie Mae Pool | 3.50%, due 1/1/2026 | | 595,000 |
| | Fannie Mae Pool | 4.00%, due 2/1/2026 | | 187,000 |
| | Fannie Mae Pool | 3.50%, due 2/1/2026 | | 418,000 |
| | Fannie Mae Pool | 3.00%, due 10/1/2026 | | 123,000 |
| | Fannie Mae Pool | 3.50%, due 10/1/2026 | | 435,000 |
| | Fannie Mae Pool | 3.00%, due 1/1/2027 | | 496,000 |
| | Fannie Mae Pool | 2.50%, due 3/1/2028 | | 760,000 |
| | Fannie Mae Pool | 3.00%, due 7/1/2027 | | 267,000 |
| | Fannie Mae Pool | 2.50%, due 10/1/2027 | | 241,000 |
| | Fannie Mae Pool | 2.50%, due 1/1/2028 | | 275,000 |
| | Fannie Mae Pool | 2.50%, due 11/1/2027 | | 466,000 |
| | Fannie Mae Pool | 2.50%, due 4/1/2028 | | 517,000 |
| | Fannie Mae Pool | 4.50%, due 3/1/2023 | | 340,000 |
| | Fannie Mae Pool | 3.50%, due 1/1/2026 | | 313,000 |
| | Fannie Mae Pool | 4.00%, due 3/1/2026 | | 218,000 |
| | Fannie Mae Pool | 2.50%, due 6/1/2027 | | 253,000 |
| | Fannie Mae Pool | 2.50%, due 3/1/2027 | | 97,000 |
| | Fannie Mae Pool | 2.50%, due 3/1/2028 | | 183,000 |
| | Fannie Mae Pool | 2.50%, due 5/1/2028 | | 769,000 |
| | Fannie Mae Pool | 3.50%, due 1/1/2026 | | 346,000 |
| | Fannie Mae Pool | 5.50%, due 1/1/2024 | | 196,000 |
| | Fannie Mae Remics | 4.00%, due 9/25/2041 | | 64,000 |
| | Fannie Mae Remics | 2.75%, due 6/25/2020 | | 1,000 |
| | Fannie Mae Remics | 2.50%, due 1/25/2022 | | 1,000 |
| | Fannie Mae Remics | 3.00%, due 1/25/2021 | | 207,000 |
| | Fannie Mae-Aces | 1.52%, due 12/25/2019 | | 50,000 |
| | Fannie Mae-Aces | 1.54%, due 5/25/2022 | | 26,000 |
| | Fannie Mae-Aces | 1.36%, due 5/25/2022 | | 83,000 |
| | Fannie Mae-Aces | 1.23%, due 9/25/2022 | | 296,000 |

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| | | |
|---------------------------------------|-----------------------|-----------|
| Federal Farm Credit Banks | 0.50%, due 5/1/2015 | 552,000 |
| Federal Home Loan Banks | 3.25%, due 9/12/2014 | 1,031,000 |
| Federal Home Loan Mortgage Corp | 3.00%, due 7/28/2014 | 1,440,000 |
| Federal National Mortgage Association | 0.88%, due 8/28/2017 | 693,000 |
| Federal National Mortgage Association | 0.50%, due 3/30/2016 | 500,000 |
| Ford Credit Auto Owner Trust 2012-C | 0.79%, due 11/15/2017 | 120,000 |
| Freddie Mac Gold Pool | 5.00%, due 4/1/2022 | 61,000 |
| Freddie Mac Gold Pool | 4.00%, due 6/1/2024 | 447,000 |
| Freddie Mac Gold Pool | 4.00%, due 4/1/2026 | 272,000 |
| Freddie Mac Gold Pool | 4.50%, due 9/1/2026 | 251,000 |
| Freddie Mac Gold Pool | 2.50%, due 5/1/2027 | 232,000 |
| Freddie Mac Gold Pool | 2.50%, due 5/1/2028 | 303,000 |
| Freddie Mac Gold Pool | 4.00%, due 8/1/2024 | 368,000 |

Table of Contents**MATTEL, INC. PERSONAL INVESTMENT PLAN****EIN: 95-1567322 PN: 002****SCHEDULE H, LINE 4i SCHEDULE OF ASSETS (HELD AT END OF YEAR)****At December 31, 2013**

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|-----|--|---|----------|-------------------------|
| | Freddie Mac Gold Pool | 3.00%, due 4/1/2027 | | 172,000 |
| | Freddie Mac Gold Pool | 3.50%, due 12/1/2025 | | 243,000 |
| | Freddie Mac Gold Pool | 3.50%, due 4/1/2026 | | 354,000 |
| | Freddie Mac Gold Pool | 4.00%, due 4/1/2021 | | 107,000 |
| | Freddie Mac Gold Pool | 3.50%, due 8/1/2026 | | 85,000 |
| | Freddie Mac Gold Pool | 3.00%, due 2/1/2027 | | 472,000 |
| | Freddie Mac Gold Pool | 3.00%, due 3/1/2027 | | 399,000 |
| | Freddie Mac Gold Pool | 2.50%, due 7/1/2027 | | 210,000 |
| | Freddie Mac Gold Pool | 3.00%, due 10/1/2027 | | 148,000 |
| | Freddie Mac Gold Pool | 3.00%, due 8/1/2027 | | 331,000 |
| | Freddie Mac Remics | 2.00%, due 10/15/2023 | | 263,000 |
| | Freddie Mac Remics | 3.50%, due 9/15/2020 | | 1,000 |
| | Freddie Mac Remics | 4.50%, due 12/15/2021 | | 1,000 |
| | Freddie Mac Remics | 2.50%, due 10/15/2025 | | 249,000 |
| | Freddie Mac Remics | 4.00%, due 3/15/2033 | | 285,000 |
| | Freddie Mac Remics | 4.00%, due 7/15/2023 | | 69,000 |
| | GE Equipment Midticket LLC Series 2011-1 | 1.42%, due 5/23/2016 | | 101,000 |
| | GE Equipment Midticket LLC Series 2013-1 | 0.95%, due 3/22/2017 | | 45,000 |
| | GE Equipment Transportation LLC Series | 0.81%, due 9/24/2020 | | 80,000 |
| | GE Equipment Transportation LLC Series | 0.92%, due 9/25/2017 | | 95,000 |
| | General Dynamics Corp | 1.00%, due 11/15/2017 | | 112,000 |
| | General Electric Capital Corp | 5.63%, due 5/1/2018 | | 122,000 |
| | General Electric Capital Corp | 3.35%, due 10/17/2016 | | 374,000 |
| | General Electric Capital Corp | 2.30%, due 4/27/2017 | | 144,000 |
| | General Electric Capital Corp | 1.60%, due 11/20/2017 | | 90,000 |
| | General Electric Co | 0.85%, due 10/9/2015 | | 277,000 |
| | Glaxosmithkline Capital PLC | 0.75%, due 5/8/2015 | | 45,000 |
| | GS Mortgage Securities Trust 2011-GC5 | 3.00%, due 8/10/2044 | | 209,000 |
| | | 2.54%, due 1/10/2045 | | 93,000 |

| | | |
|---|-----------------------|---------|
| GS Mortgage Securities Trust 2012-GC6 | | |
| Hewlett-Packard Co | 3.00%, due 9/15/2016 | 372,000 |
| Honda Auto Receivables 2012-1 Owner Trust | 0.77%, due 1/15/2016 | 29,000 |
| Honda Auto Receivables 2012-1 Owner Trust | 0.97%, due 4/16/2018 | 35,000 |
| Honda Auto Receivables 2012-3 Owner Trust | 0.74%, due 10/15/2018 | 75,000 |
| Hyundai Auto Receivables Trust 2010-A | 2.45%, due 12/15/2016 | 350,000 |
| International Business Machines Corp | 5.70%, due 9/14/2017 | 64,000 |
| International Business Machines Corp | 1.95%, due 7/22/2016 | 47,000 |
| International Business Machines Corp | 1.25%, due 2/6/2017 | 200,000 |
| John Deere Capital Corp | 2.00%, due 1/13/2017 | 139,000 |
| John Deere Capital Corp | 1.20%, due 10/10/2017 | 78,000 |
| John Deere Owner Trust 2011 | 1.96%, due 4/16/2018 | 267,000 |
| John Deere Owner Trust 2012 | 0.75%, due 3/15/2016 | 77,000 |
| John Deere Owner Trust 2012 | 0.99%, due 6/15/2018 | 30,000 |
| JP Morgan Chase Commercial Mortgage Sec | 5.20%, due 12/15/2044 | 241,000 |
| JP Morgan Chase Commercial Mortgage Sec | 1.80%, due 10/15/2045 | 200,000 |
| JPMBB Commercial Mortgage Securities Trust | 1.23%, due 11/15/2045 | 83,000 |
| JPMorgan Chase & Co | 2.60%, due 1/15/2016 | 573,000 |

Table of Contents**MATTEL, INC. PERSONAL INVESTMENT PLAN****EIN: 95-1567322 PN: 002****SCHEDULE H, LINE 4i SCHEDULE OF ASSETS (HELD AT END OF YEAR)****At December 31, 2013**

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|-----|--|---|----------|-------------------------|
| | JPMorgan Chase Bank NA | 6.00%, due 7/5/2017 | | 52,000 |
| | LB-UBS Commercial Mortgage Trust 2005-C | 4.74%, due 2/15/2030 | | 216,000 |
| | Lowe's Cos Inc | 2.13%, due 4/15/2016 | | 412,000 |
| | M&T Bank Auto Receivables Trust 2013-1 | 1.06%, due 11/15/2017 | | 166,000 |
| | Mercedes-Benz Auto Lease Trust 2013-A | 0.72%, due 12/17/2018 | | 30,000 |
| | Mercedes-Benz Auto Receivables Trust | 0.61%, due 12/17/2018 | | 75,000 |
| | Merck & Co Inc | 1.30%, due 5/18/2018 | | 146,000 |
| | Merrill Lynch Mortgage Trust 2005-LC1 | 5.29%, due 1/12/2044 | | 30,000 |
| | Microsoft Corp | 0.88%, due 11/15/2017 | | 64,000 |
| | Morgan Stanley Bank Of America Merrill | 0.78%, due 12/15/2048 | | 228,000 |
| | Morgan Stanley Bank Of America Merrill | 1.39%, due 7/15/2046 | | 187,000 |
| | Morgan Stanley Capital I Trust 2005-HG6 | 4.99%, due 8/13/2042 | | 173,000 |
| | Morgan Stanley Capital I Trust 2011-C3 | 3.22%, due 7/15/2049 | | 70,000 |
| | Nissan Auto Lease Trust | 0.74%, due 9/17/2018 | | 60,000 |
| | Nissan Auto Receivables 2012-A Owner Trust | 1.00%, due 7/16/2018 | | 141,000 |
| | Occidental Petroleum Corp | 2.50%, due 2/1/2016 | | 115,000 |
| | Occidental Petroleum Corp | 1.50%, due 2/15/2018 | | 59,000 |
| | Oncor Electric Delivery Transition Bond | 5.42%, due 8/15/2017 | | 77,000 |
| | Oracle Corp | 1.20%, due 10/15/2017 | | 187,000 |
| | Paccar Financial Corp | 1.60%, due 3/15/2017 | | 110,000 |
| | Paccar Financial Corp | 0.75%, due 5/16/2016 | | 5,000 |
| | Pepsico Inc | 2.50%, due 5/10/2016 | | 167,000 |
| | Pfizer Inc | 0.90%, due 1/15/2017 | | 235,000 |

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|---|-----------------------|-----------|
| Praxair Inc | 1.05%, due 11/7/2017 | 39,000 |
| Procter & Gamble Co | 1.60%, due 11/15/2018 | 133,000 |
| PSE&G Transition Funding LLC | 6.89%, due 12/15/2017 | 163,000 |
| Royal Bank Of Canada | 2.30%, due 7/20/2016 | 141,000 |
| Sanofi | 1.25%, due 4/10/2018 | 59,000 |
| Shell International Finance Bv | 1.13%, due 8/21/2017 | 149,000 |
| Shell International Finance Bv | 2.00%, due 11/15/2018 | 135,000 |
| Simon Property Group Lp | 2.15%, due 9/15/2017 | 117,000 |
| State Street Corp | 2.88%, due 3/7/2016 | 756,000 |
| Toronto-Dominion Bank | 1.40%, due 4/30/2018 | 210,000 |
| Toronto-Dominion Bank | 1.50%, due 9/9/2016 | 56,000 |
| Toyota Auto Receivables 2012-A Owner Trust | 0.99%, due 8/15/2017 | 45,000 |
| Toyota Auto Receivables 2012-B Owner Trust | 0.61%, due 1/16/2018 | 200,000 |
| Toyota Motor Credit Corp | 2.80%, due 1/11/2016 | 153,000 |
| Toyota Motor Credit Corp | 1.38%, due 1/10/2018 | 143,000 |
| UBS-Barclays Commercial Mortgage Trust | 1.01%, due 5/10/2063 | 96,000 |
| United Parcel Service Inc | 1.13%, due 10/1/2017 | 44,000 |
| United States Treasury Note/Bond | 1.50%, due 8/31/2018 | 540,000 |
| United States Treasury Note/Bond | 1.38%, due 9/30/2018 | 1,249,000 |
| United States Treasury Note/Bond | 1.00%, due 10/31/2016 | 1,140,000 |
| United States Treasury Note/Bond | 0.88%, due 11/30/2016 | 1,922,000 |
| United States Treasury Note/Bond | 1.25%, due 1/31/2019 | 167,000 |
| United States Treasury Note/Bond | 0.75%, due 6/30/2017 | 1,098,000 |

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MATTEL, INC. PERSONAL INVESTMENT PLAN

EIN: 95-1567322 PN: 002

SCHEDULE H, LINE 4i SCHEDULE OF ASSETS (HELD AT END OF YEAR)

At December 31, 2013

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|-----|--|---|----------|----------------------|
| | United States Treasury Note/Bond | 0.25%, due 7/15/2015 | | 5,000 |
| | United States Treasury Note/Bond | 0.38%, due 11/15/2015 | | 425,000 |
| | United States Treasury Note/Bond | 0.63%, due 11/30/2017 | | 176,000 |
| | United States Treasury Note/Bond | 0.38%, due 3/15/2016 | | 660,000 |
| | United Technologies Corp | 1.80%, due 6/1/2017 | | 81,000 |
| | US Bancorp | 1.65%, due 5/15/2017 | | 281,000 |
| | Volvo Financial Equipment LLC Series 20 | 0.74%, due 3/15/2017 | | 425,000 |
| | Wachovia Bank Commercial Mortgage Trust | 5.24%, due 10/15/2044 | | 82,000 |
| | Walt Disney Co | 0.45%, due 12/1/2015 | | 130,000 |
| * | Wells Fargo & Co | 2.10%, due 5/8/2017 | | 169,000 |
| * | Wells Fargo & Co | 1.50%, due 1/16/2018 | | 410,000 |
| * | Wells Fargo & Co | 2.15%, due 1/15/2019 | | 35,000 |
| | Westpac Banking Corp | 0.95%, due 1/12/2016 | | 151,000 |
| | Westpac Banking Corp | 2.25%, due 7/30/2018 | | 117,000 |
| | WFRBS Commercial Mortgage Trust 2012-C7 | 2.30%, due 6/15/2045 | | 90,000 |
| | WFRBS Commercial Mortgage Trust 2013-C1 | 1.41%, due 9/15/2046 | | 79,000 |
| | WFRBS Commercial Mortgage Trust 2013-C1 | 2.92%, due 12/15/2046 | | 56,000 |
| | World Omni Auto Receivables Trust 2012- | 0.85%, due 8/15/2018 | | 80,000 |
| | World Omni Auto Receivables Trust 2012- | 0.43%, due 11/16/2015 | | 48,000 |
| | World Omni Automobile Lease Securitization | 0.73%, due 5/16/2016 | | 95,000 |
| | Wrap contract | | | |
| | Total | | | 52,007,000 |
| | <i>Principal Life Insurance Wrap (Contract #GA8-9578)</i> | | | |

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| | | | |
|--|-------------------------------------|------------|------------|
| * Morley Stable Income Bond Fund | 1.01%, no due date | | 29,350,000 |
| Wrap contract | | | |
| Total | | | 29,350,000 |
| <i>Prudential Insurance Wrap (Contract #GA-62237)</i> | | | |
| Prudential Trust Co Collective Trust | 1.91%, no due date | | 51,687,000 |
| Wrap contract | | | |
| Total | | | 51,687,000 |
| <i>Rabobank Wrap-Multi Asset (Contract #MAT060201)</i> | | | |
| JPMorgan Chase Commercial Mortgage | 4.93%, due 9/12/2037 | | 383,000 |
| Freddie Mac | 5.50%, due 5/1/2022 | | 151,000 |
| Fannie Mae | 3.00%, due 6/25/2018 | | 93,000 |
| Total | | | 627,000 |
| <u>Mutual Fund:</u> | | | |
| * PIMCO Long-Term U.S. Government Institutional Fund | 2,490,000 shares | 28,223,000 | 22,911,000 |
| <u>Interest Bearing Cash:</u> | | | |
| * Wells Fargo Short-Term Investment Fund | Investment Fund S; 25,454,000 units | 25,454,000 | 25,454,000 |
| * Wells Fargo Short-Term Investment Fund | Investment Fund N; 268,000 units | 268,000 | 268,000 |
| Total | | | 25,722,000 |

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MATTEL, INC. PERSONAL INVESTMENT PLAN

EIN: 95-1567322 PN: 002

SCHEDULE H, LINE 4i SCHEDULE OF ASSETS (HELD AT END OF YEAR)

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|-----|--|---|----------|-----------------------|
| | Total Investments at Fair Value | | | \$ 933,746,000 |
| | <u>Notes Receivable from Participants:</u> | | | |
| | | Interest rates: 4.25%-10.50% | | |
| * | Notes Receivable from Participants | Maturity dates: 1/2/2014 12/23/2028 | | \$ 9,157,000 |

* Party-in-interest

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the employee benefit plan) have duly caused this annual report to be signed on its behalf by the undersigned thereunto duly authorized.

Mattel, Inc. Personal Investment Plan

Date: June 24, 2014

By: /s/ Mandana Sadigh
Mandana Sadigh

Senior Vice President and Treasurer

Mattel, Inc.