

JAKKS PACIFIC INC  
 Form 4  
 January 04, 2017

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**BERMAN STEPHEN G**  
  
 (Last) (First) (Middle)  
**C/O JAKKS PACIFIC, INC., 2951  
 28TH STREET**  
  
 (Street)  
**SANTA MONICA, CA 90405**  
  
 (City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**JAKKS PACIFIC INC [JAKK]**  
  
 3. Date of Earliest Transaction  
 (Month/Day/Year)  
**12/30/2016**  
  
 4. If Amendment, Date Original Filed(Month/Day/Year)

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 Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
Common Stock	12/30/2016		D	439,698 (4)	\$ 5.15 175,585 (2)	D	
Common Stock	01/01/2017		F	1,127 (5)	\$ 5.15 174,458 (2)	D	
Common Stock	01/01/2017		A	679,612 (3) (6)	\$ 5.15 854,070 (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.

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(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BERMAN STEPHEN G C/O JAKKS PACIFIC, INC. 2951 28TH STREET SANTA MONICA, CA 90405	X		CEO, President and Secretary	

## Signatures

/s/ Stephen G. Berman 01/03/2017

\*\*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) Represents the closing price of the Issuer's common stock on 12/30/16, as reported by Nasdaq.
- (2) Certain of these shares may be restricted from transfer pursuant to the minimum stock ownership provision in Holder's Employment Agreement with the Issuer.
- (3) Reflects the forfeiture of 439,698 shares issued pursuant to the terms of Holder's Employment Agreement that failed to vest pursuant to the terms of that certain January 1, 2016 Restricted Stock Award Agreement by and between the Holder and the Issuer
- (4) Represents that number of shares surrendered by the Holder in order to satisfy a tax withholding obligation, as permitted by the terms of a previously reported Restricted Stock Award Agreement by and between the Holder and the Issuer and as approved by the Compensation Committee of the Issuer's Board of Directors.

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(5) Such 679,612 shares were issued pursuant to the terms of Holder's Employment Agreement with the Issuer (as amended and clarified to date) and are further subject to the terms of that certain January 1, 2017 Restricted Stock Award Agreement (the "Agreement") by and between the Holder and the Issuer.

(6) Such 679,612 shall vest as follows: 40% of the award is subject to time vesting in four equal annual installments over four years and the balance of the award is subject to three year "cliff vesting" upon satisfaction of certain performance measures at the close of the three year performance period based upon performance criteria to be determined by the Issuer's Compensation Committee 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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