

JAKKS PACIFIC INC  
Form 8-K  
December 10, 2013

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 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): **December 6, 2013**

**JAKKS PACIFIC, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**                      **0-28104**      **95-4527222**  
(State or other jurisdiction (Commission (IRS Employer  
of incorporation)              File Number) Identification No.)

**22619 Pacific Coast Highway, Malibu, California 90265**  
(Address of principal executive offices)                      (Zip Code)

Registrant's telephone number, including area code: **(310) 456-7799**

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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 (see General Instruction A.2. below):

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 5.07. Submission of Matters to a Vote of Security Holders.**

We mailed a Proxy Statement on or about October 25, 2013 to our stockholders of record as of October 11, 2013 in connection with our 2013 Annual Meeting of Stockholders, which was held on December 6, 2013 at the J.W. Marriott – Le Merigot, 1740 Ocean Avenue, Santa Monica, California, 90401. At the Meeting, the stockholders voted on five matters as follows: (i) election of directors, and the slate of nominees was elected, (ii) the ratification of our auditors, which was approved, (iii) an amendment to our 2002 Stock Award and Incentive Plan, which was approved, (iv) an advisory vote concerning compensation of our named executive officers, which was approved and (v) a stockholder proposal requesting that the Board of Directors initiate the appropriate process to amend the Company’s articles of incorporation and/or by laws to provide that director nominees in uncontested elections be elected by the affirmative vote of the majority of votes cast at an annual stockholders meeting, which was approved.

The first matter was the election of the members of the Board of Directors. The six directors elected and the tabulation of the votes (both in person and by proxy) was as follows:

Nominees for Directors	For	Withheld
Stephen G. Berman	9,234,900	922,956
Robert E. Glick	5,959,891	4,197,965
Michael G. Miller	7,552,918	2,604,938
Murray L. Skala	6,496,693	3,661,163
Peter F. Reilly	9,306,340	851,516
Rex H. Poulsen	9,491,401	666,455

There were 8,625,832 broker held non-voted shares represented at the Meeting with respect to this matter.

The second matter upon which the stockholders voted was the proposal to ratify the appointment by the Board of Directors of BDO USA, LLP, as our independent certified public accountants for 2013. The tabulation of the votes (both in person and by proxy) was as follows:

For	Against	Abstentions
18,577,186	92,471	114,031

There were no broker held non-voted shares represented at the Meeting with respect to this matter.

The third matter upon which the stockholders voted was a proposal to ratify and approve an amendment to our 2002 Stock Award and Incentive Plan. The tabulation of the votes (both in person and by proxy) was as follows:

For	Against	Abstentions
7,061,627	3,082,072	14,157

There were 8,625,832 broker held non-voted shares represented at the Meeting with respect to this matter.

The fourth matter upon which the stockholders voted was an advisory vote approving the compensation of our named executive officers. The tabulation of the votes (both in person and by proxy) was as follows:

For	Against	Abstentions
5,644,392	4,497,300	16,164

There were 8,625,832 broker held non-voted shares represented at the Meeting with respect to this matter.

The fifth matter upon which the stockholders voted was a stockholder proposal requesting that the Board of Directors initiate the appropriate process to amend the Company's articles of incorporation and/or by laws to provide that director nominees in uncontested elections be elected by the affirmative vote of the majority of votes cast at an annual stockholders meeting. The tabulation of the votes (both in person and by proxy) was as follows:

For	Against	Abstentions
9,496,895	473,229	142,628

There were 8,670,936 broker held non-voted shares represented at the Meeting with respect to this matter.

## **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.

JAKKS PACIFIC, INC.

Dated: December 10, 2013 By: /s/ JOEL M. BENNETT  
Joel M. Bennett, CFO

