

JAKKS PACIFIC INC
Form SC 13D/A
September 29, 2015
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934
(Amendment No. 1)*

JAKKS Pacific, Inc.
(Name of Issuer)

Common stock, \$0.001 par value
(Title of Class of Securities)

47012E106
(CUSIP Number)

Oasis Management Company Ltd.

c/o Oasis Management (Hong Kong) LLC

21/F Man Yee Building

68 Des Voeux Road, Central

Hong Kong

Attention: Phillip Meyer

(852) 2847-7708

with a copy to:

Schulte Roth & Zabel LLP

919 Third Avenue

New York, NY 10022

Attention: Eleazer N. Klein, Esq.

(212) 756-2000

(Name, Address and Telephone Number of Person

Authorized to Receive Notices and
Communications)

September 25, 2015
(Date of Event Which Requires Filing of This
Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), Rule 13d-1(f) or Rule 13d-1(g), check the following box. []

(Page 1 of 8 Pages)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1 NAME OF REPORTING PERSON
Oasis Management Company Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF (b) A GROUP

3 SEC USE ONLY SOURCE OF FUNDS

4 AF CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2 (d) or 2(e)

5 CITIZENSHIP OR PLACE OF ORGANIZATION

6 Cayman Islands

7 SOLE VOTING POWER

8 -0- SHARED VOTING POWER

946,153 shares of Common Stock

1,276,332 shares of Common Stock issuable upon conversion of 4.25%

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

Convertible
Senior Notes
due 2018

1,063,553
shares of
Common Stock
issuable upon
conversion of
4.875%

Convertible
Senior Notes
due 2020

9 SOLE
DISPOSITIVE
POWER

-0-
SHARED
DISPOSITIVE
POWER

946,153 shares
of Common
Stock

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4.25%

10 Convertible
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due 2018

1,063,553
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Common Stock
issuable upon
conversion of
4.875%

Convertible
Senior Notes
due 2020

11 AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
PERSON

946,153 shares of
Common Stock

1,276,332 shares of
Common Stock issuable
upon conversion of
4.25% Convertible
Senior Notes due 2018

1,063,553 shares of
Common Stock issuable
upon conversion of
4.875% Convertible
Senior Notes due 2020

12 CHECK IF THE
AGGREGATE
AMOUNT IN
ROW (11) ..
EXCLUDES
CERTAIN
SHARES
PERCENT OF CLASS
13 REPRESENTED BY
AMOUNT IN ROW (11)

14 13.0%
TYPE OF REPORTING
PERSON

OO

	NAME OF REPORTING PERSON
1	Oasis Investments II Master Fund Ltd.
	CHECK THE APPROPRIATE BOX IF A MEMBER OF (b) A GROUP SEC USE ONLY SOURCE OF FUNDS
2	
3	
4	WC (see Item 3) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2 (d) or 2(e)
5	CITIZENSHIP OR PLACE OF ORGANIZATION
6	Cayman Islands
	SOLE VOTING POWER
7	
	-0-
8	SHARED VOTING POWER
	946,153 shares of Common Stock
	1,276,332 shares of Common Stock issuable upon conversion of 4.25%
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	

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Convertible
Senior Notes
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11 AGGREGATE
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BENEFICIALLY
OWNED BY EACH
PERSON

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4.25% Convertible
Senior Notes due 2018

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Common Stock issuable
upon conversion of
4.875% Convertible
Senior Notes due 2020

12 CHECK IF THE
AGGREGATE
AMOUNT IN
ROW (11) ..
EXCLUDES
CERTAIN
SHARES
PERCENT OF CLASS
REPRESENTED BY
13 AMOUNT IN ROW (11)

14 13.0%
TYPE OF REPORTING
PERSON

OO

1	NAME OF REPORTING PERSON
	Seth Fischer
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF (b) A GROUP
3	SEC USE ONLY
4	SOURCE OF FUNDS
	AF
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2 (d) or 2(e)
6	CITIZENSHIP OR PLACE OF ORGANIZATION
	Germany
7	SOLE VOTING POWER
8	-0- SHARED VOTING POWER
	946,153 shares of Common Stock
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	1,276,332 shares of Common Stock issuable upon conversion of 4.25% Convertible

Senior Notes
due 2018

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Common Stock
issuable upon
conversion of
4.875%
Convertible
Senior Notes
due 2020

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-0-
SHARED
DISPOSITIVE
POWER

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ROW (11) ..
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SHARES
PERCENT OF CLASS
REPRESENTED BY
13 AMOUNT IN ROW (11)

13.0%
TYPE OF REPORTING
14 PERSON

IN

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This Amendment No. 1 ("Amendment No. 1") amends and supplements the statement on Schedule 13D filed with the Securities and Exchange Commission (the "SEC") on June 3, 2015 (as amended hereby, the "Schedule 13D") with respect to the common stock, par value \$0.001 per share (the "Shares"), of JAKKS Pacific, Inc., a Delaware corporation (the "Issuer"). Capitalized terms used herein and not otherwise defined in this Amendment No. 1 have the meanings set forth in the Schedule 13D. This Amendment No. 1 amends Items 3, 4, 5, 6 and 7 as set forth below.

Item 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

Item 3 of the Schedule 13D is hereby amended and restated in its entirety as follows:

Funds for the purchase of the Shares by Oasis II Fund reported herein were derived from general working capital and margin account borrowings made in the ordinary course of business. In such instances, the positions held in the margin accounts are pledged as collateral security for the repayment of debit balances in the account, which may exist from time to time. Since other securities are held in the margin accounts, it is not possible to determine the amounts, if any, of margin used to purchase the Shares reported herein. A total of \$6,611,404 was paid to acquire the 946,153 Shares reported herein. A total of \$10,743,288 was paid to acquire the \$11,160,000 principal amount of 4.25% Convertible Senior Notes due 2018 (the "2018 Convertible Senior Notes") reported herein. A total of \$9,559,859 was paid to acquire the \$10,250,000 principal amount of 4.875% Convertible Senior Notes due 2020 (together with the 2018 Convertible Senior Notes, the "Convertible Senior Notes") reported herein.

Item 4. PURPOSE OF TRANSACTION

Item 4 of the Schedule 13D is hereby amended and supplemented by the addition of the following:

On September 25, 2015, Oasis Management entered into an agreement with the Issuer and, solely for purposes of Section 8(b) thereunder, Alexander Azim Shoghi (the "Nominee" and such agreement, the "Cooperation Agreement"). Under the terms of the Cooperation Agreement, the Issuer agreed to (i) nominate the Nominee for election as a director at the Issuer's 2015 annual meeting of stockholders (the "2015 Annual Meeting") with a term expiring at the 2016 annual meeting of stockholders; (ii) recommend that the Issuer's stockholders vote to elect the Nominee at the 2015 Annual Meeting; and (iii) use its reasonable best efforts (including the solicitation of proxies) to obtain the election of the Nominee at the 2015 Annual Meeting.

Under the Cooperation Agreement, Oasis Management agreed that, during the Cooperation Period (as defined therein), it will not (and will cause its affiliates to not) dispose of any Shares beneficially owned by it if such sale or other disposition would cause its aggregate beneficial ownership to decrease below 1,251,606 Shares (representing 5% of the 25,032,131 Shares outstanding as of the date of the Cooperation Agreement (taking into account the 2,339,885 Shares issuable upon

conversion of the Convertible Senior Notes beneficially owned by Oasis Management as of the date of the Cooperation Agreement)); or (ii) engage in any short sale of Shares, and the Nominee agreed to submit his resignation if either such event occurs. Oasis Management also agreed to cause all Voting Securities (as defined in the Cooperation Agreement) that it is entitled to vote at the 2015 Annual Meeting to be present for quorum purposes and to be voted in favor of the election of five of the Issuer's incumbent nominees and one nominee in addition to the Nominee, if proposed by the Issuer. In addition, Oasis Management agreed to abide by certain customary standstill provisions during the Cooperation Period.

The foregoing summary of the Cooperation Agreement is qualified in its entirety by reference to the full text of the Cooperation Agreement, a copy of which is attached hereto as Exhibit 2 and is incorporated by reference herein.

Item 5. INTEREST IN SECURITIES OF THE ISSUER

Paragraphs (a) and (c) of Item 5 of the Schedule 13D are hereby amended and restated in their entirety as follows:

(a) See rows (11) and (13) of the cover pages hereto for the aggregate number of Shares and percentages of the Shares beneficially owned by each of the Reporting Persons. The percentages used herein are calculated based upon 22,692,246 Shares reported by the Issuer to be outstanding as of September 25, 2015, as disclosed in the Cooperation Agreement.

(c) The transactions in the Shares by Oasis II Fund within the past sixty days, which were all in the open market, are set forth in Schedule B, and are incorporated herein by reference. The other Reporting Persons did not enter into any transactions in the Shares within the past sixty days.

Item 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER

Item 6 of the Schedule 13D is hereby amended and supplemented by the addition of the following:

On September 25, 2015, Oasis Management entered into the Cooperation Agreement, the terms of which are described in Item 4 of this Amendment No. 1. A copy of such agreement is attached as Exhibit 2 to this Schedule 13D and is incorporated by reference herein.

Other than the holdings of the Convertible Senior Notes, the Joint Filing Agreement and the Cooperation Agreement, there are no contracts, arrangements, understandings or relationships (legal or otherwise) among the persons named in Item 2 hereof and between such persons and any person with respect to any securities of the Issuer, including but not limited to transfer or voting of any other securities, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, divisions of profits or loss, or the giving or withholding of proxies.

Item 7. MATERIAL TO BE FILED AS EXHIBITS

Item 7 of the Schedule 13D is hereby amended and supplemented by the addition of the following:

Exhibit 2: Cooperation Agreement, dated September 25, 2015.

SIGNATURES

After reasonable inquiry and to the best of his or its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: September 29, 2015

**Oasis Management
CoMPANY Ltd.**

By: /s/ Phillip Meyer
Name Phillip Meyer
Title General Counsel

**Oasis Investments
II Master Fund Ltd.**

By: /s/ Phillip Meyer
Name Phillip Meyer
Title Director

/s/ Seth Fischer
SETH FISCHER

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Schedule B

This Schedule sets forth information with respect to each purchase and sale of Shares which were effectuated by a Reporting Person within the past sixty days. All transactions were effectuated in the open market through a broker.

OASIS INVESTMENTS II MASTER FUND LTD.

Trade Date	Shares Purchased (Sold)	Price (\$)*
07/22/2015	15,066	9.00

* Excluding commissions, SEC fees, etc. (rounded to nearest cents).