

JAKKS PACIFIC INC
Form 4
September 21, 2016

FORM 4

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

OMB APPROVAL

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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 *
Pine River Capital Management L.P.

(Last) (First) (Middle)

601 CARLSON PARKWAY, 7TH FLOOR

(Street)

MINNETONKA, MN 55305

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
JAKKS PACIFIC INC [JAKK]

3. Date of Earliest Transaction (Month/Day/Year)
04/27/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X 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 Beneficial Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|---|--|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock <u>(1)</u> | 04/27/2016 | | S | | 314,500 | D | \$ 7.6 | 0 | I | See footnotes 2,3 <u>(2)</u> <u>(3)</u> |
| Common Stock <u>(1)</u> | 04/27/2016 | | S | | 85,600 | D | \$ 7.57 | 0 | I | See footnotes 2,3 <u>(2)</u> <u>(3)</u> |
| Common Stock <u>(1)</u> | 05/06/2016 | | S | | 57,263 | D | \$ 7.22 | 0 | I | See footnotes 2, 3 <u>(2)</u> <u>(3)</u> |
| Common Stock <u>(1)</u> | 05/09/2016 | | P | | 21,005 | A | \$ 7.3642 | 0 | I | See footnotes |

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| | | | | | (4) | | | 2,3 (2) (3) |
|------------------|------------|---|---------|---|---------------|---|---|---------------------------|
| Common Stock (1) | 05/11/2016 | S | 50,961 | D | \$ 7.27 | 0 | I | See footnotes 2,3 (2) (3) |
| Common Stock (1) | 05/13/2016 | P | 3,300 | A | \$ 7.1986 (5) | 0 | I | See footnotes 2,3 (2) (3) |
| Common Stock (1) | 05/13/2016 | S | 100,351 | D | \$ 7.19 | 0 | I | See footnotes 2,3 (2) (3) |
| Common Stock (1) | 05/16/2016 | P | 5,192 | A | \$ 7.2489 (6) | 0 | I | See footnotes 2,3 (2) (3) |
| Common Stock (1) | 06/09/2016 | S | 43,010 | D | \$ 7.81 | 0 | I | See footnotes 2,3 (2) (3) |
| Common Stock (1) | 06/15/2016 | S | 330,200 | D | \$ 7.95 | 0 | I | See footnotes 2,3 (2) (3) |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Security (Instr. 3 and 4) | 8. Amount of Underlying Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|--------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount |
| 4.875% Convertible Senior Notes due 2020 (1) | (7) | 04/27/2016 | | P | 1,500,000 | (7) | 06/01/2020 | Common Stock | 155 |
| 4.875% Convertible Senior Notes due | (7) | 05/06/2016 | | P | 1,003,000 | (7) | 06/01/2020 | Common Stock | 104 |

2020 ⁽¹⁾

4.875%

Convertible

Senior

(7)

05/11/2016

P

893,000

(7)

06/01/2020

Common
Stock

92

Notes due

2020 ⁽¹⁾

4.875%

Convertible

Senior

(7)

05/13/2016

P

1,488,000

(7)

06/01/2020

Common
Stock

154

Notes due

2020 ⁽¹⁾

4.875%

Convertible

Senior

(7)

06/09/2016

P

690,000

(7)

06/01/2020

Common
Stock

71

Notes due

2020 ⁽¹⁾

4.25%

Convertible

Senior

(8)

06/15/2016

P

5,250,000

(8)

08/01/2018

Common
Stock

600

Notes due

2018 ⁽¹⁾

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Pine River Capital Management L.P. 601 CARLSON PARKWAY 7TH FLOOR MINNETONKA, MN 55305 | | X | | |
| Pine River MASTER FUND LTD. C/O PINE RIVER CAPITAL MANAGEMENT L.P. 601 CARLSON PARKWAY, 7TH FLOOR MINNETONKA, MN 55305 | | X | | |
| TAYLOR BRIAN C/O PINE RIVER CAPITAL MANAGEMENT 601 CARLSON PARKWAY, 7TH FLOOR MINNETONKA, MN 55305 | | X | | |
| Pine River Capital Management LLC 601 CARLSON PARKWAY, 7TH FLOOR MINNETONKA, MN 55305 | | X | | |

Signatures

| | |
|---|------------|
| Pine River Capital Management L.P., By: Pine River Capital Management LLC, General Partner, By: Brian Taylor, Managing Member | 09/21/2016 |
| __Signature of Reporting Person | Date |
| Pine River Capital Management LLC, By: Brian Taylor, Managing Member | 09/21/2016 |
| __Signature of Reporting Person | Date |
| Pine River Master Fund Ltd., By: Brian Taylor, Director | 09/21/2016 |
| __Signature of Reporting Person | Date |
| Brian Taylor | 09/21/2016 |
| __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) The Reporting Persons understand that the transactions reported herein may arguably be deemed to create profits subject to disgorgement under Section 16(b) of the Exchange Act. The Reporting Persons have paid to the Issuer the full amount of such profits to the extent of their pecuniary interest therein.

(2) These securities are held directly by Pine River Master Fund Ltd. (the "Master Fund"), for which Pine River Capital Management L.P. (the "Partnership") is the Investment Manager. Mr. Taylor is the sole member of Pine River Capital Management LLC, the general partner of the Partnership.

(3) Each of the Reporting Persons disclaims beneficial ownership of the securities reported herein, other than to the extent of his or its pecuniary interest therein, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or for any other purpose.

(4) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$7.27 to \$7.45, inclusive. The Reporting Persons undertake to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in footnotes (4) through (6) to this Form 4.

(5) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$7.14 to \$7.23, inclusive.

(6) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$7.18 to \$7.28, inclusive.

(7) The 4.875% Convertible Senior Notes due 2020 are convertible into shares of the issuer's Common Stock ("Common Stock") at any time, at an initial conversion rate of 103.7613 shares of Common Stock per \$1,000 principal amount of notes, equivalent to an initial conversion price of approximately \$9.64 per share of Common Stock, subject to adjustment in certain events.

(8) The 4.25% Convertible Senior Notes due 2018 are convertible into shares of Common Stock at any time, at an initial conversion rate of 114.3674 shares of Common Stock per \$1,000 principal amount of notes, equivalent to an initial conversion price of approximately \$8.74 per share of Common Stock, subject to adjustment in certain events.

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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