

JAKKS PACIFIC INC  
Form SC 13G/A  
August 12, 2015  
UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

SCHEDULE 13G/A

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

JAKKS Pacific, Inc.  
(Name of Issuer)

Common Stock  
(Title of Class of Securities)

47012E106  
(CUSIP Number)

August 3, 2015  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\_\_\_\_\_  
\*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 the disclosures provided in a prior cover page.

The information required in 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).

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CUSIP  
47012E106  
No.

1. NAME OF  
REPORTING  
PERSONS  
I.R.S.  
IDENTIFICATION  
NOS. OF  
ABOVE  
PERSONS  
(ENTITIES  
ONLY)

Whitebox  
Advisors  
LLC

2. CHECK THE  
APPROPRIATE  
BOX IF A  
MEMBER OF A  
GROUP (SEE  
INSTRUCTIONS)  
(a)   
(b)

3. SEC USE  
ONLY

4. CITIZENSHIP  
OR PLACE  
OF  
ORGANIZATION

Delaware

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY EACH  
REPORTING PERSON  
WITH

5. SOLE  
VOTING  
POWER

0

SHARED

6. VOTING  
POWER

1,315,693  
(see Item 4)

SOLE

7. DISPOSITIVE  
POWER

0

SHARED

8. DISPOSITIVE  
POWER

1,315,693  
(see Item 4)

AGGREGATE  
AMOUNT

9. BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON

1,315,693  
(see Item 4)

CHECK  
BOX IF  
THE  
AGGREGATE  
AMOUNT

10. IN ROW   
(9)

EXCLUDES  
CERTAIN  
SHARES  
(SEE  
INSTRUCTIONS)

11. PERCENT  
OF CLASS  
REPRESENTED  
BY  
AMOUNT  
IN ROW

(9)

5.4%

TYPE OF  
REPORTING  
PERSON

12. (SEE  
INSTRUCTIONS)

IA

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CUSIP  
47012E106  
No.

1. NAME OF  
REPORTING  
PERSONS  
I.R.S.  
IDENTIFICATION  
NOS. OF  
ABOVE  
PERSONS  
(ENTITIES  
ONLY)

Whitebox  
General  
Partner LLC

2. CHECK THE  
APPROPRIATE  
BOX IF A  
MEMBER OF A  
GROUP (SEE  
INSTRUCTIONS)  
(a)   
(b)

3. SEC USE  
ONLY

4. CITIZENSHIP  
OR PLACE  
OF  
ORGANIZATION

Delaware

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY EACH  
REPORTING PERSON  
WITH

5. SOLE  
VOTING  
POWER

0

SHARED

6. VOTING  
POWER

1,266,407  
(see Item 4)

SOLE

7. DISPOSITIVE  
POWER

0

SHARED

8. DISPOSITIVE  
POWER

1,266,407  
(see Item 4)

AGGREGATE  
AMOUNT

9. BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON

1,266,407  
(see Item 4)

CHECK  
BOX IF  
THE  
AGGREGATE  
AMOUNT

10. IN ROW   
(9)

EXCLUDES  
CERTAIN  
SHARES  
(SEE  
INSTRUCTIONS)

11. PERCENT  
OF CLASS  
REPRESENTED  
BY  
AMOUNT  
IN ROW

(9)

5.2%

TYPE OF  
REPORTING  
PERSON

12. (SEE  
INSTRUCTIONS)

OO

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CUSIP No. 47012E106

Item 1. (a). Name of Issuer:

JAKKS Pacific, Inc.

(b). Address of issuer's principal executive offices:

2951 28<sup>th</sup> Street  
Santa Monica, CA 90405

Item 2. (a). Name of person filing:

This statement is filed by:

- (i) Whitebox Advisors LLC, a Delaware limited liability company ("WA");
- (ii) Whitebox General Partner LLC, a Delaware limited liability company ("WGP").

(b). Address or principal business office or, if none, residence:

The address of the business office of WA and WGP is:

3033 Excelsior Boulevard  
Suite 300  
Minneapolis, MN 55416

(c). Citizenship:

WA and WGP are organized under the laws of the State of Delaware.

(d). Title of class of securities:

Common Stock

(e). CUSIP No.:

47012E106

Item 3. If This Statement is filed pursuant to §§.240.13d-1(b) or 240.13d-2(b), or (c), check whether the person filing is a

(a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).

(b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).

(c)  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).

(d)



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Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).

- (e)  An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);
  - (f)  An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);
  - (g)  A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
  - (h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C.1813);
  - (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
  - (j)  A non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J);
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Item  
4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

WA is deemed to be the beneficial owner of 1,315,693 shares of Common Stock as a result of its ownership of Convertible Bonds of the Issuer.

WGP is deemed to be the beneficial owner of 1,266,407 shares of Common Stock as a result of its ownership of Convertible Bonds of the Issuer.

(b) Percent of class:

WA beneficially owns 5.4 % of the Issuer's Common Stock.

WGP beneficially owns 5.2 % of the Issuer's Common Stock.

The percentage of Common Stock reportedly owned by each entity herein is based on 22,863,085 shares of outstanding Common Stock of the Issuer, which is the total number of shares issued and outstanding on August 7, 2015.

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote

0

(ii) Shared power to vote or to direct the vote

WA has shared voting power with respect to 1,315,693 shares of the Issuer's Common Stock.

WGP has shared voting power with respect to 1,266,407 shares of the Issuer's Common Stock.

(iii) Sole power to dispose or to direct the disposition of

0

(iv) Shared power to dispose or to direct the disposition of

WA has shared voting power with respect to 1,315,693 shares of the Issuer's Common Stock.

WGP has shared voting power with respect to 1,266,407 shares of the Issuer's Common Stock.

Item  
5. Ownership of Five Percent or Less of a Class.

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If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [ ].

Item 6. Ownership of More Than Five Percent on Behalf of Another Person.

All of the Reported Shares are held in the accounts of WA's clients, none of which individually own more than 5% of the Common Stock.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not Applicable

Item 8. Identification and Classification of Members of the Group.

Not Applicable

Item 9. Notice of Dissolution of Group.

Not Applicable

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under § 240.14a-11.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

08/12/15  
(Date)

/s/ Michael P. McCormick  
Signature

Michael P. McCormick as Chief Financial Officer  
of Whitebox Advisors LLC.  
Name/Title

08/12/15  
(Date)

/s/ Michael P. McCormick  
(Signature)

Michael P. McCormick as Authorized Person  
of Whitebox General Partner LLC.  
(Name/Title)

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative's authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7 for other parties for whom copies are to be sent.

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)

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Exhibit A

AGREEMENT

Each of the undersigned hereby consents and agrees to this joint filing to Schedule 13G amendment No. 1 for the Common Stock of JAKKS Pacific, Inc.

August 12, 2015

Date

/s/ Michael P. McCormick

Signature

Michael P. McCormick as Chief Financial Officer  
of Whitebox Advisors LLC.

Name/Title

August 12, 2015

Date

/s/ Michael P. McCormick

Signature

Michael P. McCormick as Authorized Person  
of Whitebox General Partner LLC.

Name/Title