

MATTEL INC /DE/  
Form DEFR14A  
April 07, 2014

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

**SCHEDULE 14A**  
**Proxy Statement Pursuant to Section 14(a)**  
**of the Securities Exchange Act of 1934**  
**(Amendment No. 1)**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to Rule 14a-11(c) or Rule 14a-12

**MATTEL, INC.**  
**(Name of Registrant as Specified In Its Charter)**

**(Name of Person(s) Filing Proxy Statement, if other than the Registrant)**

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i) (1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

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.. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing of which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount previously paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

**EXPLANATORY NOTE**

This Amendment No. 1 (this Amendment ) to the Definitive Proxy Statement on Schedule 14A filed by Mattel, Inc. (the Company ) with the U.S. Securities and Exchange Commission (SEC ) on April 2, 2014 (the Original Filing ) amends the section entitled "Security Ownership of Management" set forth on pages 13 and 14 of the Original Filing generally to (i) correct beneficial ownership by certain directors, and by all current directors and executive officers as a group and (ii) correct the sub-table that itemizes restricted stock units and stock options. All other items of the Original Filing are incorporated herein by reference without changes.

## CHANGES TO PROXY STATEMENT

The section entitled Security Ownership of Management, set forth on pages 13 and 14 of the Original Filing, is amended to read in its entirety as follows:

### SECURITY OWNERSHIP OF MANAGEMENT

The following table sets forth information regarding the beneficial ownership of Mattel common stock as of March 21, 2014, the record date, by (i) each director and nominee for director, (ii) our named executive officers, as described under the section Compensation Disclosure Compensation Discussion and Analysis and (iii) all current directors and executive officers of Mattel as a group.

| Name of Beneficial Owner  | Position with Mattel as of the Record Date                  | Amount and Nature of Beneficial Ownership <sup>(1)(2)</sup> |
|---|---|---|
| Michael J. Dolan  | Director  | 95,291  |
| Trevor A. Edwards   | Director  | 0   |
| Kevin M. Farr   | Chief Financial Officer                                     | 699,767   |
| Dr. Frances D. Fergusson  | Director  | 21,673  |
| Timothy J. Kilpin   | Executive Vice President, Global Brands Team Boys & Girls   | 125,917   |
| Geoff M. Massingberd  | Executive Vice President, International                     | 223,036   |
| Dominic Ng  | Director  | 18,500  |
| Robert Normile  | Executive Vice President, Chief Legal Officer and Secretary | 378,736   |
| Vasant M. Prabhu  | Director  | 19,673  |
| Dr. Andrea L. Rich  | Director  | 49,106  |
| Dean A. Scarborough   | Director  | 20,266  |
| Christopher A. Sinclair   | Director  | 49,155  |
| Bryan G. Stockton   | Chairman of the Board and CEO                               | 985,712   |
| Dirk Van de Put   | Director  | 175   |
| Kathy White Loyd  | Director  | 7,059   |
| All current Directors and Executive Officers, as a group (22 persons) |   | 3,240,412 <sup>(3)</sup>                                    |

<sup>(1)</sup> Each director and executive officer named above owns or controls, or may be deemed to beneficially own or control, less than 1.0% of Mattel common stock. Except as otherwise noted, the directors and executive officers named above have sole voting power and investment power with respect to all shares of common stock shown as beneficially owned by them, subject to community property laws where applicable. There were 339,755,657 shares of Mattel common stock outstanding as of March 21, 2014.

(2) Includes shares which the individuals shown (i) will receive during the 60 day period following March 21, 2014 relating to restricted stock units ( RSUs ); (ii) will have the right to acquire upon exercise of options that are currently exercisable or will become exercisable during the 60 day period following March 21, 2014; and (iii) held as of March 21, 2014 through the Mattel stock fund of the Mattel, Inc. Personal Investment Plan, a 401(k) tax-qualified savings plan, as set forth in the table below.

| Name of Beneficial Owner                     | RSUs   | Stock Options | 401(k) Shares |
|--|--------|---------------|---------------|
| Michael J. Dolan                             | 3,766  | 33,000        |               |
| Trevor A. Edwards                            |        |               |               |
| Kevin M. Farr                                |        | 514,067       | 14,437        |
| Dr. Frances D. Fergusson                     | 3,766  |               |               |
| Timothy J. Kilpin                            |        | 47,536        | 3,222         |
| Geoff M. Massingberd                         |        | 127,845       |               |
| Dominic Ng                                   |        | 9,000         |               |
| Robert Normile                               |        | 293,518       | 12,721        |
| Vasant M. Prabhu                             | 3,766  |               |               |
| Dr. Andrea L. Rich                           |        | 33,000        |               |
| Dean A. Scarborough                          | 3,766  | 12,000        |               |
| Christopher A. Sinclair                      | 3,766  | 21,000        |               |
| Bryan G. Stockton                            |        | 693,029       | 7,225         |
| Dirk Van de Put                              |        |               |               |
| Kathy White Loyd                             |        |               |               |
| All current Directors and Executive Officers | 18,830 | 2,148,961     | 53,262        |

(3) The amount stated represents approximately 0.95% of the outstanding shares of Mattel common stock.

### **Important Notice Regarding the Availability of Proxy Materials for the**

### **Annual Meeting of Stockholders to be held on May 16, 2014:**

The Original Filing as amended by this Amendment, the Notice of the Annual Meeting and our 2013 Annual Report are available at <http://investor.shareholder.com/mattel/financials.cfm>. You are encouraged to access and review all of the important information contained in the proxy materials before voting.