

MATTEL INC /DE/  
Form 8-K  
January 31, 2014

**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):**

**January 31, 2014**

**MATTEL, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction

of incorporation)

**001-05647**  
(Commission File No.)

**95-1567322**  
(I.R.S. Employer

Identification No.)

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333 Continental Boulevard, El Segundo, California  
(Address of principal executive offices)

90245-5012  
(Zip Code)

Registrant's telephone number, including area code

(310) 252-2000

N/A

(Former name or former address, if changed since last report)

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:

- .. 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))

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**Section 2 - Financial Information**

**Item 2.02 Results of Operations and Financial Condition.**

On January 31, 2014, Mattel, Inc. ( Mattel or the Company ) issued a press release regarding its fourth quarter and full-year 2013 financial results, a copy of which is furnished as Exhibit 99.1 hereto. This exhibit is incorporated herein by reference.

In its fourth quarter and full-year 2013 press release, Mattel includes a non-GAAP financial measure, gross sales, which it uses to analyze its continuing operations and to monitor, assess and identify meaningful trends in its operating and financial performance. Net sales, as reported in the consolidated statements of operations, include the impact of sales adjustments, such as trade discounts and other allowances. Gross sales represent sales to customers, excluding the impact of sales adjustments. Consistent with its segment reporting, Mattel presents changes in gross sales as a metric for comparing its aggregate, business unit, brand and geographic results to highlight significant trends in Mattel's business. Changes in gross sales are discussed because, while Mattel records the detail of such sales adjustments in its financial accounting systems at the time of sale, such sales adjustments are generally not associated with individual products, making net sales less meaningful. A reconciliation of gross sales to the most directly comparable GAAP financial measure, net sales, is provided in Exhibit III to the press release furnished as Exhibit 99.1 to this Form 8-K.

Additionally, for the three months and year ended December 31, 2012, Mattel includes non-GAAP measures for Adjusted Other Selling and Administrative Expenses, Adjusted Operating Income, Adjusted Net Income, and Adjusted Earnings Per Share, all of which have been adjusted from the applicable GAAP measure to remove the impact of a \$137.8 million litigation charge (or \$87.1 million net of taxes for Adjusted Net Income and Adjusted Earnings Per Share) arising out of the litigation between Mattel and MGA Entertainment, Inc. Litigation of this magnitude is unusual, and a litigation charge of similar magnitude is not expected to reoccur in the foreseeable future. As a result, this litigation charge skewed the underlying ongoing operating results of the business, and the adjusted measures, excluding this charge, are more meaningful for analyzing Mattel's operations for purposes of identifying meaningful trends in its operating and financial performance. A reconciliation of Adjusted Other Selling and Administrative Expenses, Adjusted Operating Income, and Adjusted Net Income to the most directly comparable GAAP financial measures is provided in Exhibits I and II to the press release furnished as Exhibit 99.1 to this Form 8-K. A reconciliation of Adjusted Earnings Per Share to the most directly comparable GAAP financial measure is provided in Exhibit V to the press release furnished as Exhibit 99.1 to this Form 8-K.

In accordance with General Instruction B.2 of Form 8-K, the information in this Current Report on Form 8-K, including Exhibit 99.1, shall not be deemed to be filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act ), or otherwise subject to the liability of that section, and shall not be incorporated by reference into any registration statement or other document filed under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

**Section 8 Other Events**

**Item 8.01 Other Events.**

In the same press release described in Item 2.02 above, Mattel also announced that the Company's Board of Directors has declared a quarterly dividend of \$0.38 per share on the Company's common stock, to be paid on March 7, 2014 to stockholders of record on February 20, 2014.

**Section 9 Financial Statements and Exhibits**

**Item 9.01 Financial Statements and Exhibits.**

- (a) Financial statements of businesses acquired: None
  
- (b) Pro forma financial information: None
  
- (c) Shell company transactions: None

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(d) Exhibits: Press release dated January 31, 2014, issued by Mattel, Inc.

<b>Exhibit No.</b>	<b>Exhibit Description</b>
99.1**	Press release dated January 31, 2014.

\*\* Furnished herewith.

**SIGNATURE**

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.

MATTEL, INC.

Registrant

By: **/s/ Robert Normile**  
**Robert Normile**  
**Executive Vice President,**

**Chief Legal Officer and Secretary**

Dated: January 31, 2014