MATTEL INC /DE/
Form 11-K
June 22, 2016

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

FORM 11-K

(Mark One)
ý ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the Fiscal Year Ended December 31, 2015.
¨ TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from to .
Commission File Number 001-05647

A. Full title of the plan and the address of the plan, if different from that of the issuer named below:
MATTEL, INC. PERSONAL INVESTMENT PLAN

B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office:
MATTEL, INC.
333 Continental Boulevard
El Segundo, California 90245-5012

MATTEL, INC. PERSONAL INVESTMENT PLAN
December 31, 2015 and 2014

Report of Independent Registered Public Accounting Firm

To the Administrator of
Mattel, Inc. Personal Investment Plan

In our opinion, the accompanying statements of net assets available for benefits and the related statement of changes in net assets available for benefits present fairly, in all material respects, the net assets available for benefits of Mattel, Inc. Personal Investment Plan (the "Plan") at December 31, 2015 and 2014, and the changes in net assets available for benefits for the year ended December 31, 2015 in conformity with accounting principles generally accepted in the United States of America. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits of these statements in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

The supplemental Schedule of Assets (Held at End of Year) at December 31, 2015 has been subjected to audit procedures performed in conjunction with the audit of the Plan's financial statements. The supplemental schedule is the responsibility of the Plan's management. Our audit procedures included determining whether the supplemental schedule reconciles to the financial statements or the underlying accounting and other records, as applicable, and performing procedures to test the completeness and accuracy of the information presented in the supplemental schedule. In forming our opinion on the supplemental schedule, we evaluated whether the supplemental schedule, including its form and content, is presented in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. In our opinion, the Schedule of Assets (Held at End of Year) is fairly stated, in all material respects, in relation to the financial statements as a whole.

/s/ PricewaterhouseCoopers LLP

Los Angeles, California
June 21, 2016

MATTEL, INC. PERSONAL INVESTMENT PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	December 31, 2015	December 31, 2014
	(In thousands)	
ASSETS		
Investments:		
Short-term investment fund	$16,059	$20,265
Common stock	179,438	198,086
Fixed income mutual fund	8,567	4,175
Common and commingled trust funds	529,018	547,541
Investments at fair value	733,082	770,067
Investments at contract value	156,415	176,150
Receivables:		
Notes receivable from participants	8,175	8,704
Employer contributions	1,052	996
Participant contributions	874	1,052
Due from brokers for securities sold	283	1,866
Interest and dividends	434	342
Transfer of assets into plan	—	7,198
Total receivables	10,818	20,158
Total assets	900,315	966,375
LIABILITIES		
Accrued expenses	198	437
Due to brokers for securities purchased	167	1,922
Total liabilities	365	2,359
Net assets available for benefits	$899,950	$964,016

The accompanying notes are an integral part of these financial statements.

MATTEL, INC. PERSONAL INVESTMENT PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
For the Year Ended December 31, 2015

	December 31, 2015 (In thousands)
ADDITIONS	
Investment (loss) income:	
Net depreciation in fair value of investments	$ (12,578)
Interest and dividends	7,653
Total investment loss	(4,925)
Interest income on notes receivable from participants	336
Contributions:	
Employer	26,686
Participant	34,414
Total contributions	61,100
Total additions	56,511
DEDUCTIONS	
Benefits paid to participants	(119,123)
Administrative expenses	(1,454)
Total deductions	(120,577)
Net decrease	(64,066)
Net assets available for benefits:	
Beginning of year	964,016
End of year	$ 899,950

The accompanying notes are an integral part of these financial statements.

MATTEL, INC. PERSONAL INVESTMENT PLAN

NOTES TO FINANCIAL STATEMENTS

1. General Description of the Plan

The Mattel, Inc. Personal Investment Plan (the "Plan" or "PIP") was established by Mattel, Inc. (the "Company") effective November 1, 1983. The PIP is a contributory thrift savings form of a defined contribution plan that covers non-union employees of the Company and certain of its subsidiaries.

The Plan is sponsored and administered by the Company, acting by and through the Administrative Committee. The Plan's assets are held by Wells Fargo Bank, N.A. ("Wells Fargo" or the "Trustee"), and the recordkeeper is Aon Hewitt.

On April 30, 2014, the Company acquired MEGA Brands Inc. ("MEGA Brands"). On December 31, 2014, the Company merged the MEGA Brands America 401(k) Savings Plan ("MEGA Brands 401(k) Plan") with and into the Plan. The MEGA Brands employees that were participants of the MEGA Brands 401(k) Plan as of December 31, 2014 became participants of the Plan as of January 1, 2015.

Eligibility

Employees of the Company and certain of its subsidiaries are generally eligible to participate in the Plan immediately upon their hire date if they are full-time or part-time employees of the Company or certain of its subsidiaries and are age 20 or older, except that American Girl retail store employees age 20 or older are eligible to participate in the PIP after a 90-day waiting period has been completed and American Girl variable employees are not eligible to participate.

Contributions

The Company makes automatic contributions to the Plan regardless of whether the participants elect to personally contribute to the Plan. Automatic contributions range from three percent to seven percent of a participant's compensation, based on the participant's age. For pay periods commencing prior to July 6, 2015, the Company's automatic contributions ranged from three percent to eight percent of compensation and participants who also participated in the Mattel Cash Balance Plan were not eligible for automatic contributions. The Company also makes matching contributions equal to 50 percent of the first 6 percent of compensation contributed by participants. For pay periods commencing prior to July 6, 2015, the Company's matching contributions equaled 100 percent of the first two percent of compensation and 50 percent of the next four percent of compensation contributed by participants. Plan participants who are not classified as "highly compensated employees" under the Internal Revenue Code may contribute up to an additional 74 percent of compensation, with no matching contributions by the Company. Plan participants who are classified as "highly compensated employees" may contribute up to an additional 14 percent of compensation, with no matching contributions by the Company.

The Plan includes provisions for automatic enrollment and re-enrollment of participants and automatic increases in participant contributions. Under these provisions, each employee is automatically enrolled for contributions upon his or her commencement of employment equal to two percent of his or her compensation. In addition, the contribution election of each participant who has elected (or who has been automatically enrolled) to contribute less than six percent of his or her compensation is automatically increased by two percent as of the first April that is at least 90 days after the participant has elected (or who has been automatically enrolled) to contribute to the Plan. The automatic two percent increase continues on each subsequent April until the participant's contribution level reaches six percent of compensation. A participant may affirmatively elect to override the automatic enrollment and automatic contribution increases at any time.

All contributions made to the Plan are subject to annual limitations imposed by the Internal Revenue Code.

Plan participants are able to direct all contributions into one or more of the 15 separate investment funds available under the Plan in 2015 and 2014, including a fund that is invested primarily in the Company's common stock (the "Mattel, Inc. stock fund"). Participants may not invest more than 25 percent of the contributions made to their accounts in the Mattel, Inc. stock fund or transfer more than 25 percent of their account balances to the Mattel, Inc. stock fund. Participants are not required to allocate any funds to the Mattel, Inc. stock fund, allowing them to limit or eliminate their exposure to market changes in the Company's stock price.

Vesting

Participants are immediately vested in their contributions plus earnings thereon. Participants vest in the Company's contributions plus earnings thereon after three years of credited service. While being an employee, participants can also become fully vested in the balance of their accounts upon attainment of age 65, total and permanent disability, or death.

Notes Receivable from Participants

Participants may borrow from their accounts a minimum of $2,000 and a maximum equal to the lesser of $50,000 less the highest outstanding loan balance in the last 12 months or 50 percent of the vested balance of their accounts. Loan terms

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generally range from one to five years but can range from one to fifteen years if the loan proceeds are used for the purchase of a primary residence. The loans are secured by the vested balance of accounts and bear interest at the prime rate plus one percent, set at the beginning of the month in which the loan is granted, and is fixed for the duration of the loan. Annual interest rates on loans outstanding for the Plan ranged from 4.25 to 9.25 percent at both December 31, 2015 and December 31, 2014. Principal and interest are paid ratably through payroll deductions.

Participant Accounts

Participant accounts are credited with the participants' contributions and allocations of (a) the Company's contributions and (b) the Plan's earnings. The Company's contributions are invested in the Plan's investment funds based on the investment fund percentages chosen by participants for their contributions. Allocations of the Plan's earnings are based on the funds' earnings and the percentage of the funds the participants choose to hold. Nonvested account balances of participants who terminate employment are forfeited and used to reduce future Company contributions in the future. Forfeitures used to reduce Company contributions in 2015 were approximately $1,823,000.

Payment of Benefits

Participants or beneficiaries of participants who terminate employment due to retirement, disability, death, or other reasons are allowed to receive a lump-sum payment equal to the vested balance of their account or installment payments over a period of five, ten, or fifteen years, unless the distributable benefit is less than $1,000, in which case the payment is made in a lump sum.

Expenses of the Plan

Investment manager expenses are allocated to the funds and paid by the Plan, with all other expenses paid by the Company.

2. Summary of Significant Accounting Policies

Basis of Accounting

The accompanying financial statements are prepared using the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America ("US GAAP").

Valuation of Investments

Other than the guaranteed investment contracts ("GICs") and synthetic guaranteed investment contracts ("synthetic GICs") held in the stable asset fund that are stated at contract value, the Plan's investments are stated at fair value and are valued as follows:

The Plan's investments in the common and commingled trust funds, short-term investment fund, and mutual fund are valued at the net asset value of shares held. In general, there are no restrictions as to the redemption of these funds, nor does the Plan have any contractual obligations to further invest in any of these funds. In addition, these funds have daily liquidity with trades settling between one and three days. Investments in common stock, including the Company's common stock, are valued using quoted market prices reported on the active market upon which the individual securities are traded. The fair value of the collective trust fund is based on the net asset value of shares held.

Investment contracts held by the Plan are reported at contract value, which is equal to the principal balance plus accrued interest. Contract value is the relevant measurement attribute for the portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. Full or partial Plan sponsor-directed redemptions or terminations of the GICs and synthetic GICs may be delayed for up to 30 days. The statements of net assets available for benefits present the contract value of the investment contracts. The statement of changes in net assets available for benefits is also prepared on a contract value basis.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as deemed distributions based on the terms of the Plan document. No allowance for credit losses was recorded as of December 31, 2015 or 2014.

Contributions

Company and participant contributions are reported in the financial statements in the period in which the related employee services are rendered. Participant rollover contributions are reported as participant contributions in the financial statements.

Income Recognition

The net appreciation or depreciation in investment values during the period is reflected in the statement of changes in net assets available for benefits. The net appreciation or depreciation includes realized gains and losses on investments sold during the period and unrealized gains and losses on investments held. Securities transactions are recorded on the transaction date. Interest income is recorded on the accrual basis as earned. Dividend income is recorded on the ex-dividend date.

Payment of Benefits

Benefit payments are recorded in the period in which the benefit payments occur. Benefits that are due to participants but remained unpaid at December 31, 2015 and December 31, 2014 totaled $520,000 and $1,186,000, respectively.

Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits. Market values of the Plan's investments may decline for a number of reasons, including changes in prevailing market and interest rates, increases in defaults and credit rating downgrades.

Use of Estimates

The preparation of the financial statements in conformity with US GAAP requires the Plan's management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of changes in net assets available for benefits during the reporting period. Actual results could differ from those estimates.

New Accounting Pronouncements

In May 2015, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2015-07, Disclosures for Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent), which removes the requirement to categorize within the fair value hierarchy all investments for which fair value is measured using the net asset value per share practical expedient. ASU 2015-07 additionally removes the requirement to make certain disclosures for all investments that are eligible to be measured at fair value using the net asset value per share practical expedient. ASU 2015-07 will be effective for interim and annual reporting periods beginning after December 15, 2015. Early application is permitted. The Plan is currently evaluating the impact of the adoption of ASU 2015-07 on its financial statement disclosures.

In July 2015, the FASB issued ASU 2015-12 (Part I), Fully Benefit-Responsive Investment Contracts, which requires fully benefit-responsive investment contracts to be measured, presented, and disclosed at contract value, and ASU 2015-12 (Part II), Plan Investment Disclosures, which removes the requirement to disclose (1) individual investments that represent 5 percent or more of the net assets available for benefits and (2) the net appreciation or depreciation for investments by general type. The Plan elected to early adopt ASU 2015-12 during 2015, and the financial statements and related disclosures herein have been retrospectively restated accordingly.

3. Investment Contracts

The Plan holds both GICs and synthetic GICs. These contracts are managed by Morley Capital Management, Inc. ("Morley"). The GICs are issued with a fixed crediting rate and a fixed maturity that does not change over the life of the contract. Only the contract itself is owned by the Plan for Traditional GICs. The synthetic GICs are wrap contracts paired with underlying investments, primarily consisting of high-quality fixed income securities owned by the Plan. The synthetic GICs provide for a variable crediting rate, based on current yields of the underlying assets, and do not have a final stated maturity date. The crediting rate typically re-sets on a monthly basis with a one-month look-back for the underlying investment portfolio statistics. The primary variables impacting future crediting rates include current yield of the investments within the contract, duration of the investments covered by the contract, and the existing difference between the fair value and the contract value of the investments within the contract.

For synthetic GICs, the contract issuers guarantee a minimum zero percent crediting rate.

As described in Note 2, because the GICs and synthetic GICs held are fully benefit-responsive, contract value is the relevant measurement attribute for the portion of the net assets available for benefits attributable to the GICs and synthetic GICs. Contract value, as reported to the Plan by Morley, represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. At December 31, 2015 and 2014, no reserves are considered necessary for any potential credit risk or other risk to the contract value of the investments. The contract issuers guarantee that all qualified participant withdrawals will occur at contract value, subject to the events described in the following paragraph.

Certain events limit the ability of the Plan to transact at contract value with the insurance company and the financial institution issuer. Such events may include, but are not limited to: (1) amendments to the Plan's documents (including complete or partial plan termination or merger with another plan), (2) changes to the Plan's prohibition on competing investment options or deletion of equity wash provisions, (3) bankruptcy of the Plan's sponsor or other Plan sponsor events that cause a significant withdrawal from the Plan, or (4) the failure of the Plan's trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under the Employee Retirement Income Security Act. The Plan's administrator does not believe that the occurrence of any such event, which would limit the Plan's ability to transact at contract value with participants, is probable. Certain events allow issuers to terminate GIC and synthetic GIC wrap contracts with the Plan and settle at an amount different from the contract value. Such events may include, but are not limited to: (1) management of the portfolio which is not in accordance with investment guidelines, (2) breach of any material obligation under the wrap contract, (3) any representation or warranty made by the contract holder that becomes untrue in any material way, (4) replacement of the advisor without prior consent of the issuer, (5) termination of fund, (6) fund ceases to qualify as a group trust or the Plan ceases to meet the appropriate tax qualifications, or (7) the wrap contract becomes a prohibited transaction within the meaning of Section 406 of the Employee Retirement Income Security Act.

The following represents the disaggregation of contract value between types of investment contracts held by the Plan (in thousands).

	December 31, 2015	December 31, 2014
Synthetic investment contracts	152,326	163,986
Traditional investment contracts	4,089	12,164
Total	156,415	176,150

4. Tax Status of the Plan

The Internal Revenue Service (the "IRS") has determined and informed the Company by a letter dated May 20, 2014, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (the "Code"). The Plan has been amended since receiving the determination letter. However, the Company and the Plan's counsel believe that the Plan is designed, and is currently being operated, in compliance with the applicable requirements of the Code and, therefore, believe that the Plan is qualified, and the related trust is tax-exempt.

US GAAP requires the Plan's management to evaluate tax positions taken by the Plan and recognize a tax liability if the organization has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Company believes it is no longer subject to income tax examinations for years prior to 2012.

5. Related-Party Transactions

The Company and Wells Fargo are parties-in-interest. The Plan's investment managers include BlackRock Financial Management, Institutional Capital Management, Morley, Northern Trust Company, and Lazard Asset Management, which are also parties-in-interest. A statutory exemption exists for transactions with these parties-in-interest.

The Plan had transactions in the common stock of the Company and the Wells Fargo Short-Term Investment Fund, which is managed by Wells Fargo. During 2015, purchases and sales of the Company's common stock totaled \$4,133,000 and \$4,301,000, respectively, and the purchases and sales of Wells Fargo Short-Term Investment Fund shares totaled \$323,302,000 and \$327,832,000, respectively.

6. Plan Termination

The Company anticipates the Plan will continue without interruption but reserves the right to discontinue the Plan. In the event such discontinuance results in the termination of the Plan, participants will become 100 percent vested in their accounts.

7. Fair Value Measurements

The following tables present information about the Plan's assets and liabilities measured and reported in the financial statements at fair value and indicate the fair value hierarchy of the valuation techniques utilized to determine such fair value. The three levels of the fair value hierarchy are as follows:

- Level 1—Valuations based on unadjusted quoted prices in active markets for identical assets or liabilities that the entity has the ability to access.

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- Level 2—Valuations based on quoted prices for similar assets or liabilities, quoted prices in markets that are not active, or other inputs that are observable or can be corroborated by observable data for substantially the full term of the assets or liabilities.
- Level 3—Valuations based on inputs that are unobservable, supported by little or no market activity, and that are significant to the fair value of the assets or liabilities.

Assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement. The Plan's assessment of the significance of a particular input to the fair value measurement requires judgment and may affect the valuation of assets and liabilities and their placement within the fair value hierarchy levels. The Plan's assets measured and reported in the financial statements at fair value on a recurring basis include the following (in thousands):

	December 31, 2015			
	Level 1	Level 2	Level 3	Total
Investments:				
Short-term investment fund	$—	$16,059	$ —	$16,059
Common stock	179,438	—	—	179,438
Common and commingled trust funds:				
S&P 500 Equity Index Fund	—	165,430	—	165,430
Intermediate Bond Index Fund	—	61,269	—	61,269
Wilshire 4500 Equity Index Fund	—	59,748	—	59,748
International Equity Index Fund	—	59,587	—	59,587
LifePath 2040 Index Fund	—	58,522	—	58,522
LifePath 2030 Index Fund	—	47,685	—	47,685
LifePath 2020 Index Fund	—	33,703	—	33,703
LifePath Retirement Index Fund	—	23,897	—	23,897
International Equity Fund	—	17,012	—	17,012
LifePath 2050 Index Fund	—	2,165	—	2,165
Total common and commingled trust funds	—	529,018	—	529,018
Fixed income mutual fund	8,567	—	—	8,567
Total investments	$188,005	$545,077	$ —	$733,082

	December 31, 2014			
	Level 1	Level 2	Level 3	Total
Investments:				
Short-term investment fund	$—	$20,265	$ —	$20,265
Common stock	198,086	—	—	198,086
Common and commingled trust funds:				
S&P 500 Equity Index Fund	—	170,397	—	170,397
Wilshire 4500 Equity Index Fund	—	65,476	—	65,476
Intermediate Bond Index Fund	—	65,125	—	65,125
International Equity Index Fund	—	64,856	—	64,856
LifePath 2040 Index Fund	—	57,361	—	57,361
LifePath 2030 Index Fund	—	47,808	—	47,808
LifePath 2020 Index Fund	—	37,594	—	37,594
LifePath Retirement Index Fund	—	25,535	—	25,535
International Equity Fund	—	13,389	—	13,389
Total common and commingled trust funds	—	547,541	—	547,541
Fixed income mutual fund	4,175	—	—	4,175
Total investments	$202,261	$567,806	$ —	$770,067

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There have been no changes in the valuation methodologies used to value the Plan's assets at fair value at December 31, 2015 and 2014.

8. Differences between Financial Statements and Form 5500

The following is a reconciliation of net assets available for benefits at December 31, 2015 and 2014 per the Plan financial statements to the Form 5500 (in thousands):

	2015	2014
Net assets available for benefits per the financial statements	$899,950	$964,016
Adjustments from contract value to fair value for fully benefit-responsive investment contracts	976	2,460
Benefits due to participants but unpaid at year-end	(520)	(1,186)
Loans classified as uncollectible per the Form 5500	(108)	(97)
Net assets available for benefits per the Form 5500	$900,298	$965,193

The following is a reconciliation of the net increase in the net assets available for benefits per the Plan financial statements to the Form 5500 (in thousands):

	2015
Net decrease in net assets available for benefits per the financial statements	$(64,066)
Adjustments from contract value to fair value for fully benefit-responsive investment contracts	(1,484)
Benefits due to participants but unpaid at year-end	666
Deemed distributions of participant loans per the Form 5500	(11)
Net decrease in net assets available for benefits per the Form 5500	$(64,895)

9. Subsequent Events

In preparing these financial statements, the Plan evaluated the events and transactions that occurred between December 31, 2015 and the date these financial statements were issued.

MATTEL, INC. PERSONAL INVESTMENT PLAN
EIN: 95-1567322 PN: 002
SCHEDULE H, LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR)
At December 31, 2015

(a)	(b) Identity of Issuer, Borrower, Lessor, or Similar Party	(c) Description of Investment, including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(d) Cost	(e) Current Value
	Common and Commingled Trust Funds:			
*	BGI Equity Index Fund	2,133,000 shares	108,409,000	165,430,000
*	BGI Intermediate Government/Corp Fund	2,404,000 shares	57,674,000	61,269,000
*	BGI Lifepath Index 2020 Fund	2		