

MATTEL INC /DE/  
Form 8-K/A  
August 28, 2017

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

**FORM 8-K/A**

**Current Report**

**Pursuant to Section 13 or 15(d)**

**of The Securities Exchange Act of 1934**

**Date of Report (Date of Earliest Event Reported):**

**May 19, 2017**

**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.)**

**333 Continental Boulevard, El Segundo, California**

**(Address of principal executive offices)**

**(310) 252-2000**

**90245-5012**

**(Zip Code)**

**Registrant's telephone number, including area code**

**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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

### EXPLANATORY NOTE

This Current Report on Form 8-K/A (the Amendment ) amends the Current Report on Form 8-K filed by Mattel, Inc. (the Company ) with the U.S. Securities and Exchange Commission on May 23, 2017 (the Original Form 8-K ). The Original Form 8-K reported the final voting results of the Company s 2017 Annual Meeting of Stockholders held on May 19, 2017 (the 2017 Annual Meeting ). The sole purpose of this Amendment is to disclose the Company s decision regarding how frequently it will conduct future stockholder advisory votes to approve the compensation of the Company s named executive officers ( Say-on-Pay ). No other changes have been made to the Original Form 8-K.

#### **Item 5.07. Submission of Matters to a Vote of Security Holders.**

As previously reported in the Original Form 8-K, in a non-binding advisory vote on the frequency of future Say-on-Pay votes held at the 2017 Annual Meeting, a majority of the Company s stockholders that voted on the matter indicated a preference to hold future Say-on-Pay votes every year as follows:

<b>Votes Cast For One Year</b>	<b>Votes Cast For Two Years</b>	<b>Votes Cast For Three Years</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
243,966,040	334,276	29,907,881	434,630	34,417,187

In light of these results and in accordance with its previous recommendation in the proxy statement for the 2017 Annual Meeting, the Company s Board of Directors determined that the Company will hold future Say-on-Pay votes on an annual basis until the occurrence of the next advisory vote on the frequency of Say-on-Pay votes. The next advisory vote regarding the frequency of Say-on-Pay votes is required to occur no later than the Company s 2023 Annual Meeting of Stockholders.

**SIGNATURES**

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.**

Dated: August 28, 2017

By: /s/ Robert Normile

Name: Robert Normile

Title: Executive Vice President, Chief Legal Officer and Secretary