

JAKKS PACIFIC INC  
Form 4  
January 31, 2017

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Pine River Capital Management L.P.

(Last) (First) (Middle)

601 CARLSON PARKWAY, 7TH FLOOR

(Street)

MINNETONKA, MN 55305

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
JAKKS PACIFIC INC [JAKK]

3. Date of Earliest Transaction (Month/Day/Year)  
01/27/2017

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
\_\_\_ Officer (give title below) \_\_\_ Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)  
\_\_\_ Form filed by One Reporting Person  
\_X\_ Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D) Price  |   |  |   |
| Common Stock                    | 01/27/2017                           |  | J <sup>(3)</sup>               | 1,637,550 A <u>(3)</u> 0  |   | I  | See footnotes 1, 2 <u>(1)</u> <u>(2)</u>              |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) | 8. Title and Amount of Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| 4.25% Convertible Senior Notes due 2018    | (3) (4)  | 01/27/2017                           |  | J(3)                           | \$ 22,590,000   | (1)(4) 08/01/2018  | Common Stock  | 2,000,000   |
| 4.875% Convertible Senior Notes due 2020   | (5)  |                                      |  |                                |   | (5) 06/01/2020   | Common Stock  | 800,000   |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| Pine River Capital Management L.P.<br>601 CARLSON PARKWAY<br>7TH FLOOR<br>MINNETONKA, MN 55305                                  |               | X         |         |       |
| Pine River MASTER FUND LTD.<br>C/O PINE RIVER CAPITAL MANAGEMENT L.P.<br>601 CARLSON PARKWAY, 7TH FLOOR<br>MINNETONKA, MN 55305 |               | X         |         |       |
| TAYLOR BRIAN<br>C/O PINE RIVER CAPITAL MANAGEMENT<br>601 CARLSON PARKWAY, 7TH FLOOR<br>MINNETONKA, MN 55305                     |               | X         |         |       |
| Pine River Capital Management LLC<br>601 CARLSON PARKWAY, 7TH FLOOR<br>MINNETONKA, MN 55305                                     |               | X         |         |       |

## Signatures

Brian Taylor, Managing Member  
01/31/2017

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) These securities are held directly by the Pine River Master Fund, for which Pine River Capital Management L.P. (the "Partnership") is the Investment Manager. Mr. Brian Taylor is the sole member of Pine River Capital Management LLC, the general partner of the Partnership.

(2) Each of the Reporting Persons disclaims beneficial ownership of the securities reported herein, other than to the extent of his or its pecuniary interest therein, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

(3) On January 27, 2017, the Pine River Master Fund Ltd. (the "Master Fund") entered into an Exchange Agreement with the Issuer, pursuant to which the Master Fund transferred \$22,590,000 aggregate principal amount of the Issuer's 4.250% Subordinated Convertible Senior Notes due 2018 (the "4.250% Notes") held by the Master Fund to the Issuer in simultaneous exchange for 1,637,550 shares of the Issuer's Common Stock ("Common Stock") and \$13,998,195.75 in cash.

(4) The 4.250% Notes were convertible into shares of Common Stock at any time, at an initial conversion rate of 114.3674 shares of Common Stock per \$1,000 principal amount of notes, equivalent to an initial conversion price of approximately \$8.74 per share of Common Stock, subject to adjustment in certain events.

(5) The 4.875% Convertible Senior Notes due 2020 are convertible into shares of Common Stock at any time, at an initial conversion rate of 103.7613 shares of Common Stock per \$1,000 principal amount of notes, equivalent to an initial conversion price of approximately \$9.64 per share of Common Stock, subject to adjustment in certain events.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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