

JAKKS PACIFIC INC
Form 4
January 31, 2017

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(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)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/27/2017		J ⁽³⁾		1,637,550	A	<u>(3)</u>	0	I	See footnotes 1, 2 ⁽¹⁾ ⁽²⁾

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
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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 Underlying Security (Instr. 3 and 4)	8. Amount of Underlying Security (Instr. 3 and 4)
				Code V (A) (D)		Date Exercisable Expiration Date	Title	Am Nu Sha
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,
4.875% Convertible Senior Notes due 2020	(5)					(5) 06/01/2020	Common Stock	8

Reporting Owners

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