
**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): February 1, 2012

MATTEL, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-05647
(Commission
File Number)

95-1567322
(IRS Employer
Identification Number)

**333 Continental Boulevard
El Segundo, California 90245-5012**
(Address and zip code of principal executive offices)

(310) 252-2000
(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))
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Section 2—Financial Information

Item 2.01. Completion of Acquisition or Disposition of Assets.

On February 1, 2012, Mattel, Inc. (the “Company”) completed its previously announced acquisition of Helium Holdings 1A Ltd, a private limited company existing under the laws of Jersey (“HIT Entertainment”), pursuant to the Stock Purchase Agreement dated as of October 23, 2011, between the Company’s wholly owned subsidiary, Mattel Entertainment Holdings Limited, a private limited company existing under the laws of England and Wales (the “Purchasing Sub”), HIT Entertainment’s parent company, HIT Entertainment Scottish Limited Partnership, a limited partnership existing under the laws of Scotland and majority owned by a consortium of funds led by Apax Partners, LLP and its affiliates (the “Selling Stockholder”), and, with respect to certain provisions thereof, the Company (the “Purchase Agreement”).

Pursuant to the terms set forth in the Purchase Agreement, the Company indirectly acquired, through the Purchasing Sub, 100% of the issued and outstanding shares of HIT Entertainment from the Selling Stockholder for \$680 million subject to customary adjustments (the “Acquisition”).

The foregoing description of the Purchase Agreement is qualified in its entirety by the full text of the Purchase Agreement, attached as Exhibit 2.1 to the Current Report on Form 8-K filed with the Securities and Exchange Commission on October 24, 2011 and incorporated herein by reference.

Section 7—Regulation FD

Item 7.01. Regulation FD Disclosure.

On February 1, 2012, the Company issued a press release announcing the completion of the Acquisition, a copy of which is furnished as Exhibit 99.1 hereto. This exhibit is incorporated herein by reference.

Section 9—Financial Statements and Exhibits

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits:

2.1 Stock Purchase Agreement, dated as of October 23, 2011, by and among Purchasing Sub, HIT Entertainment, Selling Stockholder, and solely with respect to Section 11.12, the Company (incorporated by reference to Exhibit 2.1 to the Current Report on Form 8-K filed by the Company with the Securities and Exchange Commission on October 24, 2011).

99.1* Press release dated February 1, 2012, issued by Mattel, Inc.

* This exhibit is furnished herewith pursuant to Item 7.01 hereof and should not be deemed to be “filed” under the Securities Exchange Act of 1934, as amended.

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.

Dated: February 1, 2012

By: /s/ Robert Normile
Name: Robert Normile
Title: Executive Vice President, Chief
Legal Officer and Secretary

For Immediate Release**Contacts:****News Media**

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Mattel Completes Acquisition of HIT Entertainment

— Includes #1 Licensed Preschool Property in the World: *Thomas & Friends* ® —

EL SEGUNDO, Calif., February 1, 2012 – Mattel, Inc. (NASDAQ:MAT) announced today that it completed the acquisition of HIT Entertainment from a consortium of funds led by Apax Partners for \$680 million in cash. HIT Entertainment is one of the largest independent owners of preschool intellectual property, including *Thomas & Friends* ®, *Barney* ®, *Bob the Builder* ®, *Fireman Sam* ® and *Angelina Ballerina* ®. The Company previously announced its proposed acquisition of HIT Entertainment by press release on October 24, 2011.

The acquisition combines Mattel’s global marketing, distribution and brand management capabilities with HIT Entertainment’s global programming and licensing expertise to accelerate growth of the combined portfolio. “Mattel is thrilled to welcome the HIT Entertainment talent to our family under the direction of Fisher-Price Executive Vice President, David Allmark,” said Bryan Stockton, Chief Executive Officer of Mattel. “This acquisition supports our strategy to own, develop and grow world-class brands, further igniting the momentum behind our innovative toys and consumer products in the marketplace.”

“This is indeed a momentous day for Mattel, especially Fisher-Price,” said Allmark. “I am very excited about the prospects ahead for the collective Fisher-Price and HIT Entertainment brand portfolio. Each business has complementary capabilities – the combination of which presents a dynamic future.”

The *Thomas & Friends* brand is the premier brand in the HIT Entertainment portfolio. Created more than 65 years ago, the brand has grown into the #1 licensed preschool toy property in the world, with television programming, home entertainment products, toys and other consumer products available across the globe. It joins Mattel’s iconic brand portfolio that includes *Barbie* ®, *Hot Wheels* ®, *Fisher-Price* ® and *American Girl* ®.

About HIT Entertainment

HIT Entertainment is one of the world’s leading independent children’s entertainment producers and rights-owners. HIT’s portfolio includes properties, such as *Thomas & Friends* ®, *Barney* ®, *Bob the Builder* ®, *Fireman Sam* ®, *Angelina Ballerina* ®, *Mike the Knight*™, *Pingu* ® and *Rainbow Magic* ®. Launched in 1989, HIT’s lines of business span television and video production, content distribution, publishing, consumer products licensing and live events and has operations in the UK, US, Canada, Hong Kong and Japan. For more information, visit www.hitentertainment.com.

About Mattel

As the worldwide leader in play, the Mattel family comprises such best-selling brands as Barbie[®], the most popular fashion doll ever introduced, Hot Wheels[®], American Girl[®] and Fisher Price[®] brands, which include Little People[®], Power Wheels[®] and a wide array of entertainment-inspired toy lines. In 2012, Mattel was named one of FORTUNE Magazine's "100 Best Companies to Work For" for the fifth consecutive year. Mattel also is ranked among Corporate Responsibility Magazine's "100 Best Corporate Citizens." With worldwide headquarters in El Segundo, Calif., Mattel employs approximately 28,000 people in 43 countries and territories and sells products in more than 150 nations. At Mattel, we are "Creating the Future of Play." Follow Mattel on www.facebook.com/mattel and www.twitter.com/mattel.

Note: This press release contains forward-looking statements on the expected benefits of the transaction which may be affected by, among other things, Mattel's post-transaction plans, objectives, expectations and intentions; the ability to retain key personnel; ongoing relations between HIT Entertainment and its suppliers, customers and other parties; and costs and other issues with respect to integrating HIT Entertainment, its products and its employees into Mattel and achieving expected synergies. These forward-looking statements are based on the current beliefs, expectations and assumptions of Mattel and HIT Entertainment management with respect to future events and are subject to a number of significant risks and uncertainties. Additional factors that may cause results to differ materially from those described in the forward-looking statements are described in Mattel's periodic filings with the Securities and Exchange Commission, including the "Risk Factors" section of Mattel's Annual Report on Form 10-K for the fiscal year ended December 31, 2010 and Mattel's Quarterly Reports on Form 10-Q for fiscal year 2011, as well as in Mattel's other public statements. Mattel does not update forward-looking statements and expressly disclaims any obligation to do so.

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