MATTEL INC /DE/
Form 11-K
June 19, 2015
Table of Contents

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 11-K

(Mark One)

x **ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the Fiscal Year Ended December 31, 2014.

¨ **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

Table of Contents

MATTEL, INC. PERSONAL INVESTMENT PLAN

December 31, 2014 and 2013

Table of Contents

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, 2014 and 2013, and the changes in net assets available for benefits for the year ended December 31, 2014 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, 2014 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 19, 2015

Table of Contents

MATTEL, INC. PERSONAL INVESTMENT PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	December 31, 2014	December 31, 2013
	(In thousands)	
ASSETS		
Investments	$ 948,677	$ 933,746
Receivables:		
Notes receivable from participants	8,704	9,157
Employer contributions	996	874
Participant contributions	1,052	958
Due from brokers for securities sold	1,866	477
Interest and dividends	342	266
Transfer of assets into plan	7,198	
Total receivables	20,158	11,732
Total assets	968,835	945,478
LIABILITIES		
Accrued expenses	437	256
Due to brokers for securities purchased	1,922	728
Total liabilities	2,359	984
Net assets available for benefits, at fair value	966,476	944,494
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	(2,460)	(760)
Net assets available for benefits	$ 964,016	$ 943,734

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

2

Table of Contents

MATTEL, INC. PERSONAL INVESTMENT PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

For the Year Ended December 31, 2014

	(In thousands)
Additions	
Investment income:	
Net appreciation in fair value of investments	$ 34,078
Interest and dividends	8,331
Total investment income	42,409
Interest income on notes receivable from participants	340
Contributions:	
Employer	28,811
Participant	33,939
Total contributions	62,750
Total additions	105,499
Deductions	
Benefits paid to participants	(90,874)
Administrative expenses	(1,541)
Total deductions	(92,415)
Net increase before transfer of assets	13,084
Transfer of assets into plan	7,198
Net increase	20,282
Net assets available for benefits:	
Beginning of year	943,734
End of year	$ 964,016

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

Table of Contents

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

For Plan participants, excluding participants who are also participating in the Mattel Cash Balance Plan, the Company makes automatic contributions ranging from three percent to eight percent of compensation based on participants ages, regardless of whether the participants elect to personally contribute to the Plan. For all Plan participants, the Company makes matching contributions equal to 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 2014 and 2013, 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. Participants become fully vested in the balance of their accounts while an employee upon attainment of age 65, total and permanent disability or death.

Table of Contents

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 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 December 31, 2014 and 4.25 to 10.50 percent at December 31, 2013. 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 Company contributions in the future. Forfeitures used to reduce Company contributions in 2014 were approximately $1,733,000.

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   ).

Investment contracts held by the Plan are reported at fair value. However, 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. The statements of net assets available for benefits present the fair value of the investment contracts, as well as adjustments from fair value to contract value for fully benefit-responsive investment contracts. The statement of changes in net assets available for benefits is prepared on a contract value basis.

Valuation of Investments

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 and are fully benefit-responsive to participant transactions at the measurement date. 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 stable asset fund holds primarily guaranteed investment contracts (GICs) and synthetic guaranteed investment contracts (synthetic GICs). The fair value of the GICs is calculated by discounting the related cash flows based on current yields of similar instruments with comparable durations, considering the credit worthiness of the issuer. The fair value of the synthetic GICs is determined based on the fair value of the individual underlying securities, which are primarily composed of high-quality fixed income securities and a collective trust fund. The fair value of the fixed income securities is determined based on valuations provided by an independent pricing service, which uses multiple valuation techniques that incorporate available market information and proprietary valuation models, which consider market characteristics, such as benchmark yield curve, credit spreads, estimated default rates and other security features. The fair value of the collective trust fund is based on the net asset value of shares held. The fair value of the synthetic GICs wrapper contract is determined using a market approach discounting methodology, which incorporates the difference between current market level rates for contract wrap fees and the wrap fee being charged.

Table of Contents

In determining the net assets available for benefits, the GICs and synthetic GICs are considered to be fully benefit-responsive and thus adjusted to contract value, which is equal to the principal balance plus accrued interest. Full or partial Plan sponsor-directed redemptions or terminations of the GICs and synthetic GICs may be delayed for up to 30 days.

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, 2014 or 2013.

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, 2014 and December 31, 2013 totaled $1,186,000 and $161,000, 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.

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. 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.

The average yield earned on the underlying investments equaled approximately 2% and 1% in 2014 and 2013, respectively. The average yield earned, reflecting actual crediting rates to participants, equaled approximately 2% and 1% in 2014 and 2013, respectively.

Table of Contents

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, 2014 and 2013, 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.

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 2011.

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, Pyramis Global Advisors, PIMCO, 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 2014, purchases and sales of the Company s common stock totaled $4,864,000 and $10,425,000, respectively, and the purchases and sales of Wells Fargo Short-Term Investment Fund shares totaled $109,807,000 and $108,785,000, 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.

Table of Contents

7. Investments

The following investments individually represent five percent or more of the Plan s net assets (in thousands):

	December 31, 2014	December 31, 2013
S&P 500 Equity Index Fund	$ 170,397	$ 153,117
Wilshire 4500 Equity Index Fund	65,476	63,582
Intermediate Bond Index Fund	65,125	*(a)*
International Equity Index Fund	64,856	61,628
LifePath 2040 Index Fund	57,361	*(a)*
Prudential Trust Co. Collective Trust at fair value (contract value of $47,396,000 and $51,335,000, respectively)	48,717	51,687
Mattel, Inc. stock fund	*(b)*	47,684

(a) The Intermediate Bond Index Fund and LifePath 2040 Index Fund did not represent five percent or more of the Plan s net assets at December 31, 2013.

(b) The Mattel, Inc. stock fund did not represent five percent or more of the Plan s net assets at December 31, 2014.

The Plan s investments include realized gains and losses on investments sold and unrealized gains and losses on investments held. The Plan s investments appreciated during the year ended December 31, 2014 as follows (in thousands):

Common and commingled trust funds	$ 31,877
Mutual fund	2,349
Common stock	(148)
Net appreciation in fair value of investments	$ 34,078

The Company has directed the Trustee to invest any excess cash balances in the Wells Fargo Short-Term Investment Fund, which is a diversified portfolio of short-term investment securities.

8. 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.

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.

Table of Contents

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, 2014			
	Level 1	**Level 2**	**Level 3**	**Total**
Investments:				
Short-term investment fund	$	$ 20,265	$	$ 20,265
Common stock:				
Large Cap	104,678			104,678
Small/Mid Cap	67,197			67,197
Mattel, Inc. common stock	26,211			26,211
Total 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
Income mutual fund	4,175			4,175
Synthetic guaranteed investment contracts		166,438		166,438
Guaranteed investment contracts			12,172	12,172
Total investments	$ 202,261	$ 734,244	$ 12,172	$ 948,677

	December 31, 2013			
	Level 1	**Level 2**	**Level 3**	**Total**
Investments:				
Short-term investment fund	$	$ 25,722	$	$ 25,722
Common stock:				
Large Cap	103,455			103,455
Small/Mid Cap	66,698			66,698
Mattel, Inc. common stock	47,684			47,684
Total common stock	217,837			217,837

Common and commingled trust funds:				
S&P 500 Equity Index Fund		153,117		153,117
Wilshire 4500 Equity Index Fund		63,582		63,582
International Equity Index Fund		61,628		61,628
LifePath 2040 Index Fund		46,760		46,760
LifePath 2030 Index Fund		44,343		44,343
Intermediate Bond Index Fund		38,108		38,108
LifePath 2020 Index Fund		34,857		34,857
LifePath Retirement Index Fund		20,420		20,420
International Equity Fund		12,776		12,776
LifePath 2015 Index Fund		4,988		4,988
Total common and commingled trust funds		480,579		480,579
Long-term US government bond mutual fund	22,911			22,911
Synthetic guaranteed investment contracts		174,606		174,606
Guaranteed investment contracts			12,091	12,091
Total investments	$ 240,748	$ 680,907	$ 12,091	$ 933,746