

Edgar Filing: JAKKS PACIFIC INC - Form SC 13D

JAKKS PACIFIC INC
Form SC 13D
July 06, 2016

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13D
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO
RULE 13d-2(a)

(Amendment No.)

JAKKS Pacific, Inc.

(Name of Issuer)

Common Stock, \$.001 Par Value

(Title of Class of Securities)

47012E106

(CUSIP Number)

Tim O'Brien
c/o Pine River Capital Management L.P.
601 Carlson Parkway
7th Floor
Minnetonka, MN 55305
p. (612) 238-3300

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

June 15, 2016

(Date of Event which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box [].

CUSIP No. 47012E106

1. NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

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Pine River Capital Management L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐

(b) ☒

3. SEC USE ONLY

4. SOURCE OF FUNDS

WC

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

☐

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware, United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON

7. SOLE VOTING POWER

0

8. SHARED VOTING POWER

5,122,774

9. SOLE DISPOSITIVE POWER

0

10. SHARED DISPOSITIVE POWER

5,122,774

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,122,774

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

20.0%

14. TYPE OF REPORTING PERSON

IA, PN

CUSIP No. 47012E106

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1. NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Brian Taylor
 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐
(b) ☒
 3. SEC USE ONLY
 4. SOURCE OF FUNDS

WC
 5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e) ☐
 6. CITIZENSHIP OR PLACE OF ORGANIZATION

United States
- NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON
7. SOLE VOTING POWER

0
 8. SHARED VOTING POWER

5,122,774
 9. SOLE DISPOSITIVE POWER

0
 10. SHARED DISPOSITIVE POWER

5,122,774
 11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,122,774
 12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
 13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

20.0%
 14. TYPE OF REPORTING PERSON

IN

CUSIP No. 47012E106

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Item 1. Security and Issuer.

The name of the issuer is JAKKS Pacific, Inc., a Delaware corporation (the 'Issuer'). The address of the Issuer's principal executive offices is 2951 28th Street, Santa Monica, CA, 90405.

This schedule relates to the Issuer's Common Stock, par value \$0.001 per share ('Shares').

Item 2. Identity and Background.

(a-c, f) This Schedule 13D is being filed by Pine River Capital Management L.P., a Delaware limited partnership (the 'Investment Manager') and Brian Taylor, the managing member of Pine River Capital Management LLC, the general partner of the Investment Manager (the 'Managing Member') (each a 'Reporting Person' and collectively the 'Reporting Persons').

The principal business address of the Investment Manager and the Managing Member is located at 601 Carlson Parkway, 7th Floor, Minnetonka, MN 55305, United States of America.

(d) Brian Taylor has not, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) None of the Reporting Persons have, during the last five years, been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding were or are subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, Federal or state securities laws or finding any violation with respect to such laws.

Item 3. Source and Amount of Funds or Other Consideration.

As of the date hereof, Pine River Capital Management L.P. was deemed the beneficial owner of 5,122,774 shares of the Issuer's Shares.

As of the date hereof, Brian Taylor was deemed the beneficial owner of 5,122,774 shares of the Issuer's Shares.

No borrowed funds were used to purchase the Shares, other than any borrowed funds used for working capital purposes in the ordinary course of business.

Item 4. Purpose of Transaction.

The Reporting Persons acquired additional Shares for investment purposes and in the ordinary course of business, pursuant to investment strategies, including merger arbitrage and event driven strategies, because the Reporting Persons believed that the Shares, when purchased, represented an attractive investment opportunity.

The Reporting Persons expect to review from time to time their investment in the Issuer and may, depending on the market and other conditions:

(i) purchase additional Shares, options or related derivatives in the open market, in privately negotiated transactions or otherwise and (ii) sell all or a portion of the Shares, options or related derivatives now beneficially

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owned or hereafter acquired by them. Also, consistent with their investment intent, the Reporting Persons may engage in communications with, among others, one or more shareholders of the Issuer, one or more officers of the Issuer and/or one or more members of the board of directors of the Issuer regarding the Issuer, including its operations, governance and control.

Except as set forth above, none of the Reporting Persons has any plans or proposals which relate to, or could result in, any of the matters referred to in paragraphs (a) through (j), inclusive, of the instructions to Item 4 of Schedule 13D. The Reporting Persons may, at any time and from time to time, review or reconsider their position and/or change their purpose and/or formulate plans or proposals with respect thereto.

Item 5. Interest in Securities of the Issuer.

(a, b) As of the date hereof, Pine River Capital Management L.P. was deemed to be the beneficial owner of 5,122,774 Shares, or 20.0% of the Shares of the Issuer, based upon the 20,474,446 Shares issued and outstanding as of May 10, 2016, according to the 10-Q filed May 10, 2016.

Pine River Capital Management L.P. had the sole power to vote or direct the vote of 0 Shares to which this filing relates; shares the power to vote or direct the vote of the 5,122,774 Shares; had the sole power to dispose or direct the disposition of 0 Shares; and shares the power to dispose or direct the disposition of the 5,122,774 Shares to which this filing relates.

Pine River Capital Management L.P. specifically disclaims beneficial ownership in the Shares reported herein except to the extent of its pecuniary interest therein.

(a, b) As of the date hereof, Brian Taylor was deemed to be the beneficial owner of 5,122,774 Shares, or 20.0% of the Shares of the Issuer, based upon the 20,474,446 Shares issued and outstanding as of May 10, 2016, according to the 10-Q filed May 10, 2016.

Brian Taylor had the sole power to vote or direct the vote of 0 Shares to which this filing relates; shares the power to vote or direct the vote of the 5,122,774 Shares; had the sole power to dispose or direct the disposition of 0 Shares; and shares the power to dispose or direct the disposition of the 5,122,774 Shares to which this filing relates.

Brian Taylor specifically disclaims beneficial ownership in the Shares reported herein except to the extent of its pecuniary interest therein.

The Shares were acquired for investment purposes and are held in the form of convertible notes. The Reporting Persons may acquire additional Shares, dispose of all or some of these Shares from time to time, in each case purchased in a private transaction with the Issuer, block sales or purchases or otherwise, or may continue to hold the Shares. Moreover, the Reporting Persons may engage in any or all of the items discussed in Item 4 above.

(c) See Exhibit B for schedule of transactions.

(d) Pine River Master Fund Ltd. and Pine River Convertibles Fund Ltd. have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the shares, as each maintains an ownership interest in excess of five percent of the class of Shares.

(e) Inapplicable

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Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

The Reporting Persons do not have any contract, arrangement, understanding or relationship with any person with respect to the Shares.

Item 7. Material to be Filed as Exhibits.

Exhibit A: Joint Filing Agreement

Exhibit B: Schedule of Transactions in the Shares of the Issuer

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

July 6, 2016

(Date)

Pine River Capital Management L.P.

By: Pine River Capital Management LLC,
General Partner

By: /s/ Brian Taylor

Name: Brian Taylor

Title: Managing Member of the General Partner

/s/ Brian Taylor

Brian Taylor

Attention. Intentional misstatements or omissions of fact constitute federal criminal violations (see 18 U.S.C. 1001).

Exhibit A

AGREEMENT

The undersigned agree that this Schedule 13D, dated July 6, 2016 relating to the Common Stock, \$0.001 par value of JAKKS Pacific, Inc. shall be filed on behalf of the undersigned.

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Pine River Capital Management L.P.

By: Pine River Capital Management LLC,
General Partner

By: /s/ Brian Taylor

Name: Brian Taylor
Title: Managing Member of the General Partner

/s/ Brian Taylor

Brian Taylor

Exhibit B

TRANSACTIONS IN THE SHARES OF THE ISSUER DURING THE PAST 60 DAYS

Transactions in 4.25% Convertible Senior Notes due 2018

Type	Quantity	Price	Trade Date
Buy	5,250,000	106.1887	6/15/2016
Sell	150,000	101.1873	5/26/2016

Transactions in 4.875% Convertible Senior Notes due 2020

Type	Quantity	Price	Trade Date
Buy	690,000	98.3131	6/9/2016
Buy	510,000	98.3131	6/9/2016
Buy	1,488,000	92.982	5/13/2016
Buy	1,012,000	92.982	5/13/2016
Buy	893,000	93.1957	5/11/2016
Buy	607,000	93.1957	5/11/2016
Buy	682,000	93.3618	5/6/2016
Buy	1,003,000	93.3618	5/6/2016

Transactions in Common Stock

Type	Quantity	Price	Trade Date
Sell Short	330,200	7.95	6/15/2016
Sell Short	43,010	7.81	6/9/2016
Sell Short	31,790	7.81	6/9/2016
Buy Cover	35	7.4835	5/27/2016
Buy Cover	9,400	7.46	5/26/2016
Buy Cover	5,192	7.2489	5/16/2016
Buy Cover	3,300	7.1986	5/13/2016
Sell Short	68,249	7.19	5/13/2016
Sell Short	100,351	7.19	5/13/2016
Sell Short	34,639	7.27	5/11/2016
Sell Short	50,961	7.27	5/11/2016
Buy Cover	5,323	7.3642	5/9/2016
Buy Cover	568	7.3642	5/9/2016
Buy Cover	2,319	7.3642	5/9/2016
Buy Cover	17,160	7.3642	5/9/2016
Buy Cover	3,845	7.3642	5/9/2016
Sell Short	38,937	7.22	5/6/2016
Sell Short	57,263	7.22	5/6/2016

