

BERMAN STEPHEN G
Form 4/A
January 14, 2013

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 *
BERMAN STEPHEN G

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
**C/O JAKKS PACIFIC, INC., 22619
PACIFIC COAST HIGHWAY**

3. Date of Earliest Transaction
(Month/Day/Year)
12/31/2012

Director 10% Owner
 Officer (give title below) Other (specify below)
CEO, President and Secretary

(Street)
MALIBU, CA 90265

4. If Amendment, Date Original Filed(Month/Day/Year)
01/03/2013

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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 | 12/31/2012 | | D | | 35,435 ⁽¹⁾ | D | \$ 12.52 143,881 ⁽³⁾ ₍₂₎ |
| Common Stock | 12/31/2012 | | F | | 565 ⁽⁶⁾ | D | \$ 12.52 143,316 ⁽³⁾ ₍₂₎ |
| Common Stock | 01/01/2013 | | A | | 279,553 ⁽⁴⁾ ₍₅₎ | A | \$ 12.52 422,869 ⁽³⁾ ₍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 displays a currently valid OMB control number.

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(9-02)

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

| 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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BERMAN STEPHEN G C/O JAKKS PACIFIC, INC. 22619 PACIFIC COAST HIGHWAY MALIBU, CA 90265 | X | | CEO, President and Secretary | |

Signatures

/s/ Stephen G. Berman 01/14/2013

**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) Reflects the forfeiture of 35,435 shares issued pursuant to the terms of Holder's Employment Agreement that failed to vest pursuant to the terms of that certain January 1, 2012 Restricted Stock Award Agreement by and between the Holder and the Issuer.
 - (2) Represents the closing price of the Issuer's common stock on 12/31/12, as reported by Nasdaq.
 - (3) Certain of these shares may be restricted from transfer pursuant to the minimum stock ownership provision in Holder's Employment Agreement with the Issuer.
- Such 279,553 shares were issued pursuant to the terms of Holder's Employment Agreement with the Issuer (as amended and clarified to date) and are further subject to the terms of that certain January 1, 2013 Restricted Stock Award Agreement (the "Agreement") by and between the Holder and the Issuer.

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- (5) The 279,553 shares will vest pursuant to terms to be determined by the Issuer's Compensation Committee based upon performance criteria it establishes during the first quarter of the year of grant.
- (6) The 279,553 shares will vest pursuant to terms to be determined by the Issuer's Compensation Committee based upon performance criteria it establishes during the first quarter of the year of grant.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.