

MATTEL INC /DE/  
Form 8-K  
August 18, 2017

**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): August 16, 2017**

**MATTEL, INC.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**

**of incorporation)**

**333 Continental Boulevard, El Segundo, California**

**001-05647**  
**(Commission**

**File No.)**

**95-1567322**  
**(I.R.S. Employer**

**Identification No.)**

**90245-5012**

(Address of principal executive offices)

(Zip Code)

(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

## Section 5 Corporate Governance and Management

### Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On July 17, 2017, Mattel, Inc. (the Company) filed a Current Report on Form 8-K announcing that the Company determined Kevin M. Farr, the Company's Chief Financial Officer, will separate from the Company and, in order to ensure a smooth transition, it is planned that Mr. Farr will continue to serve as the Company's Chief Financial Officer until such time as a successor had been named and successfully transitioned.

Mr. Farr is a participant in the Mattel, Inc. Executive Severance Plan, as amended (the Severance Plan). In connection with his upcoming separation from the Company, Mr. Farr entered into a letter agreement with the Company on August 16, 2017 (the Letter Agreement). The Letter Agreement provides that Mr. Farr's separation is anticipated to be a Covered Termination (as defined in the Severance Plan), which would result in severance payments and benefits pursuant to the terms of the Severance Plan upon his separation from the Company. The foregoing summary of the Letter Agreement is qualified in its entirety by reference to the full text of the Letter Agreement included as Exhibit 10.1 hereto and by reference to the Severance Plan included as Exhibits 10.2 and 10.3 hereto.

## Section 9 Financial Statements and Exhibits

### Item 9.01 Financial Statements and Exhibits.

(d) Exhibits:

| <b>Exhibit No.</b> | <b>Exhibit Description</b>  |
|--------------------|---|
| 10.1               | Letter Agreement between Mattel, Inc. and Kevin M. Farr, dated August 16, 2017, regarding his separation from the Company   |
| 10.2               | Mattel, Inc. Executive Severance Plan, effective June 30, 2009 (incorporated by reference to Exhibit 10.4 to the Company's Current Report on Form 8-K filed on July 2, 2009)      |
| 10.3               | Amendment No. 1 to the Mattel, Inc. Executive Severance Plan (incorporated by reference to Exhibit 10.6 to the Company's Quarterly Report on Form 10-Q filed on October 24, 2013) |

**SIGNATURES**

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.

Date: August 18, 2017

**MATTEL, INC.**

By: /s/ Robert Normile

Name: Robert Normile

Title: Executive Vice President, Chief Legal Officer and  
Secretary

**EXHIBIT INDEX**

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