

MATTEL INC /DE/
Form DEFA14A
April 30, 2004

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a)

of the Securities Exchange Act of 1934

(Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- | | |
|--|--|
| <input type="checkbox"/> Preliminary Proxy Statement | <input type="checkbox"/> Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2)) |
| <input type="checkbox"/> Definitive Proxy Statement | |
| <input checked="" type="checkbox"/> Definitive Additional Materials | |
| <input type="checkbox"/> Soliciting Material Pursuant to §240.14a-12 | |

Mattel, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

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x No fee required.

.. Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

.. Fee paid previously with preliminary materials.

.. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

On April 30, 2004, Mattel, Inc. filed the following Current Report on Form 8-K with the Securities and Exchange Commission:

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: April 30, 2004

MATTEL, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction)

001-05647
(Commission File No.)

95-1567322
(I.R.S. Employer

of corporation)

Identification No.)

333 Continental Boulevard, El Segundo, California
(Address of principal executive offices)

90245-5012
(Zip Code)

Registrant's telephone number, including area code (310) 252-2000

N/A

(Former name or former address, if changed since last report)

Item 9. Regulation FD Disclosure

In 2003, a stockholder submitted a proposal to Mattel, Inc. (the Company) regarding the approval process for adopting a shareholder rights plan (also known as a poison pill). The Company previously had a shareholder rights plan in place until it expired without being renewed on February 17, 2002.

In its Notice of Annual Meeting and Proxy Statement dated April 12, 2004 (the Proxy Statement), the Company disclosed that, following consideration of the vote received by the stockholder's proposal, Mattel's Board of Directors (the Board) adopted a statement of policy on the topic and, after further consideration, clarified and revised the statement of policy. The Company published the text of the statement of policy in the Proxy Statement. After additional consideration, the Board has further revised its statement of policy, so that it now reads as follows:

The Company does not have a shareholder rights plan and is not currently considering adopting one.

The Board's policy is that it will only adopt a shareholder rights plan if either (1) the stockholders have approved adoption of the shareholder rights plan or (2) the Board in its exercise of its fiduciary responsibilities, including a majority of the independent members of the Board, makes a determination that, under the circumstances existing at the time, it is in the best interests of the stockholders to adopt a shareholder rights plan without the delay in adoption that would come from the time reasonably anticipated to seek stockholder approval. If the Board adopts a shareholder rights plan pursuant to clause (2) above, the Board will seek stockholder ratification within 12 months from the date of adoption.

The terms of the policy shall be disclosed in the Corporate Governance section of the Company's corporate Web site, <http://www.mattel.com>, and shall be disclosed in a Form 8-K to be filed with the Securities and Exchange Commission.

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.

Registrant

By: /s/ ROBERT NORMILE

Robert Normile

Senior Vice President, General

Counsel and Secretary

Date: April 30, 2004