

MATTEL INC /DE/  
Form 8-K  
May 28, 2015

**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):**

**May 21, 2015**

**MATTEL, INC.**

**(Exact Name of Registrant as Specified in its Charter)**

**Delaware**  
**(State or other jurisdiction**  
  
**of incorporation)**

**001-05647**  
**(Commission**  
  
**File Number)**

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

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))

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

The Annual Meeting of Stockholders of Mattel, Inc. ( Mattel ) was held on May 21, 2015.

All of the nominees for director listed in Proposal 1 in the proxy statement were elected by a majority of the votes cast, as follows:

| <b>Name of Nominee</b>   | <b>Votes Cast FOR</b> | <b>Votes Cast AGAINST</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|--------------------------|-----------------------|---------------------------|--------------------|-------------------------|
| Michael J. Dolan         | 267,499,319           | 6,072,831                 | 887,392            | 27,020,705              |
| Trevor A. Edwards        | 268,422,464           | 5,148,871                 | 888,207            | 27,020,705              |
| Dr. Frances D. Fergusson | 271,466,693           | 2,100,867                 | 891,982            | 27,020,705              |
| Ann Lewnes               | 271,844,154           | 1,727,502                 | 887,886            | 27,020,705              |
| Dominic Ng               | 272,864,135           | 699,141                   | 896,266            | 27,020,705              |
| Vasant M. Prabhu         | 272,839,051           | 723,429                   | 897,062            | 27,020,705              |
| Dean A. Scarborough      | 267,618,739           | 5,948,013                 | 892,790            | 27,020,705              |
| Christopher A. Sinclair  | 254,527,632           | 17,953,605                | 1,978,305          | 27,020,705              |
| Dirk Van de Put          | 272,640,426           | 929,489                   | 889,627            | 27,020,705              |
| Kathy White Loyd         | 266,306,075           | 7,273,234                 | 880,233            | 27,020,705              |

Proposal 2, a proposal to approve, on a non-binding, advisory basis, the compensation of Mattel's named executive officers, was approved by the following vote:

| <b>Votes Cast FOR</b> | <b>Votes Cast AGAINST</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|-----------------------|---------------------------|--------------------|-------------------------|
| 251,203,215           | 22,088,317                | 1,168,010          | 27,020,705              |

Proposal 3, a proposal to approve the Mattel, Inc. Amended and Restated 2010 Equity and Long-Term Compensation Plan, was approved by the following vote:

| <b>Votes Cast FOR</b> | <b>Votes Cast AGAINST</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|-----------------------|---------------------------|--------------------|-------------------------|
| 230,928,068           | 42,406,388                | 1,125,086          | 27,020,705              |

Proposal 4, a proposal to ratify the selection of PricewaterhouseCoopers LLP as Mattel's independent registered public accounting firm for the year ending December 31, 2015, was approved by the following vote:

| <b>Votes Cast FOR</b> | <b>Votes Cast AGAINST</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|-----------------------|---------------------------|--------------------|-------------------------|
| 286,178,398           | 4,565,610                 | 10,736,239         | N/A                     |

Proposal 5, a stockholder proposal regarding an independent Board Chairman, was not approved by the following vote:

| <b>Votes Cast FOR</b> | <b>Votes Cast AGAINST</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|-----------------------|---------------------------|--------------------|-------------------------|
| 117,175,337           | 156,244,058               | 1,040,147          | 27,020,705              |

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**MATTEL, INC.**

Dated: May 28, 2015

By: /s/ Robert Normile

Name: Robert Normile

Title: Executive Vice President, Chief Legal Officer and  
Secretary