

MATTEL INC /DE/
Form 8-K
May 14, 2013

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 10, 2013

MATTEL, INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or other jurisdiction of

001-05647
(Commission File Number)

95-1567322

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incorporation)

(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 10, 2013. Proxies for the meeting were solicited pursuant to Regulation 14A of the Securities Exchange Act of 1934 and there was no solicitation in opposition to that of management.

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:

| Name of Nominee | Votes Cast FOR | Votes Cast AGAINST | Abstentions | Broker Non-Votes |
|--------------------------|-------------------|-----------------------|-------------|---------------------|
| Michael J. Dolan | 272,195,184 | 6,244,852 | 1,113,853 | 20,286,779 |
| Trevor A. Edwards | 277,743,497 | 714,140 | 1,096,252 | 20,286,779 |
| Dr. Frances D. Fergusson | 277,511,154 | 952,801 | 1,089,934 | 20,286,779 |
| Dominic Ng | 276,876,273 | 1,560,677 | 1,116,939 | 20,286,779 |
| Vasant M. Prabhu | 276,061,806 | 2,397,393 | 1,094,690 | 20,286,779 |
| Dr. Andrea L. Rich | 268,809,058 | 9,642,241 | 1,102,590 | 20,286,779 |
| Dean A. Scarborough | 272,510,127 | 5,926,638 | 1,117,124 | 20,286,779 |
| Christopher A. Sinclair | 270,907,880 | 7,524,736 | 1,121,273 | 20,286,779 |
| Bryan G. Stockton | 267,141,036 | 10,221,068 | 2,191,785 | 20,286,779 |
| Dirk Van de Put | 276,909,318 | 1,552,173 | 1,092,398 | 20,286,779 |
| Kathy White Loyd | 267,659,854 | 10,809,665 | 1,084,370 | 20,286,779 |

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

| Votes Cast FOR | Votes Cast AGAINST | Abstentions | Broker Non-Votes |
|----------------|--------------------|-------------|------------------|
| 267,653,886 | 10,068,066 | 1,831,937 | 20,286,779 |

Proposal 3, a proposal to ratify the selection of PricewaterhouseCoopers LLP as Mattel's independent registered public accounting firm for the year ending December 31, 2013, was approved by the following vote:

| Votes Cast FOR | Votes Cast AGAINST | Abstentions | Broker Non-Votes |
|----------------|--------------------|-------------|------------------|
| 290,901,614 | 7,470,522 | 1,468,532 | N/A |

Proposal 4, a stockholder proposal regarding an independent Chairman of the Board of Directors, was not approved by the following vote:

| Votes Cast FOR | Votes Cast AGAINST | Abstentions | Broker Non-Votes |
|----------------|--------------------|-------------|------------------|
| 91,836,858 | 186,284,340 | 1,432,691 | 20,286,779 |

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.

MATTEL, INC.

Dated: May 14, 2013

By: */s/ Robert Normile*
Name: Robert Normile
Title: Executive Vice President, Chief Legal Officer and Secretary