

MATTEL INC /DE/  
Form 8-K  
May 17, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**Current Report 13 OR 15(d) of**

**The Securities Exchange Act of 1934**

**Date of Report (Date of Earliest Event Reported):**

**May 13, 2011**

**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.)

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**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))

## Section 5 Corporate Governance and Management

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

The Annual Meeting of Stockholders of Mattel was held on May 13, 2011. 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<br>FOR | Votes Cast<br>AGAINST | Abstentions | Broker<br>Non-Votes |
|--------------------------|-------------------|-----------------------|-------------|---------------------|
| Michael J. Dolan         | 273,017,507       | 1,884,825             | 3,129,102   | 20,454,539          |
| Robert A. Eckert         | 264,609,702       | 10,004,905            | 3,416,827   | 20,454,539          |
| Dr. Frances D. Fergusson | 272,911,604       | 1,992,808             | 3,127,022   | 20,454,539          |
| Tully M. Friedman        | 234,144,891       | 40,761,944            | 3,124,599   | 20,454,539          |
| Dominic Ng               | 264,958,094       | 9,947,026             | 3,126,314   | 20,454,539          |
| Vasant M. Prabhu         | 272,981,570       | 1,917,522             | 3,132,342   | 20,454,539          |
| Dr. Andrea L. Rich       | 261,122,015       | 13,784,019            | 3,125,400   | 20,454,539          |
| Dean A. Scarborough      | 272,937,399       | 1,956,760             | 3,137,275   | 20,454,539          |
| Christopher A. Sinclair  | 266,130,072       | 8,770,761             | 3,130,601   | 20,454,539          |
| G. Craig Sullivan        | 264,926,336       | 9,974,522             | 3,130,576   | 20,454,539          |
| Kathy Brittain White     | 265,719,415       | 10,108,632            | 2,203,387   | 20,454,539          |

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

| Votes Cast FOR | Votes Cast AGAINST | Abstentions | Broker Non-Votes |
|----------------|--------------------|-------------|------------------|
| 254,075,124    | 17,702,479         | 6,253,831   | 20,454,539       |

Proposal 3, a proposal to determine, on an advisory (non-binding) basis, the frequency with which stockholders would have an opportunity to provide an advisory approval of the compensation of our NEOs, was determined as follows:

| Votes Cast For One Year | Votes Cast For Two Years | Votes Cast For Three Years | Abstentions | Broker Non-Votes |
|-------------------------|--------------------------|----------------------------|-------------|------------------|
| 226,872,327             | 616,190                  | 47,318,438                 | 3,224,479   | 20,454,539       |

In accordance with the voting results on this item, the Company has determined to hold an advisory vote on executive compensation every year until the next stockholder vote on the frequency vote on executive compensation. A stockholder vote on the frequency of stockholder votes on executive compensation is required to be held at least once every six years.

Proposal 4, a proposal to approve amendments to Mattel's Amended and Restated Bylaws that would enable holders of at least a 15% net long position in the Company's outstanding shares for one year to require the Chairman of the Board or Secretary of Mattel to call a special meeting of stockholders, was approved by the following vote:

| Votes Cast FOR | Votes Cast AGAINST | Abstentions | Broker Non-Votes |
|----------------|--------------------|-------------|------------------|
| 191,415,981    | 103,726,315        | 3,343,677   | N/A              |

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Proposal 5, a proposal to ratify the selection of PricewaterhouseCoopers LLP as Mattel's independent registered public accounting firm for the year ending December 31, 2011, was approved by the following vote:

| <b>Votes Cast FOR</b> | <b>Votes Cast AGAINST</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|-----------------------|---------------------------|--------------------|-------------------------|
| 288,706,742           | 6,386,865                 | 3,392,366          | N/A                     |

**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 17, 2011

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

**Officer and Secretary**