

JAKKS PACIFIC INC  
Form SC 13D/A  
December 27, 2016  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934  
(Amendment No. 3)\*

JAKKS Pacific, Inc.  
(Name of Issuer)

Common stock, \$0.001 par value  
(Title of Class of Securities)

47012E106  
(CUSIP Number)

Oasis Management Company Ltd.

c/o Oasis Management (Hong Kong) LLC

21/F Man Yee Building

68 Des Voeux Road, Central

Hong Kong

Attention: Phillip Meyer

(852) 2847-7708

with a copy to:

Schulte Roth & Zabel LLP

919 Third Avenue

New York, NY 10022

Attention: Eleazer N. Klein, Esq.

(212) 756-2000

(Name, Address and Telephone Number of Person

Authorized to Receive Notices and  
Communications)

December 22, 2016  
(Date of Event Which Requires Filing of This  
Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), Rule 13d-1(f) or Rule 13d-1(g), check the following box. [ ]

(Page 1 of 7 Pages)

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\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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	NAME OF REPORTING PERSON
<b>1</b>	Oasis Management Company Ltd.
	CHECK THE APPROPRIATE BOX IF A MEMBER OF (b) A GROUP
<b>2</b>	
<b>3</b>	SEC USE ONLY SOURCE OF FUNDS
<b>4</b>	AF CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION
<b>5</b>	
	Cayman Islands
	SOLE VOTING POWER
<b>6</b>	
	-0-
<b>7</b>	SHARED VOTING POWER
<b>8</b>	
	1,352,820 shares of Common Stock
	1,276,332 shares of Common Stock issuable upon
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING	

conversion of  
4.25%  
Convertible  
Senior Notes  
due 2018

1,063,553  
shares of  
Common Stock  
issuable upon  
conversion of  
4.875%  
Convertible  
Senior Notes  
due 2020  
SOLE  
DISPOSITIVE  
POWER

**9**

-0-  
SHARED  
DISPOSITIVE  
POWER

1,352,820  
shares of  
Common Stock

1,276,332  
shares of  
Common Stock  
issuable upon  
conversion of  
4.25%  
Convertible  
Senior Notes  
due 2018

**10**

1,063,553  
shares of  
Common Stock  
issuable upon  
conversion of  
4.875%  
Convertible  
Senior Notes  
due 2020

**11**

AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH

PERSON

1,352,820 shares of  
Common Stock

1,276,332 shares of  
Common Stock issuable  
upon conversion of  
4.25% Convertible  
Senior Notes due 2018

1,063,553 shares of  
Common Stock issuable  
upon conversion of  
4.875% Convertible  
Senior Notes due 2020

**12** CHECK IF THE  
AGGREGATE  
AMOUNT IN  
ROW (11) ..  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF CLASS  
REPRESENTED BY  
**13** AMOUNT IN ROW (11)

**14** 16.5%  
TYPE OF REPORTING  
PERSON

OO

CUSIP No. 47012E106 SCHEDULE 13D/A Page 3 of 7 Pages

	NAME OF REPORTING PERSON
<b>1</b>	Oasis Investments II Master Fund Ltd.
	CHECK THE APPROPRIATE BOX IF A MEMBER OF (b) A GROUP
<b>2</b>	
<b>3</b>	SEC USE ONLY SOURCE OF FUNDS
<b>4</b>	WC (see Item 3) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION
<b>5</b>	
<b>6</b>	Cayman Islands SOLE VOTING POWER
<b>7</b>	
<b>8</b>	-0- SHARED VOTING POWER
	1,352,820 shares of Common Stock
	1,276,332 shares of Common Stock issuable upon
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING	

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4.25%  
Convertible  
Senior Notes  
due 2018

1,063,553  
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Convertible  
Senior Notes  
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**9**

-0-  
SHARED  
DISPOSITIVE  
POWER

1,352,820  
shares of  
Common Stock

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shares of  
Common Stock  
issuable upon  
conversion of  
4.25%  
Convertible  
Senior Notes  
due 2018

**10**

1,063,553  
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Common Stock  
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conversion of  
4.875%  
Convertible  
Senior Notes  
due 2020

**11**

AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH

PERSON

1,352,820 shares of  
Common Stock

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upon conversion of  
4.25% Convertible  
Senior Notes due 2018

1,063,553 shares of  
Common Stock issuable  
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CERTAIN  
SHARES  
PERCENT OF CLASS  
REPRESENTED BY  
**13** AMOUNT IN ROW (11)

**14** 16.5%  
TYPE OF REPORTING  
PERSON

OO

CUSIP No. 47012E106 SCHEDULE 13D/A Page 4 of 7 Pages

**1** NAME OF REPORTING PERSON

Seth Fischer

**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF (b) " A GROUP

**3** SEC USE ONLY SOURCE OF FUNDS

**4** AF CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION

**5** IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION

**6** Germany

**7** SOLE VOTING POWER

**8** -0- SHARED VOTING POWER

1,352,820 shares of Common Stock

1,276,332 shares of Common Stock issuable upon conversion of

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

4.25%  
Convertible  
Senior Notes  
due 2018

1,063,553  
shares of  
Common Stock  
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due 2018

**10**

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**11**

AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

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PERCENT OF CLASS  
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**13** AMOUNT IN ROW (11)

**14** 16.5%  
TYPE OF REPORTING  
PERSON  
  
IN

**CUSIP No. 47012E106 SCHEDULE 13D/A Page 5 of 7 Pages**

This Amendment No. 3 ("Amendment No. 3") amends and supplements the statement on Schedule 13D filed with the Securities and Exchange Commission (the "SEC") on June 3, 2015 (the "Original Schedule 13D"), as amended by Amendment No. 1 filed with the SEC on September 29, 2015 ("Amendment No. 1") and by Amendment No. 2 filed with the SEC on October 27, 2015 ("Amendment No. 2," and the Original Schedule 13D as amended hereby and by Amendment No. 1 and Amendment No. 2, the "Schedule 13D") with respect to the common stock, par value \$0.001 per share (the "Shares"), of JAKKS Pacific, Inc., a Delaware corporation (the "Issuer"). Capitalized terms used herein and not otherwise defined in this Amendment No. 3 have the meanings set forth in the Schedule 13D. This Amendment No. 3 amends Items 3 and 5 as set forth below.

**Item 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION**

Item 3 of the Schedule 13D is hereby amended and restated in its entirety as follows:

Funds for the purchase of the Shares by Oasis II Fund reported herein were derived from general working capital and margin account borrowings made in the ordinary course of business. In such instances, the positions held in the margin accounts are pledged as collateral security for the repayment of debit balances in the account, which may exist from time to time. Since other securities are held in the margin accounts, it is not possible to determine the amounts, if any, of margin used to purchase the Shares reported herein. A total of \$9,396,458 was paid to acquire the 1,352,820 Shares reported herein. A total of \$10,743,288 was paid to acquire the \$11,160,000 principal amount of 4.25% Convertible Senior Notes due 2018 (the "2018 Convertible Senior Notes") reported herein. A total of \$9,559,859 was paid to acquire the \$10,250,000 principal amount of 4.875% Convertible Senior Notes due 2020 (together with the 2018 Convertible Senior Notes, the "Convertible Senior Notes") reported herein.

**Item 5. INTEREST IN SECURITIES OF THE ISSUER**

Paragraphs (a) and (c) of Item 5 of the Schedule 13D are hereby amended and restated in their entirety as follows:

(a) See rows (11) and (13) of the cover pages hereto for the aggregate number of Shares and percentages of the Shares beneficially owned by each of the Reporting Persons. The percentages used herein are calculated based upon 20,002,003 Shares reported by the Issuer to be outstanding as of November 9, 2016, as disclosed in the Issuer's Quarterly Report for the period ended September 30, 2016, filed on Form 10-Q on November 9, 2016.

(c) The transactions in the Shares by Oasis II Fund within the past sixty days, which were all in the open market, are set forth in Schedule B, and are incorporated herein by reference. The other Reporting Persons did not enter into any transactions in the Shares within the past sixty days.

**SIGNATURES**

After reasonable inquiry and to the best of his or its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: December 27, 2016

**Oasis Management  
CoMPANY Ltd.**

By: /s/ Phillip Meyer  
Name: Phillip Meyer  
Title: General Counsel

**Oasis Investments II  
Master Fund Ltd.**

By: /s/ Phillip Meyer  
Name: Phillip Meyer  
Title: Director

/s/ Seth Fischer  
**SETH FISCHER**

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## Schedule B

This Schedule sets forth information with respect to each purchase and sale of Shares which were effectuated by a Reporting Person in the past sixty days. All transactions were effectuated in the open market through a broker. The price reported in the column Price Per Share (\$) is a weighted average price if a price range is indicated in the column Price Range (\$). These shares of Common Stock were purchased/sold in multiple transactions at prices between the price ranges below. The Reporting Persons will undertake to provide to the staff of the SEC, upon request, full information regarding the number of shares of Common Stock sold at each separate price.

OASIS INVESTMENTS II MASTER FUND LTD.

<b>Date</b>	<b>Shares Purchased (Sold)</b>	<b>Price Per Share (\$)*</b>	<b>Price Range (\$)</b>
12/22/2016	123,062	4.89	4.82 – 4.96
12/23/2016	37,384	5.04	
12/27/2016	1,221	5.00	

\* Excluding commissions, SEC fees, etc. (rounded to nearest cents).