

MATTEL INC /DE/  
Form 8-K  
November 16, 2010

**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):**

November 15, 2010

**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**  
(IRS 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 8 Other Events**

**Item 8.01 Other Events.**

On November 15, 2010, Mattel, Inc. issued a press release announcing an increase in its share repurchase program, an increase in its 2010 annual dividend and a switch from paying dividends on an annual basis to a quarterly basis commencing in fiscal year 2011. A copy of the press release is furnished as Exhibit 99.1 hereto and is incorporated herein by reference.

**Section 9 Financial Statements and Exhibits**

**Item 9.01 Financial Statements and Exhibits**

- (a) Financial statements of businesses acquired: None
- (b) Pro forma financial information: None
- (c) Shell company transactions: None
- (d) Exhibits: This exhibit is furnished pursuant to Item 8.01 hereof and should not be deemed to be filed under the Securities Exchange Act of 1934.

<b>Exhibit No.</b>	<b>Reference</b>
99.1	Press Release dated November 15, 2010.

**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, thereunto duly authorized.

MATTEL, INC.

Registrant

By:

/s/ ROBERT NORMILE  
**Robert Normile**

**Senior Vice President, General**

**Counsel and Secretary**

Dated: November 15, 2010