

JAKKS PACIFIC INC  
Form SC 13G/A  
February 14, 2017  
SC 13G

JAKK 13G 2016-12-31.txt

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13G

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)

DECEMBER 31, 2016  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to  
which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

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

The information required in 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).

Cusip: 47012E106

Item 1: Geode Capital Holdings LLC

Item 2: Check Appropriate box if member of a group:  
(a):  
(b):

Item 3: SEC USE ONLY

Item 4: Delaware

Item 5: 1,491,448

Item 6: 0

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Item 7: 1,506,229

Item 8: 0

Item 9: 1,506,229

Item 10:0

Item 11:6.63%

Item 12:HC

Cusip: 47012E106

Item 1: Geode Capital Management, LLC

Item 2: Check Appropriate box if member of a group:

(a):

(b):

Item 3: SEC USE ONLY

Item 4: Delaware

Item 5: 1,491,448

Item 6: 0

Item 7: 1,506,229

Item 8: 0

Item 9: 1,506,229

Item 10:0

Item 11:6.63%

Item 12:IA

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Item 1(a):Name of Issuer

JAKKS PACIFIC INC (the "Issuer")

Item 1(b):Address of Issuer's Principal Executive Offices

2951 28th Street  
Santa Monica, CA 90405

Item 2(a):Name of Person Filing

This statement is being filed by Geode Capital Holdings LLC  
and Geode Capital Management, LLC (collectively, the Reporting Persons).

Item 2(b):Address or Principal Business Office or, if None, Residence

One Post Office Square, 20th Floor  
Boston, Massachusetts 02109

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Item 2(c):Citizenship

Geode Capital Holdings LLC: Delaware, USA  
Geode Capital Management, LLC: Delaware, USA

Item 2(d):Title of Class of Securities

Common Stock, \$0.001 par value

Item 2(e):CUSIP Number

47012E106

Item 3:This statement is filed pursuant to Rule 13d-1(b)

Geode Capital Holdings LLC is a parent holding company in accordance with Rule 13d-1(b) (1) (ii) (G); and

Geode Capital Management, LLC is an investment adviser in accordance with Rule 13d-1(b) (1) (ii) (E) .

(Note: See Exhibit A)

Item 4:Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

Item 4(a):Amount Beneficially Owned

1,506,229 shares of Common Stock

Item 4(b):Percent of Class

6.63%

Percentage calculated by dividing (i) the sum of (a) 140,273 shares of common stock issued by the Issuer plus (b) 1,365,956 shares of common stock receivable upon conversion of convertible notes of the Issuer by (ii) the sum of (a) 21,367,956 (shares outstanding as of December 31, 2016) and (b) 1,365,956 (shares receivable upon conversion of convertible notes)

Item 4(c):Number of shares as to which such person has:

- (i) sole power to vote or to direct the vote:  
1,491,448
- (ii) shared power to vote or to direct the vote:  
0
- (iii) sole power to dispose or to direct the disposition of:  
1,506,229
- (iv) shared power to dispose or to direct the disposition of:  
0

Item 5:Ownership of Five Percent or Less of a Class

Not applicable

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Item 6:Ownership of More than Five Percent on Behalf of Another Person

Various persons have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the common stock of the Issuer. No other persons interest in the common stock of Issuer relates to more than five percent of the total outstanding common stock.

Item 7:Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company

See attached Exhibit A.

Item 8:Identification and Classification of Members of the Group

Not applicable.

Item 9:Notice of Dissolution of Group

Not applicable.

Item 10:Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having such purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 14, 2017

GEODE CAPITAL MANAGEMENT, LLC

/s/Jeffrey S. Miller  
Signature

Jeffrey S. Miller  
Chief Operating Officer, Geode Capital Management, LLC

GEODE CAPITAL HOLDINGS LLC

/s/Jeffrey S. Miller  
Signature

Jeffrey S. Miller  
Chief Operating Officer, Geode Capital Holdings LLC

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EXHIBIT A

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ITEM 7 IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARIES WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

Geode Capital Management, LLC IA  
Geode Capital Management LP IA

Geode Capital Management, LLC a majority-owned subsidiary of Geode Capital Holdings LLC and is an investment adviser registered under Section 203 of the Investment Advisers Act of 1940.

Geode Capital Management, LLC is the general partner of Geode Capital Management LP, an investment adviser registered under Section 203 of the Investment Advisers Act of 1940.

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EXHIBIT B

JOINT FILING AGREEMENT PURSUANT TO RULE 13d-1(k) (1) under the Securities Exchange Act of 1934, as amended.

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G shall be filed on behalf of each of the undersigned without the necessity of filing additional joint filing statements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him, her or it contained herein, but shall not be responsible for the completeness and accuracy of the information concerning the other entities or persons, except to the extent that he, she or it knows or has reason to believe that such information is inaccurate.

Dated: February 14, 2017

GEODE CAPITAL MANAGEMENT, LLC

/s/Jeffrey S. Miller  
Signature

Jeffrey S. Miller  
Chief Operating Officer, Geode Capital Management, LLC

GEODE CAPITAL HOLDINGS LLC

/s/Jeffrey S. Miller  
Signature

Jeffrey S. Miller  
Chief Operating Officer, Geode Capital Holdings LLC