

JAKKS PACIFIC INC
Form SC 13G
May 07, 2018

THE UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No.)*

JAKKS PACIFIC, INC.
(Name of Issuer)

Common Stock, \$0.001 Par value per share
(Title of Class of Securities)

47012E106
(CUSIP Number)

April 26, 2018
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule 13G 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 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 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 NO. 47012E106

(1) Names of Reporting
Persons. I.R.S. Identification
Nos. of Above Persons (entities
only)

Benefit Street
Partners
L.L.C.

(2) Check the
Appropriate Box if
a Member of a (a) ☐
Group

(b) ☐

(3) SEC Use Only

(4) Citizenship or Place of
Organization

Delaware

(5) Sole
Voting 0*
Number of
Shares Beneficially
Owned (6) Shared
By Each Reporting
Person (7) Sole
With Power Dispositive 0*
(8) Shared
Dispositive 1,645,747*
Power

(9) Aggregate Amount Beneficially Owned by Each Reporting Person 1,645,747*

(10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See
Instructions) ☐

(11) Percent of Class Represented by Amount in Row (9) 5.3%*

(12) Type of Reporting Person (See Instructions) IA

* Benefit Street Partners L.L.C., a Delaware limited liability company, may be deemed to beneficially own, in the aggregate, 1,645,747 shares of common stock, \$0.001 par value per share ("Common Stock"), of JAKKS Pacific, Inc., a Delaware corporation (the "Company"), representing approximately 5.3% of the total 30,805,071 shares of Common Stock outstanding, which amount includes: (i) 29,159,324 shares of Common Stock stated to be outstanding as of March 15, 2018 in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2017, filed with the Securities and Exchange Commission on March, 16, 2018, and (ii) 1,645,747 additional shares of Common

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Stock obtainable upon conversion of \$15,865,000 in principal amount of 4.875% Convertible Senior Notes due 2020 (the "Notes") of the Company, based on an initial conversion rate of 103.7613 shares of Common Stock per \$1,000 principal amount of the Notes, calculated in accordance with Rule 13d-3 under the Securities Exchange Act of 1934, as amended. The number of shares of Common Stock reported above consists of 1,645,747 shares of Common Stock held by BSP Special Situations Master A L.P. ("Master A Fund"). Benefit Street Partners L.L.C., as the investment adviser of Master A Fund, may be deemed to beneficially own the 1,645,747 shares of Common Stock held by Master A Fund. Thomas J. Gahan controls BSP and may be deemed to beneficially own the 1,645,747 shares of Common Stock held by Master A Fund.

CUSIP NO. 47012E106

(1) Names of Reporting
Persons. I.R.S. Identification
Nos. of Above Persons (entities
only)

Thomas J.

Gahan

(2) Check the
Appropriate Box if
a Member of a (a) ☐]
Group

(b) ☐]

(3) SEC Use Only

(4) Citizenship or Place of
Organization

United States

(5) Sole

Number of
Shares Beneficially
Owned By Each
Reporting Person
With

Voting Power 0*

(6) Shared

Voting Power 1,645,747*

(7) Sole

Dispositive 0*

(8) Shared

Dispositive 1,645,747*

(9) Aggregate Amount Beneficially Owned by Each Reporting Person

1,645,747*

(10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) ☐]

(9) Aggregate Amount Beneficially Owned by Each Reporting Person 1,645,747*

(10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) ☐]

(11) Percent of Class Represented by Amount in Row (9) 5.3%*

(12) Type of Reporting Person (See Instructions) IN

* Mr. Gahan may be deemed to beneficially own, in the aggregate, 1,645,747 shares of common stock, \$0.001 par value per share ("Common Stock"), of JAKKS Pacific, Inc., a Delaware corporation (the "Company"), representing approximately 5.3% of the total 30,805,071 shares of Common Stock outstanding, which amount includes: (i) 29,159,324 shares of Common Stock stated to be outstanding as of March 15, 2018 in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2017, filed with the Securities and Exchange Commission on March, 16, 2018, and (ii) 1,645,747 additional shares of Common Stock obtainable upon conversion of \$15,865,000 in principal amount of 4.875% Convertible Senior Notes due 2020 (the "Notes") of the Company, based on an initial

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conversion rate of 103.7613 shares of Common Stock per \$1,000 principal amount of the Notes, calculated in accordance with Rule 13d-3 under the Securities Exchange Act of 1934, as amended. The number of shares of Common Stock reported above consists of 1,645,474 shares of Common Stock held by BSP Special Situations Master A L.P. ("Master A Fund"). Benefit Street Partners L.L.C., as the investment adviser of Master A Fund, may be deemed to beneficially own the 1,645,474 shares of Common Stock held by Master A Fund. Thomas J. Gahan controls BSP and may be deemed to beneficially own the 1,645,747 shares of Common Stock held by Master A Fund.

Item 1(a). Name Of Issuer

JAKKS Pacific, Inc. (the “Company”)

Item 1(b). Address of Issuer’s Principal Executive Offices

2951 28th Street

Santa Monica, California 90405

Item 2(a). Name of Person Filing

This report on Schedule 13G (this “Schedule 13G”) is being jointly filed by (i) Benefit Street Partners L.L.C. (“BSP”), and (ii) Thomas J. Gahan. Each of the foregoing is referred to as a “Reporting Person” and collectively as the “Reporting Persons.” BSP is a registered investment adviser under Section 203 of the Investment Advisers Act of 1940, as amended. This Schedule 13G relates to the shares of common stock, \$0.001 par value per share (“Common Stock”), of the Company beneficially owned by BSP Special Situations Master A L.P. (“Master A Fund”). Benefit Street Partners L.L.C., as the investment adviser of Master A Fund, may be deemed to beneficially own the 1,645,747 shares of Common Stock held by Master A Fund. Thomas J. Gahan controls BSP. Thus, as of the date of this report, for purposes of Rule 13d-3 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), BSP and Mr. Gahan may be deemed to beneficially own approximately 5.3% of the shares of Common Stock of the Company deemed issued and outstanding held by Master A Fund.

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

The principal business address of BSP and Mr. Gahan is c/o Benefit Street Partners L.L.C., 9 West 57th Street, Suite 4920, New York, NY 10019.

Item 2(c). Citizenship

BSP is a limited liability company organized under the laws of the State of Delaware. Mr. Gahan is a citizen of the United States.

Item 2(d). Title of Class of Securities

Common Stock, \$0.001 par value per share.

Item 2(e). CUSIP No.

47012E106

Item 3. If This Statement Is Filed Pursuant to Rules 13d-1(b) or 13d-2(b) or (c), Check Whether the Person Filing is a

- (a) "Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o);
 - (b) "Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c);
 - (c) "Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c);
 - (d) "Investment company registered under Section 8 of the Investment Company Act of 1940, as amended (the "Investment Company Act") (15 U.S.C. 80a-8);
 - (e) "An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);
 - (f) "An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);
 - (g) "A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
 - (h) "A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
 - (i) "A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act (15 U.S.C. 80a-3);
 - (j) "A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J);
 - Group, in accordance with § 240.13d-1(b)(1)(ii)(K). If filing as a non-institution in accordance with §
 - (k) "240.13d-1(b)(1)(ii)(J), please specify the type of institution:
-

Item 4. Ownership

The information set forth in Rows 5 through 9 and 11 of each of the cover pages of this Schedule 13G is incorporated herein by reference.

BSP may be deemed to beneficially own in the aggregate 1,645,747 shares of Common Stock, representing approximately 5.3% of the total 30,805,071 shares of Common Stock outstanding, which amount includes: (i) 29,159,324 shares of Common Stock stated to be outstanding as of March 15, 2018 in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2017 (the "Form 10-K"), filed with the Securities and Exchange Commission on March, 16, 2018, and (ii) 1,645,747 additional shares of Common Stock obtainable upon conversion of \$15,865,000 in principal amount of 4.875% Convertible Senior Notes due 2020 (the "Notes") of the Company, based on an initial conversion rate of 103.7613 shares of Common Stock per \$1,000 principal amount of the Notes.

Mr. Gahan may be deemed to beneficially own in the aggregate 1,645,747 shares of Common Stock, representing approximately 5.3% of the total 30,805,071 shares of Common Stock outstanding, which amount includes: (i) 29,159,324 shares of Common Stock stated to be outstanding as of March 15, 2018 in the Company's Annual Report on the Form 10-K, filed with the Securities and Exchange Commission on March, 16, 2018, and (ii) 1,645,747 additional shares of Common Stock obtainable upon conversion of \$15,865,000 in principal amount of Notes of the Company, based on an initial conversion rate of 103.7613 shares of Common Stock per \$1,000 principal amount of the Notes.

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

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: [☐]

Item 6. Ownership of More Than Five Percent on Behalf of Another Person

Not Applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person

Not Applicable.

Item 8. Identification and Classification of Members of the Group

The information set forth in Item 4 of this Schedule 13G is incorporated herein by reference.

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 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 that 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.

May 7, 2018

**BENEFIT STREET
PARTNERS L.L.C.**

By: /s/ Bryan R. Martoken

Name: Bryan R. Martoken

Title: Authorized Signatory

/s/ Thomas J. Gahan

Name: Thomas J. Gahan

**Attention: Intentional misstatements or omissions of fact constitute
Federal criminal violations (See 18 U.S.C. 1001)**

Exhibit Index

Exhibit

A. Joint Filing Agreement, dated as of May 7, 2018 by and among Benefit Street Partners L.L.C. and Thomas J. Gahan

Exhibit A

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, the persons named below agree to the joint filing on behalf of them of a statement on Schedule 13G (including amendments thereto) with respect to the common stock, par value \$0.001 per share, of JAKKS Pacific, Inc., and further agree that this Joint Filing Agreement be included as Exhibit A to such Schedule 13G. In evidence thereof, the undersigned hereby execute this agreement this 7th day of May, 2018.

**BENEFIT STREET
PARTNERS L.L.C.**

By: /s/ Bryan R. Martoken

Name: Bryan R. Martoken

Title: Authorized Signatory

/s/ Thomas J. Gahan

Name: Thomas J. Gahan