

MATTEL INC /DE/  
Form 8-K  
October 16, 2006

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

Washington, D.C. 20549

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**FORM 8-K**

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**Current Report Pursuant to Section 13 or 15(d) of  
The Securities Exchange Act of 1934**

**Date of Report:**

**October 16, 2006**

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**MATTEL, INC.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-05647**  
(Commission File No.)

**95-1567322**  
(I.R.S. Employer  
Identification No.)

**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)

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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))
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**Section 2 - Financial Information**

**Item 2.02 Results of Operations and Financial Condition.**

On October 16, 2006, Mattel issued a press release regarding its third quarter 2006 financial results, a copy of which is furnished at Exhibit 99.1 hereto. This exhibit is incorporated herein by reference.

In its third quarter 2006 press release, Mattel includes a non-GAAP financial measure, gross sales, which it uses to analyze its operations and to monitor, assess and identify meaningful trends in its operating and financial performance. Net sales, as reported in the consolidated statements of operations, include the impact of sales adjustments, such as trade discounts and other allowances. Gross sales represent sales to customers, excluding the impact of sales adjustments. Consistent with its segment reporting, Mattel presents changes in gross sales as a metric for comparing its aggregate, business unit, brand and geographic results to highlight significant trends in Mattel's business. Changes in gross sales are discussed because, while Mattel records the detail of such sales adjustments in its financial accounting systems at the time of sale, such sales adjustments are generally not associated with individual products, making net sales less meaningful. A reconciliation of gross sales to the most directly comparable GAAP financial measure, net sales, is provided in Exhibit II to the press release furnished as Exhibit 99.1 in this Form 8-K.

In its third quarter 2006 press release, Mattel discloses the impact of certain items on reported earnings per share, which may be non-GAAP financial measures. These measures have been disclosed since they could be meaningful in evaluating Mattel's operating results and financial condition for the quarter in light of the nature and magnitude of the amounts. These measures are used by management to analyze the profitability of Mattel's business for the quarter.

**Section 7 - Regulation FD**

**Item 7.01 Regulation FD Disclosure.**

**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) Exhibits:

This exhibit is furnished pursuant to Items 2.02 and 7.01 hereof and should not be deemed to be filed under the Securities Exchange Act of 1934.

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<u>Exhibit No.</u>	<u>Exhibit Description</u>
99.1**	Press release dated October 16, 2006.

\*\* Furnished herewith.

**SIGNATURE**

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.

Registrant

By:                                 /s/ Robert Normile                                

**Robert Normile**  
**Senior Vice President, General**

**Counsel and Secretary**

Dated: October 16, 2006