

TOYMAX INTERNATIONAL INC

Form SC 13E3

May 22, 2002

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SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 13E-3

(RULE 13e-3)

**TRANSACTION STATEMENT UNDER SECTION 13(e)
OF THE SECURITIES EXCHANGE ACT OF 1934 AND RULE 13e-3 THEREUNDER**

TOYMAX INTERNATIONAL, INC.

(Name of Issuer)

JAKKS PACIFIC, INC.

(Name of Person Filing Statement)

COMMON STOCK, PAR VALUE \$0.01 PER SHARE

(Title of Class of Securities)

892268103

(CUSIP Number of Class of Securities)

JACK FRIEDMAN

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

JAKKS PACIFIC, INC.

22619 PACIFIC COAST HIGHWAY

MALIBU, CA 90265

(310) 456-7799

(Name, Address and Telephone Numbers of Person Authorized to Receive Notices
and Communications on Behalf of Persons Filing Statement)

COPIES TO:

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750 LEXINGTON AVENUE
NEW YORK, NEW YORK 10022
(212) 888-8200

This statement is filed in connection with (check the appropriate box):

- a. The filing of solicitation materials or an information statement subject to Regulation 14A (sections 240.14a-1 through 240.14b-2), Regulation 14C (sections 240.14c-1 through 240.14c-101) or Rule 13e-3(c) (section 240.13e-3(c)) under the Securities Exchange Act of 1934 (the Act).
- b. The filing of a registration statement under the Securities Act of 1933.
- c. A tender offer.
- d. None of the above.

Check the following box if the soliciting materials or information statement referred to in checking box (a) are preliminary copies:

Check the following box if the filing is a final amendment reporting the results of the transaction:

CALCULATION OF FILING FEE

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TRANSACTION VALUATION(1)	AMOUNT OF FILING FEE(2)
\$17,844,313.79	\$1,642

(1) For purposes of calculating the filing fee only. In accordance with Rule 0-11(b) of the Securities Exchange Act of 1934, as amended, the transaction value is equal to the product of 4,083,367 shares of Toymax common stock multiplied by \$4.37, the average of the high and low prices for Toymax common stock on May 16, 2002 as reported on the Nasdaq National Market.

(2) The amount of the filing fee was calculated in accordance with Exchange Act Rule 0-11, as amended.

Check the box if any part of the fee is offset as provided by section 240.0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$42.00
 Form or Registration No.: S-4
 Filing Party: JAKKS Pacific, Inc.
 Date Filed: May 20, 2002

THIS TRANSACTION HAS NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES AND EXCHANGE COMMISSION OR ANY STATE SECURITIES COMMISSION NOR HAS THE SECURITIES AND EXCHANGE COMMISSION OR ANY STATE SECURITIES COMMISSION PASSED UPON THE FAIRNESS OR MERITS OF THIS TRANSACTION NOR UPON THE ACCURACY OR ADEQUACY OF THE INFORMATION CONTAINED IN THIS DOCUMENT. ANY REPRESENTATION TO THE CONTRARY IS UNLAWFUL AND A CRIMINAL OFFENSE.

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INTRODUCTION

This Rule 13e-3 Transaction Statement on Schedule 13E-3 (Schedule 13E-3) is being filed by JAKKS Pacific, Inc. (JAKKS or the Filing Person), in connection with the Agreement of Merger (the Merger Agreement), dated as of February 10, 2002, by and among JAKKS, Toymax International, Inc., (Toymax) and JP/TII Acquisition Corp. (the Merger Subsidiary). If the Merger Agreement is adopted and the Merger (as defined herein) is approved by Toymax s stockholders, the Merger Subsidiary will merge with and into Toymax (the Merger), with Toymax continuing as the surviving corporation. In the Merger, each outstanding share of Toymax common stock, par value \$0.01 per share, other than shares of common stock held in Toymax s treasury, held by JAKKS or the Merger Subsidiary or held by stockholders who perfect their appraisal rights under Delaware law, will be converted into the right to receive \$3.00 in cash without interest plus 0.0798 share of JAKKS common stock, subject to adjustment as described herein, less any applicable withholding taxes.

Concurrently with the filing of this Schedule 13E-3, JAKKS is filing a joint proxy statement/prospectus (the Joint Proxy Statement/Prospectus) pursuant to Section 14(a) of the Securities Exchange Act of 1934, as amended (the Exchange Act), pursuant to which the Toymax board of directors is soliciting proxies from stockholders of Toymax in connection with the Merger. The cross reference sheet below is being supplied pursuant to General Instruction G to Schedule 13E-3 and shows the location in the Joint Proxy Statement/Prospectus of the information required to be included in response to the items of this Schedule 13E-3. The information set forth in the Joint Proxy Statement/Prospectus, including all appendices thereto, is hereby incorporated herein by this reference, and the responses to each item in this Schedule 13E-3 are qualified in their entirety by the information contained in the Joint Proxy Statement/Prospectus and the appendices thereto. As of the date hereof, the Joint Proxy Statement/Prospectus is in preliminary form and is subject to completion and amendment. This Schedule 13E-3 will be amended to reflect such completion or amendment. Capitalized terms used but not defined in this Schedule 13E-3 shall have the meanings given to them in the Joint Proxy Statement/Prospectus.

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Item 1. Summary Term Sheet

Regulation M-A
Item 1001

The information set forth in the Joint Proxy Statement/Prospectus under the captions **QUESTIONS AND ANSWERS ABOUT THE MERGER** and **SUMMARY** is incorporated herein by reference.

Item 2. Subject Company Information.

Regulation M-A
Item 1002

- (a) The name, address and telephone number of the subject company is:
Toymax International Inc.
22619 Pacific Coast Highway
Malibu California 90205
(310) 456-7799
- (b) The class of equity securities that is the subject of the Rule 13e-3 transaction to which this Schedule 13E-3 relates is the common stock of Toymax, par value \$0.01 per share. As of May 17, 2002, there were 12,316,186 shares of Toymax common stock issued and outstanding.
- (c) The information set forth in the Joint Proxy Statement/Prospectus under the caption **PRICE RANGE OF COMMON STOCK** is incorporated herein by reference.
- (d) Not applicable.
- (e) Not applicable.
- (f) The information set forth in the Joint Proxy Statement/Prospectus under the captions **BACKGROUND AND REASONS FOR THE MERGER**, **The Stock Purchase Agreement** and **PRICE RANGE OF COMMON STOCK** Toymax is incorporated herein by reference.

Item 3. Identity and Background of Filing Person.

Regulation M-A
Item 1003

- (a)-(c) The information set forth in the Joint Proxy Statement/Prospectus under the captions **PARTIES TO THE MERGER**, **JAKKS** and **DIRECTORS AND EXECUTIVE OFFICERS OF JAKKS** is incorporated herein by reference. JAKKS is an affiliate of Toymax because JAKKS currently owns approximately 66.8% of Toymax and JAKKS controls Toymax's board of directors.

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JAKKS, a Delaware corporation, has its principal business address at 22619 Pacific Coast Highway, Malibu California 90265. JAKKS' business telephone number is (310) 456-7799. JAKKS is a multi-line multi-brand toy company that designs, develops, produces and markets toys and related products.

During the last five years, neither the Filing Person nor any of the directors and executive officers of the Filing Person have been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or was a party to any judicial or administrative proceeding (except for matters that were dismissed without sanction or settlement) that resulted in a judgment, decree or final order enjoining the person from future violations of, or prohibiting activities subject to, federal or state securities laws, or a finding of any violation of federal or state securities laws.

Item 4. Terms of the Transaction.

Regulation M-A
Item 1004

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- (c) Not applicable.
- (d) The information set forth in the Joint Proxy Statement/Prospectus under the captions QUESTIONS AND ANSWERS ABOUT THE MERGER, SUMMARY Appraisal Rights and THE MERGER Dissenters Rights of Appraisal is incorporated herein by reference.
- (e) None.
- (f) The information in the Joint Proxy Statement/Prospectus under the caption THE MERGER AGREEMENT Listing of JAKKS Common Stock is incorporated herein by reference.

Item 5. Past Contacts, Transactions, Negotiations and Agreements.

Regulation M-A
Item 1005

- (a)(1) None.
- (a)(2) The information set forth in the Joint Proxy Statement/Prospectus under the caption THE MERGER Certain Relationships and Related Transactions is incorporated herein by reference.
- (b)-(c) The information set forth in the Joint Proxy Statement/Prospectus under the captions BACKGROUND AND REASONS FOR THE MERGER Background and Reasons For the Merger Toymax History of the Negotiations, and BACKGROUND AND REASONS FOR THE MERGER Background and Reasons for the Merger JAKKS History of the Negotiations and BACKGROUND AND REASONS FOR THE MERGER Background and Reasons for the Merger JAKKS Reconfiguration of the Toymax Board of Directors is incorporated herein by reference.

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(e) The information set forth in the Joint Proxy Statement/Prospectus under the captions SUMMARY The Stock Purchase Agreement, SUMMARY The Merger Agreement, THE MERGER and THE MERGER AGREEMENT is incorporated herein by reference.

Item 6. Purposes of the Transaction and Plans or Proposals.

Regulation M-A

Item 1006

(b) The information set forth in the Joint Proxy Statement/Prospectus under the caption THE MERGER Effects of the Merger; Plans for Toymax Following the Merger is incorporated herein by reference.

(c)(1) The information set forth in the caption THE MERGER is incorporated herein by reference.

(c)(2) Not applicable

(c)(3) Not applicable

(c)(4) The information set forth in the Joint Proxy Statement/Prospectus under the caption BACKGROUND AND REASONS FOR THE MERGER Background and Reasons for the Merger JAKKS Reconfiguration of Toymax s Board of Directors, and THE MERGER Employment Agreements is incorporated herein by reference.

(c)(5) Not applicable

(c)(6)-(8) The information set forth in the Joint Proxy Statement under the caption THE MERGER Effects of The Merger Plans for Toymax Following the Merger is incorporated herein by reference.

Item 7. Purposes, Alternatives, Reasons and Effects.

Regulation M-A

Item 1013

(a)-(c) The information set forth in the Joint Proxy Statement/Prospectus under the captions SUMMARY The Merger Purpose of the Special Meeting, and BACKGROUND AND REASONS FOR THE MERGER is incorporated herein by reference.

(d) The information set forth in the Joint Proxy Statement/Prospectus under the captions THE MERGER Effects of the Merger; Plans for Toymax Following the Merger and THE MERGER Material Federal Income Tax Consequences is incorporated herein by reference.

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Item 8. Fairness of the Going-Private Transaction.

Regulation M-A

Item 1014

- (a)-(b) The information set forth in the Joint Proxy Statement/Prospectus under the captions QUESTIONS AND ANSWERS ABOUT THE MERGER, and BACKGROUND AND REASONS FOR THE MERGER Background and Reasons for the Merger Fairness of the Merger; Opinion of Toymax's Financial Advisor is incorporated herein by reference.
- (c) The information set forth in the Joint Proxy Statement/Prospectus under the caption SUMMARY Vote Required and Revocation of Proxies, is incorporated herein by reference.
- (d) The information set forth in the Joint Proxy Statement/Prospectus under the captions QUESTIONS AND ANSWERS ABOUT THE MERGER, and BACKGROUND AND REASONS FOR THE MERGER Background and Reasons for the Merger Toymax is incorporated herein by reference.

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(e) The information set forth in the Joint Proxy Statement/Prospectus under the caption QUESTIONS AND ANSWERS ABOUT THE MERGER, and THE SPECIAL STOCKHOLDERS MEETING Recommendation of Toymax's Board of Directors, is incorporated herein by reference

(f) Not applicable

Item 9. Reports, Opinions, Appraisals and Negotiations.

Regulation M-A
Item 1015

(a)-(b) The information set forth in the Joint Proxy Statement/Prospectus under the caption BACKGROUND AND REASONS FOR THE MERGER Background and Reasons for the Merger Toymax Fairness of the Merger; Opinion of Toymax's Financial Advisor is incorporated herein by reference.

(c) The opinion of Toymax's financial adviser is attached to the Joint Proxy Statement/Prospectus as Appendix F. Furthermore, the opinion of Toymax's financial adviser will be made available for inspection and copying at Toymax's principal executives offices during its regular business hours by any interested equity security holder of Toymax or representative who has been so designated in writing.

Item 10. Source and Amounts of Funds or Other Consideration.

Regulation M-A
Item 1007

(a)-(b) On April 23, 2002, JAKKS filed a Registration Statement on Form S-3 for the underwritten public offering of its securities (the Proposed Offering). The cash consideration of approximately \$12.3 million to be paid by JAKKS in the merger will come from either JAKKS working capital or, if consummated (of which there can be no assurance), the proceeds of the Proposed Offering. On May 6, 2002, JAKKS filed a Preliminary Proxy Statement on Schedule 14A for its 2002 Annual Meeting of Stockholders. JAKKS expects such Meeting to take place at the end of the second or beginning of the third quarter of 2002. One of the proposals to be voted on by JAKKS' stockholders at the Meeting will be to amend its Certificate of Incorporation to, among other things, increase JAKKS' authorized capital stock to 105,000,000 shares. The estimated 325,853 shares of JAKKS common stock to be issued in the merger are subject to JAKKS stockholders approving that amendment.

Furthermore, the information set forth in the Joint Proxy Statement/Prospectus under the caption THE MERGER AGREEMENT Conditions to the Merger, is incorporated herein by reference.

(c) The following table sets forth the expenses incurred or expected to be incurred in connection with the transaction described herein. JAKKS and Toymax will pay their own respective expenses.

Expenses Distribution

It is expected that the following expenses will be incurred in connection with the issuance and distribution of the common stock being registered. All such expenses are being paid by the Company.

Filing Fees	\$ 1,642
*Printing and Edgarization	75,000
*Accountants' fees and expenses	160,000
*Attorneys' fees and expenses	125,000
*Miscellaneous	38,358
*Total	<u>\$ 400,000</u>

*Estimated

(d) Not applicable.

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Item 11. Interest in Securities of the Subject Company.

Regulation M-A

Item 1008

- (a) The information set forth in the Joint Proxy Statement/Prospectus under the caption "THE SPECIAL STOCKHOLDERS MEETING Recommendation of Toymax's Board of Directors" is incorporated herein by reference.
- (b) Not applicable.

Item 12. The Solicitation or Recommendation.

Regulation M-A

Item 1012

- (d) JAKKS intends to vote all of its Toymax common stock (which accounts for approximately 66.8% of Toymax's outstanding voting securities) in favor of the transaction.
- (e) The information set forth in the Joint Proxy Statement/Prospectus under the caption "THE SPECIAL STOCKHOLDERS MEETING Recommendation of Toymax's Board of Directors" is incorporated herein by reference.

Item 13. Financial Statements.

Regulation M-A

Item 1010

- (a)-(b) The information set forth in the Joint Proxy Statement/Prospectus under the captions "SUMMARY Selected Historical and Pro Forma Per Share Data," "SUMMARY Selected Historical Financial Data," "UNAUDITED PRO FORMA CONSOLIDATED FINANCIAL STATEMENTS," "NOTES TO UNAUDITED PRO FORMA CONSOLIDATED FINANCIAL STATEMENTS," and "CONSOLIDATED FINANCIAL STATEMENTS OF TOYMAX" is incorporated herein by reference.

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Item 14. Persons/Assets, Retained, Employed, Compensated or Used.

Regulation M-A
Item 1009

(a)-(b) Not applicable.

Item 15. Additional Information.

Regulation M-A
Item 1011

(b) The information set forth in the Joint Proxy Statement/Prospectus and appendices thereto is incorporated herein by reference.

Item 16. Exhibits.

Regulation M-A
Item 1016

(a) Preliminary Joint Proxy Statement/Prospectus of Toymax is incorporated herein by reference.

(b) Not applicable.

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- (c) Fairness Opinion of Morgan, Lewis, Githens & Ahn, Inc. (included as Exhibit F to the Joint Proxy Statement/Prospectus) is incorporated herein by reference.
- (d)(1) Agreement of Merger, dated as of February 10, 2002, by and among JAKKS, Toymax, and the Merger Subsidiary (included as Appendix A to the Joint Proxy Statement/Prospectus) is incorporated herein by reference.
- (d)(2) Stock Purchase Agreement dated as of February 10, 2002 by and among JAKKS, Toymax and certain stockholders of Toymax (included as Appendix B to the Joint Proxy Statement/Prospectus) is incorporated herein by reference.
- (f) Section 262 of the Delaware General Corporation Law (included as Appendix C to the Joint Proxy Statement/Prospectus) is incorporated herein by reference.
- (g) Form of Proxy Card (filed with the Securities and Exchange Commission along with the Joint Proxy Statement/Prospectus) is incorporated herein by reference.

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SIGNATURE

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

JAKKS Pacific, Inc.

By: /s/ Jack Friedman
 Jack Friedman Chairman & Chief Executive Officer

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Exhibit Index

Exhibit No	Description
(a)	Preliminary Joint Proxy Statement/Prospectus of Toymax (Filed with the Securities and Exchange Commission on May 20, 2002 and incorporated herein by reference).
(c)	Fairness Opinion of Morgan, Lewis, Githens & Ahn, Inc. (included as Exhibit F to the Joint Proxy Statement/Prospectus and incorporated herein by reference).
(d)(1)	Agreement of Merger, dated as of February 10, 2002, by and among JAKKS, Toymax, and the Merger Subsidiary (included as Appendix A to the Joint Proxy Statement/Prospectus and incorporated herein by reference).
(d)(2)	Stock Purchase Agreement dated as of February 10, 2002 among JAKKS, Toymax and certain stockholders of Toymax (included as Appendix B to the Joint Proxy Statement/Prospectus and incorporated herein by reference).
(f)	Section 262 of the Delaware General Corporation Law (included as Appendix C to the Joint Proxy Statement/Prospectus and incorporated herein by reference).
(g)	Form of Proxy Card (filed with the Securities and Exchange Commission along with the Joint Proxy Statement/Prospectus and incorporated herein by reference).