

MATTEL INC /DE/  
Form 8-K  
June 14, 2006

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

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**FORM 8-K**

**Current Report Pursuant to Section 13 or 15(d) of**

**The Securities Exchange Act of 1934**

Date of Report:

June 14, 2006

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**MATTEL, INC.**

(Exact name of registrant as specified in its charter)

**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)

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)

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- .. 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 1 Registrant's Business and Operations**

**Item 1.01. Entry into a Material Definitive Agreement.**

On June 9, 2006, certain subsidiaries of Mattel, Inc. ( "Mattel" ) entered into a Letter Agreement (as defined below) with Société Générale Bank Nederland N.V. extending the commitment termination date of a European trade receivables facility.

As previously disclosed, in November 2001 Mattel International Holdings B.V., a company incorporated in the Netherlands, Mattel France S.A.S., a company incorporated in France, and Mattel GmbH, a company incorporated in Germany, each of which is a subsidiary of Mattel, entered into a Euro 150 million European trade receivables facility, pursuant to which Mattel France S.A.S. and Mattel GmbH may sell trade receivables to a bank, Société Générale Bank Nederland N.V. Each sale of accounts receivable is recorded on Mattel's consolidated balance sheet at the time of such sale. Under the European trade receivables facility, the outstanding amount of receivables sold may not exceed Euro 60 million from February 1 through July 31 of each year and may not exceed Euro 150 million at all other times.

Pursuant to a letter agreement (the "Letter Agreement" ) between Société Générale Bank Nederland N.V. and Mattel International Holdings B.V., Mattel France S.A.S. and Mattel GmbH dated May 23, 2006, executed June 9, 2006, and effective June 23, 2006, the commitment termination date for the European trade receivable facility was extended to November 30, 2006.

Société Générale, an affiliate of Société Générale Bank Nederland N.V., currently participates as a lender under Mattel's Third Amended and Restated Credit Agreement dated as of March 23, 2005 (the "domestic unsecured committed revolving credit facility" ) and participates in and is the co-documentation agent of Mattel's \$300.0 million domestic receivables sales facility that is a sub-facility of Mattel's domestic unsecured committed revolving credit facility. Société Générale also participates as a lender and is the co-documentation agent with regard to a \$325.0 million credit facility for Mattel Asia Pacific Sourcing Limited, a subsidiary of Mattel. Additionally, Mattel and its subsidiaries have various banking arrangements with Société Générale and its affiliates in the ordinary course of business.

The foregoing brief summary of the Letter Agreement is qualified in its entirety by reference to the Letter Agreement, a copy of which is filed as Exhibit 99.0 herewith.

**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:

**Exhibit**

<b>No.</b>	<b>Exhibit Description</b>
99.0*	Amendment to Master Agreement for the Transfer of Receivables dated May 23, 2006 among Société Générale Bank Nederland N.V., Mattel International Holdings B.V., Mattel France S.A.S. and Mattel GmbH

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\* Filed herewith.

**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 hereunto duly authorized.

MATTEL, INC.  
Registrant

By: **/s/ Robert Normile**  
**Robert Normile**  
**Senior Vice President, General**  
**Counsel and Secretary**

Dated: June 14, 2006