

MATTEL INC /DE/
Form DEFA14A
March 30, 2011

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a)

of the Securities Exchange Act of 1934

(Amendment No.)

Filed by the Registrant
Check the appropriate box:

- Preliminary Proxy Statement
- Definitive Proxy Statement

- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

Filed by a Party other than the Registrant

- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

Mattel, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.

- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

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(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

***** Exercise Your *Right* to Vote *****

**Important Notice Regarding the Availability of Proxy Materials for the
Shareholder Meeting to Be Held on May 13, 2011.**

Meeting Information

MATTEL, INC.

Meeting Type: Annual Meeting
For holders as of: March 18, 2011
Date: May 13, 2011 **Time:** 9:00 AM
Location: The Manhattan Beach Marriott
1400 Parkview Avenue
Manhattan Beach, CA 90266

MATTEL, INC.

333 CONTINENTAL BLVD.

EL SEGUNDO, CA 90245-5012

You are receiving this communication because you hold shares in the above named company.

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at www.proxyvote.com or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

See the reverse side of this notice to obtain proxy materials and voting instructions.

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Before You Vote

How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

NOTICE AND PROXY STATEMENT ANNUAL REPORT ADMISSION POLICY

How to View Online:

Have the information that is printed in the box marked by the arrow \Rightarrow XXXX XXXX XXXX (located on the following page) and visit: www.proxyvote.com.

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) *BY INTERNET:* www.proxyvote.com
- 2) *BY TELEPHONE:* 1-800-579-1639
- 3) *BY E-MAIL*:* sendmaterial@proxyvote.com

* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow \Rightarrow XXXX XXXX XXXX (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before May 1, 2011 to facilitate timely delivery.

How To Vote

Please Choose One of the Following Voting Methods

Vote In Person: Mattel stockholder meetings have attendance requirements including, but not limited to, proof of stock ownership and appropriate photo identification at the meeting. Please check the proxy materials, in particular, the Admission Policy, for more detailed information. At the meeting, you will need to request a ballot to vote these shares.

Vote By Internet: To vote now by Internet, go to www.proxyvote.com. Have the information that is printed in the box marked by the arrow \Rightarrow XXXX XXXX XXXX available and follow the instructions.

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

Voting Items

The Board of Directors recommends a vote

FOR all nominees listed.

1. Election of Directors.

Nominees:

1a. Michael J. Dolan

The Board of Directors recommends a vote FOR Proposal 2.

2. Advisory vote to approve executive compensation, as described in the Mattel, Inc. Proxy Statement.

1b. Robert A. Eckert

The Board of Directors recommends a vote for 1 YEAR on Proposal 3.

1c. Dr. Frances D. Fergusson

3. Advisory vote on the frequency of future advisory votes on executive compensation every 1, 2 or 3 years, as indicated.

1d. Tully M. Friedman

1e. Dominic Ng

The Board of Directors recommends a vote FOR Proposals 4 and 5.

1f. Vasant M. Prabhu

4. Approval of amendments to Mattel, Inc. Bylaws regarding special stockholder meetings.

5. Ratification of the selection of PricewaterhouseCoopers LLP as Mattel, Inc.'s independent registered public accounting firm for the year ending December 31, 2011.

1g. Dr. Andrea L. Rich

1h. Dean A. Scarborough

NOTE: Such other business as may properly come before the meeting or any adjournment thereof.

1i. Christopher A. Sinclair

1j. G. Craig Sullivan

1k. Kathy Brittain White

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