

JAKKS PACIFIC INC  
Form SC 13G/A  
February 14, 2017  
UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934  
(Amendment No. 2)\*

JAKKS Pacific, Inc.  
(Name of Issuer)

Common Stock, \$.001 par value  
(Title of Class of Securities)

47012E106  
(CUSIP Number)

December 31, 2016  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule 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  
47012E106  
No.

1. NAME OF  
REPORTING  
PERSONS  
I.R.S.  
IDENTIFICATION  
NOS. OF  
ABOVE  
PERSONS  
(ENTITIES  
ONLY)

Whitebox  
Advisors  
LLC

2. CHECK THE  
APPROPRIATE  
BOX IF A  
MEMBER OF A  
GROUP (SEE  
INSTRUCTIONS)  
(a)   
(b)

3. SEC USE  
ONLY

4. CITIZENSHIP  
OR PLACE  
OF  
ORGANIZATION

Delaware

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY EACH  
REPORTING PERSON  
WITH

5. SOLE  
VOTING  
POWER

0

SHARED

6. VOTING  
POWER

1,266,407  
(see Item 4)

SOLE

7. DISPOSITIVE  
POWER

0

SHARED

8. DISPOSITIVE  
POWER

1,266,407  
(see Item 4)

AGGREGATE  
AMOUNT

9. BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON

1,266,407  
(see Item 4)

CHECK  
BOX IF  
THE  
AGGREGATE  
AMOUNT  
IN ROW

10. (9)  
EXCLUDES  
CERTAIN  
SHARES  
(SEE  
INSTRUCTIONS)

11. PERCENT  
OF CLASS  
REPRESENTED  
BY

AMOUNT  
IN ROW  
(9)

6.0% (see  
Item 4)

TYPE OF  
REPORTING  
PERSON  
12. (SEE  
INSTRUCTIONS)

IA

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CUSIP  
47012E106  
No.

1. NAME OF  
REPORTING  
PERSONS  
I.R.S.  
IDENTIFICATION  
NOS. OF  
ABOVE  
PERSONS  
(ENTITIES  
ONLY)

Whitebox  
General  
Partner LLC

2. CHECK THE  
APPROPRIATE  
BOX IF A  
MEMBER OF A  
GROUP (SEE  
INSTRUCTIONS)  
(a)   
(b)

3. SEC USE  
ONLY

4. CITIZENSHIP  
OR PLACE  
OF  
ORGANIZATION

Delaware

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BENEFICIALLY  
OWNED BY EACH  
REPORTING PERSON  
WITH

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VOTING  
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SHARED

6. VOTING  
POWER

1,266,407  
(see Item 4)

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AMOUNT

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OWNED BY EACH  
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PERSON

1,266,407  
(see Item 4)

CHECK  
BOX IF  
THE  
AGGREGATE  
AMOUNT  
IN ROW

10. (9)  
EXCLUDES  
CERTAIN  
SHARES  
(SEE  
INSTRUCTIONS)

11. PERCENT  
OF CLASS  
REPRESENTED  
BY

AMOUNT  
IN ROW  
(9)

6.0% (see  
Item 4)

TYPE OF  
REPORTING  
PERSON  
12. (SEE  
INSTRUCTIONS)

OO

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CUSIP No. 47012E106

Item 1. (a). Name of Issuer:

JAKKS Pacific, Inc.

(b). Address of issuer's principal executive offices:

2951 28<sup>th</sup> Street  
Santa Monica, CA 90405

Item 2. (a). Name of person filing:

This statement is filed by:

- (i) Whitebox Advisors LLC, a Delaware limited liability company ("WA");
- (ii) Whitebox General Partner LLC, a Delaware limited liability company ("WGP").

(b). Address or principal business office or, if none, residence:

The address of the business office of WA and WGP is:

3033 Excelsior Boulevard  
Suite 300  
Minneapolis, MN 55416

(c). Citizenship:

WA and WGP are organized under the laws of the State of Delaware.

(d). Title of class of securities:

Common Stock, \$.001 par  
value

(e). CUSIP No.:

47012E106

If This Statement is filed pursuant to §§.240.13d-1(b) or 240.13d-2(b), or (c), check whether the person filing Item 3. 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 (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 of 1940 (15 U.S.C. 80a-3);
  - (j)  A non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J);
  - (k)  Group, in accordance with §240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J), please specify the type of institution:
-

CUSIP 47012E106  
No.

Item 4. Ownership.

(a) Amount beneficially owned:

WA is deemed to be the beneficial owner of 1,266,407 shares of Common Stock, \$.001 par value ("Common Stock") as a result of its ownership of Convertible Bonds of the Issuer.

WGP is deemed to be the beneficial owner of 1,266,407 shares of Common Stock as a result of its ownership of Convertible Bonds of the Issuer.

(b) Percent of class:

WA is deemed to beneficially own 6.0% of the Issuer's Common Stock.

WGP is deemed to beneficially own 6.0% of the Issuer's Common Stock.

The percentage of Common Stock reportedly owned by each entity herein is based on 20,002,003 shares of outstanding Common Stock of the Issuer, which is the total number of shares outstanding as of November 9, 2016 as reported in the Issuer's Form 10-Q filed on November 9, 2016, and 1,266,407 additional shares of Common Stock issuable upon the exercise of convertible bonds to purchase shares of Common Stock and deemed outstanding for purposes of calculating the Reporting Persons' beneficial ownership.

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote

0

(ii) Shared power to vote or to direct the vote

WA has shared voting power with respect to 1,266,407 shares of the Issuer's Common Stock.

WGP has shared voting power with respect to 1,266,407 shares of the Issuer's Common Stock.

(iii) Sole power to dispose or to direct the disposition of

0

(iv) Shared power to dispose or to direct the disposition of

WA has shared voting power with respect to 1,266,407 shares of the Issuer's Common Stock.

WGP has shared voting power with respect to 1,266,407 shares of the Issuer's Common Stock.

Instruction: For computations regarding securities which represent a right to acquire an underlying security see §240.13d-3(d)(1).

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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.

All of the shares of Common Stock reported in this Schedule 13G are held in the accounts of WA's clients, none of which individually own more than 5% of the Common Stock.

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.

Not Applicable

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, other than activities solely in connection with a nomination under § 240.14a-11.

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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.

February 13, 2017  
(Date)

WHITEBOX ADVISORS LLC

/s/ Mark Strefling  
(Signature)

Mark Strefling  
Chief Operating Officer  
(Name/Title)

February 13, 2017  
(Date)

WHITEBOX GENERAL PARTNER LLC

/s/ Mark Strefling  
(Signature)

Mark Strefling  
Whitebox Advisors LLC  
Chief Operating Officer  
(Name/Title)

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative's authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7 for other parties for whom copies are to be sent.

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

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Exhibit A

AGREEMENT

Each of the undersigned hereby consents and agrees to this joint filing to Schedule 13G amendment No. 2 for the Common Stock of JAKKS Pacific, Inc.

February 13, 2017  
(Date)

WHITEBOX ADVISORS LLC

/s/ Mark Strefling  
(Signature)

Mark Strefling  
Chief Operating Officer  
(Name/Title)

February 13, 2017  
(Date)

WHITEBOX GENERAL PARTNER LLC

/s/ Mark Strefling  
(Signature)

Mark Strefling  
Whitebox Advisors LLC  
Chief Operating Officer  
(Name/Title)

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