

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14D-1
(Amendment No. 4 - Final Amendment)
TENDER OFFER STATEMENT
Pursuant to Section 14(d)(1)
of the Securities Exchange Act of 1934

GALOOB TOYS, INC.
(Name of Subject Company)

NEW HIAC II CORP.
HASBRO, INC.
(Bidders)

Common Stock, par value \$0.01 per share
(Title of Class of Securities)

364091 10 8
(CUSIP Number of Class of Securities)

Phillip H. Waldoks, Esq.
Senior Vice President-Corporate Legal Affairs and Secretary
Hasbro, Inc.
32 W. 23rd Street
New York, NY 10010
Telephone: (212) 645-2400
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(Name, Address and Telephone Number of Person authorized to
Receive Notices and Communications on Behalf of Bidders)

Copy to:
Thomas H. Kennedy, Esq.
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CALCULATION OF FILING FEE
Transaction Valuation* \$230,086,776
Amount of Filing Fee \$46,018

* Estimated for purposes of calculating the amount of the filing fee only. The filing fee calculation assumes the purchase of 18,127,864 shares of common stock, \$0.01 par value per share (the "Shares"), of Galoob Toys, Inc. at a price of \$12.00 per Share in cash, without interest. The filing fee calculation is based on the 18,127,864 Shares outstanding as of September 27, 1998 and assumes the issuance prior to the consummation of the Offer (as defined in the Schedule 14D-1), of 1,046,034 Shares upon the exercise of outstanding options and other rights and securities exercisable into Shares that have an exercise price of less than \$12.00. The amount of the filing fee calculated in accordance with Regulation 240.0-11 of the Securities Exchange Act of 1934, as amended, equals 1/50th of one percent of the value of the transaction.

[X] Check box if any part of the fee is offset as provided by Rule 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: \$46,018.
Form or Registration No.: Schedule 14D-1.
Filing Party: Hasbro, Inc. and New HIAC II Corp.
Date Filed: October 2, 1998.

TENDER OFFER

This Amendment No. 4 (Final Amendment) amends and supplements the Tender Offer Statement on Schedule 14D-1 filed on October 2, 1998 (as amended and supplemented the "Statement") relating to the offer by New HIAC II Corp., a Delaware corporation ("Purchaser") and a wholly owned subsidiary of Hasbro, Inc., a Rhode Island corporation ("Parent"), to purchase all of the outstanding shares of common stock, par value \$0.01 per share (the "Common Stock"), including the associated preferred stock purchase rights issued pursuant to the Rights Agreement, dated as of January 17, 1990, by and between the Company and Mellon Securities Trust Company as Rights Agent (the "Rights" and, together with the Common Stock, the "Shares"), of Galoob Toys, Inc., a Delaware corporation (the "Company"), at \$12.00 per Share, net to the seller in cash, without interest, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated October 2, 1998 (the "Offer to Purchase"), and the related Letter of Transmittal. Unless otherwise indicated, the capitalized terms used herein shall have the meanings specified in the Statement including the Offer to Purchase filed as Exhibit (a)(1) thereto.

Item 6. Interest in Securities of the Subject Company.

The Offer expired at 12:00 Midnight, New York City time, on Friday, October 30, 1998. Based on information provided by the Depository, approximately 16,851,673 Shares or 93% of the outstanding Shares were validly tendered and not withdrawn pursuant to the Offer (including 505,319 Shares tendered by means of guaranteed delivery). Purchaser has accepted for payment and has notified the Depository to promptly pay for the tendered and accepted Shares, in accordance with the terms and subject to the conditions set forth in the Offer to Purchase and the related Letter of Transmittal. On November 2, 1998, Parent issued a press release, the text of which is set forth as Exhibit (a)(11) hereto and is incorporated by reference herein.

Item 11. Materials to be Filed as Exhibits.

(a)(11) Press release of Parent dated November 2, 1998.

SIGNATURE

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

Date: November 2, 1998

NEW HIAC II CORP.

BY: /s/ Phillip H. Waldoks

NAME: PHILLIP H. WALDOKS
TITLE: Senior Vice
President-Corporate Legal
Affairs and Secretary

HASBRO, INC.

BY: /s/ Phillip H. Waldoks

NAME: PHILLIP H. WALDOKS
TITLE: Senior Vice
President-Corporate Legal
Affairs and Secretary

FOR IMMEDIATE RELEASE:

Contact:

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Renita E. O'Connell (Investor Relations) 401-727-5401

Galoob: Kathleen R. McElwee 650-952-1678 x 2210

HASBRO SUCCESSFULLY COMPLETES TENDER OFFER FOR GALOOB TOYS

PAWTUCKET, RI, November 2, 1998 - - Hasbro, Inc. [ASE:HAS] announced today that it has successfully completed its cash tender offer to purchase all of the outstanding shares of common stock of Galoob Toys, Inc. [NYSE:GAL] at a price of \$12.00 per share.

Hasbro reported that a total of 16,851,673 shares of Galoob Toys common stock was tendered pursuant to the tender offer (including 505,319 shares subject to guarantees of delivery), which expired at 12:00 Midnight, New York City time, on October 30, 1998, and that all such shares have been accepted for payment. After giving effect to the purchase of the shares tendered, Hasbro beneficially owned approximately 93% of the outstanding Galoob shares.

Hasbro also announced that Hasbro and Galoob expect shortly to effect a merger pursuant to which Galoob will become a wholly-owned subsidiary of Hasbro and all remaining Galoob stockholders (other than Hasbro) will have the right to receive the same \$12.00 per share in cash payable pursuant to the tender offer.

"Galoob is a tremendous addition to our rich brand portfolio," said Alan G. Hassenfeld, Chairman and CEO of Hasbro, Inc. "This acquisition will allow us to build critical mass world wide in the fast-growing vehicles category by combining our popular Winner's Circle(TM) racing cars with Galoob's highly successful Micro Machines(R). We are also excited about adding Galoob's tremendously popular Spice Girls(TM) line to our portfolio," Hassenfeld continued.

"In addition, the combination of Galoob's Star Wars(TM) small-scale figures and vehicles license with Hasbro's extensive Star Wars(TM) license will allow us to further develop this global brand franchise," Hassenfeld added.

By fully integrating the worldwide operations of Galoob into Hasbro, the Company expects to achieve economies of scale and cost savings in a variety of areas including product sourcing, manufacturing, marketing, advertising and administrative support functions. Hasbro expects the transaction will be modestly dilutive to earnings in 1998 and accretive beginning in 1999.

Hasbro, Inc. is a worldwide leader in the design, manufacture and marketing of toys, games, interactive software, puzzles and infant products. Both internationally and in the U.S., its Playskool(R), Kenner(R), Tonka(R), OddzOn(R), Super Soaker(R), Milton Bradley(R), Parker Brothers(R), Tiger(TM) and Hasbro Interactive(TM) products, provide children and families with the highest quality and most recognizable toys and games in the world.

Galoob Toys, Inc. designs, develops, markets and sells high quality toys worldwide. For more information about the Company and its products, visit Galoob's World Wide Web site at [HTTP://WWW.GALOOB.COM](http://www.galoob.com).

Certain statements contained in this release contain "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Such forward-looking statements are inherently subject to known and unknown risks and uncertainties. The Company's actual actions or results may differ materially from those expected or anticipated in the forward-looking statements. Specific factors that might cause such a difference include, but are not limited to, the timely manufacture and shipping by the Company of new and continuing products and their acceptance by customers and consumers in a competitive product environment; economic conditions, currency fluctuations and government regulation and other

actions in the various markets in which the Company operates throughout the world; the inventory policies of retailers, including the continuing trend of increased concentration of the Company's revenues in the second half and fourth quarter of the year, together with increased reliance by retailers on quick response inventory management techniques, which increases the risk of underproduction of popular items, overproduction of less popular items and failure to achieve tight and compressed shipping schedules; the impact of competition on revenues, margins and other aspects of the Company's business; third party actions or approvals that could delay, modify or increase the cost of implementation of, the Company's Global Integration and Profit Enhancement program; the Company's incurring higher than expected costs to achieve, or not achieving, "Year 2000" readiness with respect to the Company's systems, or the Company's customers, vendors or service providers failing to achieve such readiness; and the risk that anticipated benefits of acquisitions may not occur or be delayed or reduced in their realization. The Company undertakes no obligation to make any revisions to the forward-looking statements contained in this release or to update them to reflect events or circumstances occurring after the date of this release.

INDEX TO EXHIBITS

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(a)(11) Press release of Parent dated November 2, 1998.	