

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **June 12, 2018**

Hasbro, Inc.

(Exact name of registrant as specified in its charter)

Rhode Island

(State or other jurisdiction
of incorporation)

1-6682

(Commission File Number)

05-0155090

(IRS Employer
Identification No.)

**1027 Newport Ave., Pawtucket,
Rhode Island**

(Address of principal executive
offices)

02861

(Zip Code)

Registrant's telephone number, including area code: **(401) 431-8697**

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)
 - 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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Item 8.01 Other Events

On April 27, 2018 Hasbro, Inc. (“Hasbro”) entered into a Membership Interest Purchase Agreement (the “Purchase Agreement”) with Saban Properties LLC (“Saban Properties”). The closing of the transactions contemplated by the Purchase Agreement was subject to the fulfillment of certain customary conditions which have been satisfied, and the parties closed the transactions contemplated by the Purchase Agreement on June 12, 2018.

Pursuant to the Purchase Agreement Hasbro purchased from Saban Properties all of the equity interests in the following Delaware limited liability companies: (a) SCG Power Rangers LLC, (b) SCG Characters LLC, (c) SCG Luna Petunia LLC, (d) Saban Brands Voyagers LLC and (e) Treehouse Detectives LLC (collectively the “SP Entities”). Through the acquisition of the SP Entities, Hasbro now owns all of the rights and interests in the Power Rangers, Julius Jr., Luna Petunia, My Pet Monster, Popples and Treehouse Detectives properties, and related intellectual property, as well as in certain other properties, that were previously owned by Saban Properties, or any of their affiliates.

The purchase price for the interests covered by the Purchase Agreement was an aggregate of \$522 million, subject to a preliminary working capital adjustment, which was computed to be an additional \$1.48 million to Saban Properties. Hasbro previously paid Saban Brands LLC, an affiliate of Saban Properties, \$22.25 million pursuant to the Power Rangers master toy license announced by Saban Brands and Hasbro in February 2018, that was scheduled to begin in April 2019. Pursuant to the purchase agreement Hasbro paid an additional \$231.23 million in cash and \$270 million of Hasbro common stock, par value \$.50 per share. The cash purchase price was paid as follows (i) \$131.23 million was paid upon closing, (ii) \$25 million was placed into escrow upon closing to support customary indemnification obligations of Saban Properties, with one-half of the escrow amount to be released on January 3, 2019, and the remaining half to be released on the one-year anniversary of the closing date, less any claim amounts deducted from the escrow prior to those dates, and (iii) \$75 million will be paid on January 3, 2019.

Hasbro issued 3,074,190 shares of common stock, par value \$.50 per share (the “Shares”), to Saban Properties on the closing. The number of Shares was computed by dividing \$270 million by the volume weighted average price of the shares over the twenty consecutive trading days ending with the trading day immediately preceding the closing date (June 11, 2018). Saban Properties is an accredited investor within the meaning of the Securities Act of 1933, as amended (the “Securities Act”), and issuance of the Shares to Saban Properties was made without registration in reliance on a private placement exemption. Upon the closing Hasbro and Saban Properties entered into a Registration Rights Agreement granting Saban Properties the right to have the Shares registered for resale under the Securities Act. Hasbro has filed a Post-effective amendment to its Registration Statement on Form S-3 (File No. 333-220331) to register the Shares.

Upon the closing Hasbro and Saban Brands LLC, an affiliate of Saban Properties, entered into a Transitional Services Agreement and a Consulting Agreement, pursuant to which Saban Brands will provide certain transitional services and consulting services to Hasbro. Mr. Haim Saban will be involved in providing the consulting services.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

99.1 [Hasbro, Inc. Press Release, dated June 12, 2018.](#)

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.

HASBRO, INC.

By: /s/ Deborah Thomas
Name: Deborah Thomas
Title: Executive Vice President and Chief Financial Officer
(Duly Authorized Officer and Principal Financial Officer)

Date: June 13, 2018

EXHIBIT INDEX

Exhibit No.	Description
99.1	Hasbro, Inc. Press Release, dated June 12, 2018.

For Immediate Release

Hasbro Closes Acquisition of Saban Properties' Power Rangers and other Entertainment Assets

Pawtucket, R.I., June 12, 2018 -- Hasbro, Inc. (NASDAQ: HAS) today announced it has closed the previously announced acquisition of Saban Properties' Power Rangers and other Entertainment Assets. The transaction was funded through a combination of cash and stock valued at \$522 million.

"Power Rangers will benefit from execution across Hasbro's Brand Blueprint and distribution through our omni-channel retail relationships globally," said Brian Goldner, Hasbro's chairman and chief executive officer. "Informed by engaging, multi-screen entertainment, a robust and innovative product line and consumer products opportunities all built on the brand's strong heritage of teamwork and inclusivity, we see a tremendous future for Power Rangers as part of Hasbro's brand portfolio."

Hasbro previously paid Saban Brands \$22.25 million pursuant to the Power Rangers master toy license agreement, announced by the parties in February of 2018, that was scheduled to begin in 2019. Those amounts were credited against the purchase price. Upon closing, Hasbro paid \$131.23 million in cash (including a \$1.48 million working capital purchase price adjustment) and \$25 million was placed into an escrow account. An additional \$75 million will be paid on January 3, 2019. These payments are being funded by cash on the Company's balance sheet. In addition, the Company issued 3,074,190 shares of Hasbro common stock to Saban Properties, valued at \$270 million.

The transaction, including intangible amortization expense, is not expected to have a material impact on Hasbro's 2018 results of operations.

Created by Haim Saban and launched in 1993, *Mighty Morphin Power Rangers* quickly became a pop culture phenomenon. Today, Power Rangers is one of the longest running kids' live-action series in television history with nearly 900 episodes produced to date. The TV series, currently in its 25th season with *Power Rangers Super Ninja Steel*, and feature films, including 2017's movie with Lionsgate, follows the adventures of a group of ordinary teens who morph into superheroes and save the world from evil. Saban's Power Rangers currently airs in 150 markets around the world and is translated into numerous languages.

The first set of Power Rangers products from Hasbro will be available in spring 2019.

As part of the transaction, Hasbro acquired Saban Properties' interests in several additional entertainment assets, including My Pet Monster, Popples, Julius Jr., Luna Petunia, Treehouse Detectives and others.

J.P. Morgan Securities LLC served as financial advisor and Skadden, Arps, Slate, Meagher & Flom LLP served as legal advisor to Hasbro in the transaction. Goldman Sachs served as financial advisor and Paul Hastings LLP served as legal advisor to Saban Properties in the transaction.

About Hasbro

Hasbro (NASDAQ: HAS) is a global play and entertainment company committed to Creating the World's Best Play Experiences. From toys and games to television, movies, digital gaming and consumer products, Hasbro offers a variety of ways for audiences to experience its iconic brands, including NERF, MY LITTLE PONY, TRANSFORMERS, PLAY-DOH, MONOPOLY, BABY ALIVE and MAGIC: THE GATHERING, as well as premier partner brands. Through its entertainment labels, Allspark Pictures and Allspark Animation, the Company is building its brands globally through great storytelling and content on all screens. Hasbro is committed to making the world a better place for children and their families through corporate social responsibility and philanthropy. Hasbro ranked No. 5 on the 2018 100 Best Corporate Citizens list by CR Magazine and has been named one of the World's Most Ethical Companies® by Ethisphere Institute for the past seven years. Learn more at www.hasbro.com, and follow us on Twitter (@Hasbro & @HasbroNews) and Instagram (@Hasbro).

Certain statements in this release contain "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. These statements include expectations concerning Hasbro's potential performance and the performance of the Power Rangers property in the future, and may be identified by the use of forward-looking words or phrases. Hasbro's actual actions or results may differ materially from those expected or anticipated in the forward-looking statements due to both known and unknown risks and uncertainties. Specific factors that might cause such a difference include, but are not limited to: (i) the Company's ability to successfully develop and commercialize the brands it is acquiring, and (ii) other risks and uncertainties as may be detailed from time to time in the Company's public announcements and Securities and Exchange Commission ("SEC") filings. Hasbro 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.

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