

**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): **December 10, 2015**

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)

02862

(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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

Effective on December 10, 2015, the Board of Directors (the "Board") of Hasbro, Inc. (the "Company") amended the Company's Amended and Restated By-Laws (the "By-Laws") to implement two changes to the previously adopted proxy access procedure.

First, the existing proxy access By-Law procedure had allowed up to twenty (20) shareholders to aggregate their holdings for purposes of achieving the required share ownership threshold and had provided that for that purpose funds under common management and investment control counted as one shareholder. The amendment also provides that the following additional classes of holders count as one shareholder: (i) funds under common management and funded primarily by the same employer and (ii) a "family of investment companies" or a "group of investment companies" (each as defined in the Investment Company Act of 1940 and the rules, regulations and forms adopted thereunder, all as amended).

Second, the existing proxy access By-Law allowed a shareholder to include loaned shares in their shareholdings, for purposes of meeting the required share ownership, if the shares could be recalled within three (3) business days. The amendment extends this period to five (5) business days.

The foregoing summary of the Amendment is qualified in its entirety by reference to the full text of the Amendment which is included as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

<u>Exhibit No.</u>	<u>Exhibit Description</u>
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3.1	Amendment to Amended and Restated By-Laws of Hasbro, Inc.
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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: December 14, 2015

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Exhibit Description</u>
3.1	Amendment to Amended and Restated By-Laws of Hasbro, Inc.

Amendment to Amended and Restated By-Laws of Hasbro, Inc.

This amendment to the Amended and Restated By-Laws of Hasbro, Inc., as amended through the date hereof (the "By-Laws"), is effective as of December 10, 2015 (the "Effective Date"). As of the Effective Date the By-Laws are amended by:

(A) deleting the second sentence in the sixth paragraph of the existing Section 2.10(d) of the By-Laws and replacing such sentence in its entirety with the following two sentences:

"For purposes of satisfying the ownership requirement under this paragraph (d) of Section 2.10, the shares of the Corporation's capital stock owned by one or more shareholders, or by the person or persons who own shares of the Corporation's capital stock and on whose behalf any shareholder is acting, may be aggregated, provided that the number of shareholders and other persons whose ownership of shares is aggregated for such purpose shall not exceed twenty (20). The following shall be treated as one Eligible Shareholder if such Eligible Shareholder shall provide, together with the notice delivered to the Corporation pursuant to this Section, documentation reasonably satisfactory to the Board of Directors or its designee that demonstrates compliance with the following criteria: (1) funds under common management and investment control; (2) funds under common management and funded primarily by the same employer; or (3) a "family of investment companies" or a "group of investment companies" (each as defined in the Investment Company Act of 1940 and the rules, regulations and forms adopted thereunder, all as amended)."

(B) deleting the reference to three (3) business days in the second sentence of the eighth paragraph of existing Section 2.10(d) of the By-Laws and replacing it with five (5) business days, such that the sentence reads in its entirety as follows:

"A person's ownership of shares shall be deemed to continue during any period in which (i) the person has loaned such shares, provided that the person has the power to recall such loaned shares on five (5) business days' notice or (ii) the person has delegated any voting power by means of a proxy, power of attorney or other instrument or arrangement that is revocable at any time by the person."