

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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SCHEDULE 14D-1  
(Amendment No. 1)  
TENDER OFFER STATEMENT  
Pursuant to Section 14(d)(1)  
of the Securities Exchange Act of 1934  
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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)  
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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  
Facsimile: (212) 741-0663  
(Name, Address and Telephone Number of Person authorized to  
Receive Notices and Communications on Behalf of Bidders)

Copy to:  
Thomas H. Kennedy, Esq.  
Skadden, Arps, Slate, Meagher & Flom LLP  
919 Third Avenue  
New York, NY 10022  
Telephone: (212) 735-3000  
Facsimile: (212) 735-2000

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CALCULATION OF FILING FEE  
Transaction Valuation\* \$230,086,776  
Amount of Filing Fee \$46,018

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\* 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. 1 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 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 10. Additional Information.

On October 16, 1998, Parent issued a press release announcing that the waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976 relating to the Offer had expired. The full text of the press release is attached hereto as Exhibit (a)(9).

Item 11. Materials to be Filed as Exhibits.

(a)(9) Press Release of Parent dated October 16, 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: October 16, 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

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

INDEX TO EXHIBITS

Exhibit	Sequential Page No.
(a)(9) -- Press Release of Parent dated October 16, 1998.	

FOR IMMEDIATE RELEASE

## CONTACT:

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

GALOOB: Kathleen R. McElwee 650-952-1678 x2210

HASBRO ANNOUNCES EXPIRATION OF HART-SCOTT-RODINO WAITING PERIOD  
REGARDING PENDING ACQUISITION OF GALOOB TOYS

PAWTUCKET, RI, October 16, 1998 - Hasbro, Inc. [ASE:HAS] announced today that the waiting period under the Hart-Scott-Rodino Antitrust Improvements Act applicable to the pending acquisition of Galoob Toys, Inc. [NYSE:GAL] expired at 11:59 P.M. on October 15, 1998.

Hasbro, Inc., its wholly owned subsidiary New HIAC II Corp., and Galoob Toys, Inc. executed a definitive merger agreement on September 27, 1998, pursuant to which New HIAC II Corp. commenced, on October 2, 1998, a cash tender offer to purchase all of the outstanding shares of Galoob Toys, Inc. at a price of \$12 per share. The offer is conditioned upon, among other things, the tender of at least a majority of the shares of common stock outstanding on a diluted basis. The offer and withdrawal rights are scheduled to expire at 12:00 midnight, New York City time, on Friday, October 30, 1998, unless the offer is extended. D.F. King & Co., Inc. is acting as the Information Agent in connection with the offer.

"Galoob's highly successful Micro Machines(R), its Star Wars(TM) small-scale figures and vehicles, and Spice Girls(TM) will be tremendous additions to our rich brand portfolio," said Alan G. Hassenfeld, Chairman and CEO of Hasbro, Inc.

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), Supper 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.galooob.com).

This press release is neither an offer to purchase nor a solicitation of an offer to sell securities. The tender offer is made only through the Offer to Purchase and the related Letter of Transmittal which were distributed on or about October 2, 1998 to stockholders. Additional copies of such documents can be obtained by contacting the Information Agent at (800) 755-3107.

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