

**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): **February 5, 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)

**02861**

(Zip Code)

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

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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 February 5, 2015 Hasbro, Inc. ("Hasbro" or the "Company") issued a press release announcing that its Board of Directors has appointed Brian Goldner, Hasbro's President and Chief Executive Officer, as Chairman of the Board. Mr. Goldner's appointment as Chairman is effective as of the Company's 2015 Annual Meeting of Shareholders to be held on May 21, 2015 (the "2015 Annual Meeting"). The Company's current Chairman, Alfred Verrecchia, will retire from the Board upon the 2015 Annual Meeting. A copy of the press release is attached as an exhibit to this Current Report.

Mr. Goldner's appointment as Chairman reflects the integral role he continues to play in the transformation of Hasbro's business globally and in successfully formulating and executing the Company's strategy, including its expansion into new geographies and new categories. Hasbro believes the combination of these roles with a proven leader positions the Company well for future success.

As part of its governance practices, in addition to its Chairman of the Board, Hasbro has historically had a separate Presiding Non-Management Director whose principal duties included developing the agenda for, and moderating, executive sessions of the Board's non-management directors; acting as the principal liaison between non-management directors and the Chairman of the Board and the Chief Executive Officer on issues that arise at the executive sessions of the Board or otherwise; serving as a conduit for third parties to contact the non-management directors as a group; and providing feedback with regard to proposed agendas for Board meetings. Most recently Kenneth Bronfin is serving as Presiding Non-Management Director.

Effective as of the 2015 Annual Meeting and Mr. Goldner's assumption of responsibility as the Chairman of the Board, the role of Presiding Non-Management Director will be replaced with the expanded role of Lead Independent Director. This reflects Hasbro's continued commitment to good governance and to providing a strong voice for its independent directors. Basil Anderson will assume the role of Lead Independent Director at that time. Mr. Anderson has served on the Board since 2002 and currently serves as Chairman of the Nominating, Governance and Social Responsibility Committee.

The Lead Independent Director's primary responsibilities will include: reviewing and approving all information and materials to be sent to the Board; reviewing and approving agendas and meeting schedules for all Board and Committee meetings, including to assure that there is sufficient time for discussion of all agenda items; developing the agendas for, and moderating, executive sessions of the Board's non-management and independent directors; advising management on the quality, quantity and timeliness of information provided to the Board; presiding at all meetings of the Board at which the Chairman and Chief Executive Officer is not present, including all executive sessions of the non-management and independent directors; providing feedback to the Chairman and Chief Executive Officer regarding the matters discussed at such meetings and sessions, as appropriate; having the authority to call meetings of the non-management and independent directors whenever the Lead Independent Director deems it appropriate or necessary; serving as the principal liaison between the non-management and independent directors and the Chairman and Chief Executive Officer and management; serving as the liaison between the non-management and independent directors and other constituents of the Company, such as shareholders, and meeting and consulting with major shareholders as part of the Company's shareholder outreach programs and when otherwise requested by such shareholders; serving as a conduit for third parties to contact the non-management and independent Directors as a group; regularly consulting with the Chairman and Chief Executive Officer and the Chair of the Nominating, Governance and Social Responsibility Committees on matters related to corporate governance and Board performance; facilitating the retention of outside advisors for the independent directors and the Board as needed; and performing such other duties as the Board may from time to time delegate or request.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

99.1 Press Release of Hasbro, Inc. dated February 5, 2015.

**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: February 5, 2015

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EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release of Hasbro, Inc. dated February 5, 2015.

For Immediate Release

## Hasbro Appoints CEO Brian Goldner as Chairman of the Board

### *Basil Anderson Named to Newly Created Role of Lead Independent Director*

Pawtucket, R.I., February 5, 2015 -- **Hasbro, Inc.** (NASDAQ: HAS) today announced that its Board of Directors has appointed current President and Chief Executive Officer, Brian Goldner, as Chairman of the Board. The appointment is effective as of the Annual Shareholder Meeting on May 21, 2015 when current Chairman, Al Verrecchia, retires. After fifty years of service at Hasbro, Mr. Verrecchia is retiring from Hasbro's Board of Directors at the target retirement age of 72.

"Since joining Hasbro in 2000 and becoming CEO in 2008, Brian has exhibited tremendous leadership and vision in setting a path for Hasbro," said Alfred J. Verrecchia, Hasbro's Chairman of the Board. "Through his unique ability to understand the consumer and the evolution of our industry, Brian established and is executing a strategy that is delivering strong results and differentiating Hasbro in a very competitive global marketplace. I am confident that the leadership of the Company and on the Board will successfully guide Hasbro for years to come."

"I am truly honored to be appointed Chairman of Hasbro and to have the opportunity to further lead the evolution of this tremendous company," said Brian Goldner, Hasbro's President and Chief Executive Officer. "The strength of our brands and the quality of our people around the world is undeniable and there remains enormous potential in both. I am confident that together with the leadership of the Board and our global Hasbro teams we will continue creating the world's best play experiences and drive enhanced total returns for our shareholders."

Due primarily to the attainment of retirement age, four additional Hasbro board members will retire and not stand for election at the May Annual Meeting of Shareholders. These include Frank J. Biondi, Jr., John (Jack) M. Connors, Jr., Michael W.O. Garrett and Jack M. Greenberg.

"Each of the retiring board members has provided essential guidance and leadership to Hasbro. We are grateful for their contributions to Hasbro's success," added Goldner. "I want to particularly thank Al for his exemplary service to Hasbro through both his time on the Board and his leadership over his long and distinguished career at Hasbro."

The Board named Basil Anderson to the newly created role of Lead Independent Director, effective May 21, 2015. The role of Lead Independent Director will replace the Company's current role of Presiding Director effective as of the 2015 Annual Meeting and will have enhanced duties and responsibilities.

Mr. Anderson has served on Hasbro's Board of Directors since 2002 and is currently Chair of Hasbro's Nominating, Governance and Social Responsibility Committee. Mr. Anderson has more than 30 years of business experience including as an operating executive, chief financial officer and as a board member of major multinational public companies, including Becton, Dickinson and Company, Moody's Corporation and Staples, Inc.

"Through the differentiated strategy he has set for Hasbro and the progressive organization he is building, Brian has proven himself as a strong leader and creative visionary and the right individual to serve as Hasbro's Chairman of the Board," said Mr. Anderson. "We have also appointed several highly qualified individuals to the Board of Directors over the past year to serve with our existing talented Board. Each of these individuals brings diverse and relevant expertise to Hasbro. As a Board, we strive to achieve best in class governance practices, including establishing a Lead Independent Director role to ensure independent decision making and functioning of the Board."

Further details on the Lead Independent Director duties may be found in the company's current report on Form 8-K filed today. The duties of this role are consistent with what the Board believes are best practices in corporate governance.

#### **About Hasbro**

Hasbro (NASDAQ: HAS) is a global company committed to Creating the World's Best Play Experiences, by leveraging its beloved brands, including LITTLEST PET SHOP, MAGIC: THE GATHERING, MONOPOLY, MY LITTLE PONY, NERF, PLAY-DOH and TRANSFORMERS and premier partner brands. From toys and games, television programming, motion pictures, digital gaming and a comprehensive lifestyle licensing program, Hasbro fulfills the fundamental need for play and connection for children and families around the world. The Company's Hasbro Studios creates entertainment brand-driven storytelling across mediums, including television, film and more. Through the company's commitment to corporate social responsibility, including philanthropy, Hasbro is helping to build a safe and sustainable world and to positively impact the lives of millions of children and families every year. Learn more at [www.hasbro.com](http://www.hasbro.com) and follow us on Twitter (@Hasbro & @HasbroNews).

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