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HASBRO INC Form 8-K December 23, 2003

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 23, 2003

HASBRO, INC.

(Exact name of registrant as specified in its charter)

05-0155090 RHODE ISLAND 1-6682 ----------_____ (State of (IRS Employer (Commission Incorporation) File Number) Identification No.) 02862 1027 NEWPORT AVE., PAWTUCKET, RHODE ISLAND _____ _____ (Address of Principal Executive Offices) (Zip Code)

(401) 431-8697

(Registrant's telephone number, including area code)

Item 5. Other Events and Regulation FD Disclosure.

As announced in a press release dated December 23, 2003, which is attached hereto as Exhibit 99, Hasbro, Inc., a Rhode Island corporation (the "Company") announced that its tender offer for all outstanding 8 1/2% notes due in 2006 (the "Notes") expired at 12:00 midnight, New York City time, on Monday December 22, 2003, and that it has accepted for payment and will purchase all Notes validly tendered pursuant to the tender offer and not withdrawn. The aggregate principal amount of Notes validly tendered and not withdrawn was \$167,257,000 and the aggregate cost to purchase the Notes tendered pursuant to the tender offer was approximately \$188,991,050, plus

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approximately \$3,870,141 of accrued but unpaid interest to, but not including, the day of payment for the Notes.

- Item 7. Financial Statements and Exhibits.
 - (c) Exhibits
 - 99 Press Release, dated December 23, 2003, of Hasbro, Inc.

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.
----(Registrant)

Date: December 23, 2003 By: /s/ David D.R. Hargreaves

David D. R. Hargreaves

Senior Vice President and Chief Financial Officer (Duly Authorized Officer and Principal Financial Officer)

HASBRO, INC.
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Exhibit Index

Exhibit
No. Exhibits

99 Press Release, dated December 23, 2003, of Hasbro, Inc.