

HASBRO INC
Form 8-K
March 11, 2010

**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): **March 11, 2010**

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)

(401) 431-8697

(Registrant's telephone number, including area code)

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 1.01 Entry into a Material Definitive Agreement.

On March 11, 2010, Hasbro, Inc. (the Company) completed its previously reported offering of \$500,000,000 aggregate principal amount of 6.35% Notes due 2040 (the Notes). In connection with the closing of the issuance and sale of the Notes, the Company entered into a third supplemental indenture (the Third Supplemental Indenture) with The Bank of Nova Scotia Trust Company of New York, as trustee, relating to the Notes. Copies of the Third Supplemental Indenture, including the form of the Notes, are filed herewith as exhibits and incorporated by reference herein.

The Notes are senior unsecured debt obligations of the Company. There is no sinking fund for the Notes. The Notes mature on March 15, 2040 and bear interest at a rate of 6.35% per annum. The Company may redeem the Notes in whole at any time or in part from time to time, at its option at a redemption price equal to the greater of (i) 100% of the principal amount of the Notes to be redeemed or (ii) the sum of the present values of the remaining scheduled payments of principal and interest thereon (not including any portion of such payments of interest accrued as of the date of redemption) discounted to the date of redemption on a semi-annual basis (assuming a 360-day year consisting of 30-day months) at the Treasury Rate (as defined in the Third Supplemental Indenture), plus 25 basis points, plus, in each case, accrued and unpaid interest thereon to the date of redemption.

If the Company experiences a Change of Control Repurchase Event (defined as a change of control combined with a below investment grade rating event), it will be required, unless it has exercised its right to redeem the Notes, to offer to purchase the Notes at a purchase price equal to 101% of their principal amount, plus accrued and unpaid interest thereon to the date of purchase.

The preceding description of the Third Supplemental Indenture and the Notes is qualified in its entirety by the Third Supplemental Indenture, including the form of the Notes, filed herewith as exhibits.

Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.

The information provided in Item 1.01 of this Current Report on Form 8-K is incorporated by reference into this Item 2.03.

Item 7.01 Regulation FD Disclosure.

On March 11, 2010, the Company issued a press release announcing the closing of its public offering of the Notes. A copy of the press release is attached as Exhibit 99.1 hereto and is incorporated by reference herein.

Item 8.01 Other Events.

In order to furnish certain exhibits for incorporation by reference into the Company's Registration Statement on Form S-3 (File No. 333-145947), previously filed with the Securities and Exchange Commission, the Company is filing the Third Supplemental Indenture, the form of the Notes and the opinion of Ropes & Gray LLP relating to the validity of the Notes as exhibits hereto.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

- 4.1 Third Supplemental Indenture dated as of March 11, 2010, between Hasbro, Inc. and The Bank of Nova Scotia Trust Company of New York, as trustee, supplementing the Indenture dated as of March 15, 2000.
- 4.2 Form of 6.35% Notes due 2040 (attached as Exhibit A to the Third Supplemental Indenture filed as Exhibit 4.1 hereto).
- 5.1 Opinion of Ropes & Gray LLP as to the validity of the Notes.
- 23.1 Consent of Ropes & Gray LLP (included in Exhibit 5.1).
- 99.1 Press Release, dated March 11, 2010, 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.

By: /s/ Deborah Thomas

Name: Deborah Thomas

Title: Senior Vice President and Chief Financial Officer
(Principal Financial and Accounting Officer)

Date: March 11, 2010

EXHIBIT INDEX

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