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HASBRO INC
Form S-8
October 27, 2003

As filed with the Securities and Exchange Commission on October 27, 2003

Registration No. 333-_____

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

HASBRO, INC.
(Exact name of registrant as specified in its charter)

RHODE ISLAND
(State or other jurisdiction
of incorporation or organization)

05-0155090
(I.R.S. Employer
Identification No.)

1027 NEWPORT AVENUE, PAWTUCKET, RHODE ISLAND 02862
(Address of principal executive offices, including zip code)

HASBRO, INC. NONQUALIFIED DEFERRED COMPENSATION PLAN
(Full title of the plan)

Barry Nagler
Senior Vice President and General Counsel
Hasbro, Inc.
1027 Newport Avenue
Pawtucket, Rhode Island 02862
(401) 431-8697

(Name, address and telephone number, including area code, of agent for service)

Please send copies of all communications to:
Keith F. Higgins, Esq.
Ropes & Gray LLP
One International Place
Boston, MA 02110
617-951-7000
617-951-7050 (facsimile)

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CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price
Deferred Compensation Obligations(1)	\$ 10,000,000	100%	\$10,000,000

- (1) The Deferred Compensation Obligations are general unsecured obligations of Hasbro, Inc. to pay deferred compensation in the future in accordance with the terms of the Hasbro, Inc. Nonqualified Deferred Compensation Plan.

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PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

Hasbro, Inc. (the "Registrant") hereby incorporates the following documents herein by reference:

- (a) The Registrant's latest annual report on Form 10-K for the fiscal year ended December 29, 2002, filed with the Securities and Exchange Commission (the "Commission") pursuant to the Securities Exchange Act of 1934, as amended (the "Exchange Act"), on March 28, 2003.
- (b) All other reports filed with the Commission pursuant to Section 13(a) or 15(d) of the Exchange Act subsequent to December 29, 2002.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment to this Registration Statement that indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated herein by reference from the date of filing of such documents.

ITEM 4. DESCRIPTION OF SECURITIES.

With respect to the Hasbro, Inc. Nonqualified Deferred Compensation Plan (the "Plan"), the securities being registered represent obligations (the "Obligations") of the Registrant or its subsidiaries, if applicable, to pay to the participants (the "Participants") in the Plan upon their retirement, termination of employment with the Registrant or in such other circumstances specified under the Plan, salary and/or annual bonus, the receipt of which the Participants have elected to defer. The Obligations may also represent amounts that the Registrant or subsidiary is required to credit to a Participant's account under the Plan. Each Participant's account will be periodically adjusted to reflect hypothetical gains and losses based on a notional investment in one or more investment alternatives specified under the Plan. One such investment

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alternative is the Registrant's common stock, par value \$0.50 per share, and others currently include an S&P 500 index fund and various portfolios of money market securities, debt securities and other types of securities. The Registrant or its subsidiaries, if applicable, may also make discretionary contributions to a Participant's account. The Obligations are payable in cash in a lump-sum distribution or in installments, as determined in accordance with the terms of the Plan.

The Obligations are unsecured general obligations of the Registrant or other obligor and are merely an unfunded and unsecured promise to pay money in the future. Participants and their beneficiaries have no legal or equitable rights in any assets of the Registrant or any other obligor. The Obligations are not subject to sale, assignment, transfer, pledge, anticipation or mortgage and cannot otherwise be encumbered, transferred, alienated or conveyed in advance of payment, except that each Participant may designate one or more beneficiaries to receive benefits upon his or her death. In addition, prior to payment, the Obligations are not subject to seizure, attachment or garnishment for the payment of any debts owed by a Participant or any other person and are not transferable by operation of law in the event of a Participant's or any other person's bankruptcy or insolvency.

There is no trading market for the Obligations. The Obligations are not convertible into any other security of the Registrant. On at least an annual basis, the Registrant or other obligor, if any, transfers assets to a trust established by the Registrant (in an amount determined by the Registrant or other obligor in its sole discretion) which serves as a source of funds from which Plan obligations may be satisfied.

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL.

Not applicable.

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ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

The Registrant is incorporated in Rhode Island. Under Section 7-1.1-4.1 of the Rhode Island Business Corporation Act, a Rhode Island corporation has the power, under specified circumstances, to indemnify its officers, directors, employees and agents against judgments, penalties, fines, settlements and reasonable expenses, including attorneys' fees, actually incurred by them in connection with any proceeding to which these persons were made parties by reason of the fact that these persons are or were directors, officers, employees or agents, if:

- these persons shall have acted in good faith,
- they reasonably believed that their actions were in the best interests of the corporation, if the proceeding involves conduct in an official capacity with the corporation, or not opposed to the best interests of the corporation, if the proceeding involves conduct other than in an official capacity with the corporation, and
- in criminal proceedings, they had no reasonable cause to believe that their conduct was unlawful.

The foregoing statement is subject to the detailed provisions of 7-1.1-4.1 of the Rhode Island Business Corporation Act.

Article X of the By-Laws of the Registrant provides that the Registrant shall indemnify its directors and officers to the full extent permitted by

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Section 7-1.1-4.1 of the Rhode Island Business Corporation Act.

Section 7-1.1-48 of the Rhode Island Business Corporation Act provides that articles of incorporation may contain a provision eliminating or limiting the personal liability of a director to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director provided that the provision shall not eliminate or limit the liability of a director:

- for any breach of the director's duty of loyalty to the corporation or its shareholders,
- for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law,
- under Section 7-1.1-43 of the Rhode Island Business Corporation Act, which relates to liability for unauthorized acquisitions or redemptions of, or dividends or distribution on, capital stock, or
- for any transaction from which the director derived an improper personal benefit, unless said transaction is permitted by Section 7-1.1-37.1 of the Rhode Island Business Corporation Act, which relates to director conflicts of interest.

Article Thirteenth of the Registrant's Articles of Incorporation contains such a provision.

Section 7-1.1-4.1(j) of the Rhode Island Business Corporation Act empowers a Rhode Island corporation to purchase and maintain insurance on behalf of its current and prior directors, officers, employees and agents against any liability incurred or asserted against them as a result of their official capacities, whether or not the corporation would have the power to indemnify such person against the insured liability under the provisions of such Section. The Registrant has a directors and officers liability insurance policy.

The Registrant has entered into an indemnification agreement with each of its directors, whereby the Registrant has agreed to indemnify each such director for amounts which the director is legally obligated to pay, including judgments, settlements of fines, including certain related expenses to be advanced by the Registrant, due to any actual or alleged breach of duty, neglect, error, misstatement, misleading statement or other act or omission by a director in his capacity as a director. This indemnification excludes claims:

- covered by the Registrant's directors and officers liability insurance policy,
- for which the director is otherwise indemnified or reimbursed,
- relating to certain judgments or adjudications under which the director is liable for breaches of duty of loyalty, acts or omissions not in good faith or involving intentional misconduct or involving knowing violations of law, actions or certain transactions from which the director derives an improper personal benefit,

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- relating to the director's liability for accounting for profits under Section 16 of the Securities Exchange Act of 1934, as amended,
- in respect of remuneration, if found unlawful, and
- as to which a final and non-appealable judgment has determined that

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payment to the director thereunder is unlawful.

ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED.

Not applicable.

ITEM 8. EXHIBITS.

Exhibit

- 4.1 Hasbro, Inc. Amended and Restated Nonqualified Deferred Compensation Plan.
- 4.2
 - (a) Restated Articles of Incorporation of the Company. (Incorporated by reference to Exhibit 3.1 to the Company's Quarterly Report on Form 10-Q for the period ended July 2, 2000, File No. 1-6682.)
 - (b) Amendment to Articles of Incorporation, dated June 28, 2000. (Incorporated by reference to Exhibit 3.4 to the Company's Quarterly Report on Form 10-Q for the period ended July 2, 2000, File No. 1-6682.)
 - (c) Amendment to Articles of Incorporation, dated May 19, 2003. (Incorporated by reference to Exhibit 3.3 to the Company's Quarterly Report on Form 10-Q for the period ended June 29, 2003, File No. 1-6682.)
 - (d) Certificate of Designations of Series C Junior Participating Preference Stock of Hasbro, Inc. dated June 29, 1999. (Incorporated by reference to Exhibit 3.2 to the Company's Quarterly Report on Form 10-Q for the period ended July 2, 2000, File No. 1-6682.)
 - (e) Certificate of Vote(s) authorizing a decrease of class or series of any class of shares. (Incorporated by reference to Exhibit 3.3 to the Company's Quarterly Report on Form 10-Q for the period ended July 2, 2000, File No. 1-6682.)
- 4.3 Amended and Restated Bylaws of the Company, as amended. (Incorporated by reference to Exhibit 3.4 to the Company's Quarterly Report on Form 10-Q for the period ended June 29, 2003, File No. 1-6682.)
- 4.4
 - (a) Rights Agreement, dated as of June 16, 1999, between the Company and Fleet National Bank (the Rights Agent). (Incorporated by reference to Exhibit 4 to the Company's Current Report on Form 8-K dated as of June 16, 1999.)
 - (b) First Amendment to Rights Agreement, dated as of December 4, 2000, between the Company and the Rights Agent. (Incorporated by reference to Exhibit 4(f) to the Company's Annual Report on Form 10-K for the Fiscal Year Ended December 31, 2000, File No. 1-6682.)
- 5.1 Opinion of Ropes & Gray LLP.
- 23.1 Consent of KPMG LLP.

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- 23.2 Consent of Ropes & Gray LLP (included in the opinion filed as Exhibit 5.1).
- 24.1 Powers of Attorney (included on the signature page in Part II).

ITEM 9. UNDERTAKINGS.

(a) The undersigned Registrant hereby undertakes:

- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:
- (i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933, as amended (the "Securities Act");
- (ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of a prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement;
- (iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) above shall not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement.

- (2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering

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thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

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(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Pawtucket, State of Rhode Island, on this 27th day of October, 2003.

HASBRO, INC.

By: /s/ David D. R. Hargreaves

Name: David D. R. Hargreaves
Title: Senior Vice President and
Chief Financial Officer

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POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints David D. R. Hargreaves, Barry Nagler and Tarrant L. Sibley, and each of them singly, his or her true and lawful attorney-in-fact and agent with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement on Form S-8 to be filed by Hasbro, Inc., and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents full power and authority to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their substitutes, may lawfully do or cause to be done by virtue hereof.

* * * *

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated:

Signature -----	Title -----	
/s/ Alfred J. Verrecchia ----- Alfred J. Verrecchia	President, Chief Executive Officer and Director (Principal Executive Officer)	Oct
/s/ David D. R. Hargreaves ----- David D. R. Hargreaves	Senior Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	Oct
/s/ Alan G. Hassenfeld ----- Alan G. Hassenfeld	Chairman of the Board	Oct
/s/ Basil L. Anderson ----- Basil L. Anderson	Director	Oct
/s/ Alan R. Batkin ----- Alan R. Batkin	Director	Oct
/s/ Frank J. Biondi, Jr. ----- Frank J. Biondi, Jr.	Director	Oct
/s/ E. Gordon Gee ----- E. Gordon Gee	Director	Oct

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/s/ Jack M. Greenberg Director

Jack M. Greenberg

/s/ Claudine B. Malone Director

Claudine B. Malone

/s/ Edward M. Philip Director

Edward M. Philip

/s/ E. John Rosenwald, Jr. Director

E. John Rosenwald, Jr.

/s/ Eli J. Segal Director

Eli J. Segal

/s/ Carl Spielvogel Director

Carl Spielvogel

/s/ Paula Stern Director

Paula Stern

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EXHIBIT INDEX

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