

## SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF  
THE SECURITIES AND EXCHANGE ACT OF 1934

Date of Report (Date of Earliest Event Reported): March 13, 2000

HASBRO, INC.

(Name of Registrant)

RHODE ISLAND  
(State 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)(401) 431-8697  
(Registrant's Telephone Number)

## Item 5. Other Events

Exhibits are filed herewith in connection with the proposed issuance by the Registrant pursuant to the Registrant's Registration Statement on Form S-3 (File No. 333-82077) of \$550,000,000 aggregate principal amount of the Registrant's 7.95% Notes Due 2003 and \$200,000,000 aggregate principal amount of the Registrant's 8.50% Notes Due 2006.

## Item 7(c) Exhibits

4. Terms Agreement among the Registrant, Salomon Smith Barney Inc. and Bear, Stearns & Co. Inc., dated March 10, 2000.
5. Opinion of Phillip H. Waldoks, Senior Vice President -- Corporate Legal Affairs and Secretary of the Company, re legality of the Notes.
- 25.1 Statement of Eligibility under the Trust Indenture Act of 1939 of a Corporation Designated to Act as Trustee on Form T-1.

Pursuant to the requirements of the Securities and Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

HASBRO, INC.

(Registrant)

Date: March 13, 2000

By: /s/ Phillip H. Waldoks

Phillip H. Waldoks  
Senior Vice President --  
Corporate Legal Affairs and  
Secretary (Duly Authorized  
Officer)

HASBRO, INC.  
Current Report on Form 8-K  
Dated March 13, 2000

Exhibit Index

Exhibits

4. Terms Agreement among the Registrant, Salomon Smith Barney Inc. and Bear, Stearns & Co. Inc., dated March 10, 2000.
5. Opinion of Phillip H. Waldoks, Senior Vice President -- Corporate Legal Affairs and Secretary of the Company, re legality of the Notes
- 25.1 Statement of Eligibility under the Trust Indenture Act of 1939 of a Corporation Designated to Act as Trustee on Form T-1.

HASBRO, INC.  
SENIOR DEBT SECURITIES  
TERMS AGREEMENT

March 10, 2000

Hasbro, Inc.  
200 Narragansett Park Drive  
Pawtucket, Rhode Island 02862

Ladies and Gentlemen:

On behalf of the several Underwriters named in Schedule A hereto and for their respective accounts, we offer to purchase, on and subject to the terms and conditions of the Underwriting Agreement, annexed hereto as Annex A (the "Underwriting Agreement"), the following securities (the "Securities"), to be issued under an indenture (the "Indenture"), dated as of the Closing Date (as defined herein), by and between Hasbro, Inc. (the "Company") and The Bank of Nova Scotia Trust Company of New York, as trustee (the "Trustee"), on the following terms:

A. TITLE: 7.95% Notes Due 2003 (the "7.95% Notes").

PRINCIPAL AMOUNT: \$550,000,000.

RANK: Senior.

CONVERTIBILITY: None.

INTEREST: 7.95% per annum, from March 15, 2000, payable semi-annually on March 15 and September 15, commencing September 15, 2000, to holders of record on the preceding March 1 or September 1, as the case may be.

MATURITY: March 15, 2003

OPTIONAL REDEMPTION: None.

SINKING FUND: None.

DELAYED DELIVERY CONTRACTS: None.

PRICE TO UNDERWRITERS: 99.322% of principal amount.

PRICE TO PUBLIC: 99.772% of principal amount, subject to change by the undersigned after the public offering of the Securities.

B. TITLE: 8.50% Notes Due 2006 (the "8.50% Notes").

PRINCIPAL AMOUNT: \$200,000,000.

RANK: Senior.

CONVERTIBILITY: None.

INTEREST: 8.50% per annum, from March 15, 2000, payable semi-annually on March 15 and September 15, commencing September 15, 2000, to holders of record on the preceding March 1 or September 1, as the case may be.

MATURITY: March 15, 2006.

OPTIONAL REDEMPTION: None.

SINKING FUND: None.

DELAYED DELIVERY CONTRACTS: None.

PRICE TO UNDERWRITERS: 99.236% of principal amount.

PRICE TO PUBLIC: 99.861% of principal amount, subject to change by the undersigned after the public offering of the Securities.

C. CLOSING: The Closing Date shall be at 10:00 a.m. on March 15, 2000, subject to change as permitted by the Underwriting Agreement. The closing of the purchase

and sale of the Securities shall take place at the offices of Skadden, Arps, Slate, Meagher & Flom LLP, 4 Times Square, New York, New York 10036, and payment by the Underwriters for the Securities at the closing shall be in New York Clearing House (next day) funds.

D. NAME AND ADDRESS OF REPRESENTATIVES:

SALOMON SMITH BARNEY INC.  
BEAR, STEARNS & CO. INC.  
c/o Salomon Smith Barney Inc.  
388 Greenwich Street  
New York, New York 10013  
Attn: Legal Department

E. UNDERWRITING AGREEMENT: The provisions of the Underwriting Agreement are incorporated herein by reference.

F. AVAILABILITY OF THE SECURITIES: The Securities will be made available in book-entry form through the book-entry facilities of the Depository Trust Company in New York, New York on or prior to the Closing Date.

G. MISCELLANEOUS

The "Registration Statement" referred to in the Underwriting Agreement is the Company's Registration Statement on Form S-3, as amended (File No. 333-82077).

This Terms Agreement may be executed in multiple counterparts. All signatures need not be on the same counterpart.

Please signify your acceptance of our offer by signing the enclosed response to us in the space provided and returning it to us.

Very truly yours,

SALOMON SMITH BARNEY INC.  
BEAR, STEARNS & CO. INC.

BY: SALOMON SMITH BARNEY INC.

By:/s/ Christina A. Mohr

-----  
Name: Christina A. Mohr  
Title: Managing Director

Accepted as of the above date:

HASBRO, INC.

By:/s/ Alfred J. Verrecchia

-----  
Name: Alfred J. Verrecchia  
Title: Executive Vice President,  
Global Operations and Chief  
Financial Officer

## SCHEDULE A

UNDERWRITER	PRINCIPAL AMOUNT OF 7.95% NOTES	PRINCIPAL AMOUNT OF 8.50% NOTES
-----		
	(in thousands)	
-----		
Salomon Smith Barney Inc.....	\$ 247,500,000	\$ 90,000,000
Bear, Stearns & Co. Inc.....	\$ 220,000,000	\$ 80,000,000
FleetBoston Robertson Stephens Inc.....	\$ 16,500,000	\$ 6,000,000
Banc of America Securities LLC.....	\$ 11,000,000	\$ 4,000,000
Banca d'Intermediazione Mobiliare IMI.....	\$ 11,000,000	\$ 4,000,000
Commerzbank Captial Markets Corp.....	\$ 11,000,000	\$ 4,000,000
Mellon Financial Markets, LLC.....	\$ 11,000,000	\$ 4,000,000
Merrill Lynch, Pierce, Fenner & Smith Incorporated.....	\$ 11,000,000	\$ 4,000,000
Scotia Capital (USA) Inc.....	\$ 11,000,000	\$ 4,000,000
	-----	
TOTAL.....	\$ 550,000,000	\$ 200,000,000
	=====	





Hasbro, Inc.  
32 West 23rd Street  
New York, New York 10010

March 13, 2000

Hasbro, Inc.  
1027 Newport Avenue  
Pawtucket, Rhode Island 02861

Ladies and Gentlemen:

I am Senior Vice President -- Corporate Legal Affairs and Secretary of Hasbro, Inc., a Rhode Island corporation (the "Company"), and, as such, I have acted as counsel to the Company in connection with the Underwriting Agreement, dated as of March 10, 2000 and the Terms Agreement dated as of March 10, 2000 (collectively, the "Underwriting Agreement"), by and among the Company, on the one hand, and Salomon Smith Barney, Inc. and Bear, Stearns & Co. Inc., on the other hand (each, a "Representative" and collectively, the "Representatives"), relating to the sale by the Company through the Representatives of \$550,000,000 aggregate principal amount of the Company's 7.95% Notes Due 2003 (the "7.95% Notes") and \$200,000,000 aggregate principal amount of the Company's 8.50% Notes Due 2006 to be issued under the Form of Indenture, to be entered into as of March 15, 2000 (hereinafter, the "Closing Date", and such indenture, the "Indenture"), between the Company and The Bank of Nova Scotia Trust Company of New York, as Trustee (in such capacity, the "Trustee"). Capitalized terms used and not otherwise defined herein shall have the respective meanings set forth in the Underwriting Agreement.

In connection with this opinion, I have examined originals or copies, certified or otherwise identified to my satisfaction, of (i) the Registration Statement on Form S-3 (File No. 33-82077) relating to the debt securities of the Company, filed with the Securities and Exchange Commission (the "Commission") on July 1, 1999 under the Securities Act of 1933, as amended (the "Act"), in accordance with the procedures of the Commission permitting a delayed or continuous offering of securities pursuant to such registration statement, Amendment No. 1 thereto filed on August 31, 1999 and Amendment No. 2 thereto filed on December 7, 1999 (such

Registration Statement, as so amended, being hereinafter referred to as the "Registration Statement"); (ii) the Prospectus, dated January 14, 2000 (the "Prospectus"), as supplemented by the Prospectus Supplement, dated March 10, 2000 (the Prospectus, as so supplemented, being hereinafter referred to as the "Prospectus") relating to the Notes, in the forms filed with the Commission pursuant to Rule 424(b) of its General Rules and Regulations under the Act (the "Rules and Regulations"); (iii) the Statement of Eligibility and Qualification under the Trust Indenture Act of 1939, as amended (the "Trust Indenture Act"), on Form T-1 of the Trustee (the "Form T-1"); (iv) the Form of the Indenture; (v) the form of the Notes and specimen certificates thereof; (vi) an executed copy of the Underwriting Agreement; (vii) the Restated Articles of Incorporation of the Company, as presently in effect; and (viii) the Amended and Restated By-Laws of the Company, as presently in effect. I have also examined originals or copies, certified or otherwise identified to my satisfaction, of such records of the Company and such agreements, certificates of public officials, certificates of officers or other representatives of the Company and others, and such other documents, certificates and records as I have deemed necessary or appropriate as a basis for the opinions set forth herein.

In my examination, I have assumed the legal capacity of all natural persons, the genuineness of all signatures, the authenticity of all documents submitted to me as originals, the conformity to original documents of all documents submitted to me as certified, conformed or photostatic copies and the authenticity of the originals of such latter documents. In making my examination of documents executed or to be executed by parties other than the Company, I have assumed that the parties thereto had or will have the power, corporate or other, to enter into and perform all obligations thereunder and have also assumed the due authorization by all requisite action, corporate or other, and execution and delivery by such parties of such documents and the validity and binding effect thereof on such parties. I have assumed that the Indenture will be duly authorized, executed and delivered by the Trustee and that any Notes that may be issued will be manually signed or counter signed, as the case may be, by duly authorized officers of the Trustee.

I am a member of the Bar in the State of New York and I do not express any opinion as to the laws of any other jurisdiction.

This opinion is delivered in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Act.

Based upon and subject to the foregoing, I am of the opinion that the Notes constitute binding obligations of the Company.

I hereby consent to the filing of my opinion with the Commission as Exhibit 5 to the Registrant's Current Report on Form 8-K dated March 13, 2000. I also consent to the reference to me under the heading "Legal Matters" in the Registration Statement, Prospectus and Prospectus Supplement. In giving this consent, I do not thereby admit that I am in the category of persons whose consent is required under Section 7 of the Act or the Rules and Regulations. My opinion is expressed as of its date unless otherwise expressly stated therein and I disclaim any undertaking to advise you of any subsequent changes of the facts stated or assumed therein or any subsequent changes in applicable law.

Very truly yours,

/s/ Phillip H. Waldoks

## SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## FORM T-1

STATEMENT OF ELIGIBILITY  
UNDER THE TRUST INDENTURE ACT OF 1939 OF A  
CORPORATION DESIGNATED TO ACT AS TRUSTEECHECK IF AN APPLICATION TO DETERMINE  
ELIGIBILITY OF A TRUSTEE PURSUANT TO  
SECTION 305 (B) (2)THE BANK OF NOVA SCOTIA TRUST COMPANY OF NEW YORK  
(Exact name of trustee as specified in its charter)New York  
(State of Incorporation  
If not a U.S. national bank)13-5691211  
(I.R.S. employer  
Identification number)One Liberty Plaza  
New York, N.Y.  
(Address of principal  
Executive office)10006  
(Zip code)HASBRO, INC.  
(Exact name of obligor 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, RI 02861  
(Address of principal executive offices) (Postal Code)

SENIOR DEBT

(Title of the indenture securities)

## Item 1. General Information

Furnish the following information as to the trustee:

(a) Name and address of each examining or supervising authority to which it is subject.

Federal Reserve Bank of New York  
33 Liberty Street  
New York, N. Y. 10045

State of New York Banking Department  
State House, Albany, N.Y.

(b) Whether it is authorized to exercise corporate trust powers. The Trustee is authorized to exercise corporate trust powers.

## Item 2. Affiliation with the Obligor.

If the obligor is an affiliate of the trustee, describe each such affiliation. The obligor is not an affiliate of the Trustee.

## Item 16. List of Exhibits.

List below all exhibits filed as part of this statement of eligibility.

- Exhibit 1 - Copy of the Organization Certificate of the Trustee as now in effect. (Exhibit 1 to T-1 to Registration Statement No. 333-6688).
- Exhibit 2 - Copy of the Certificate of Authority of the Trustee to commerce business. (Exhibit 2 to T-1 to Registration Statement No. 333-6688).
- Exhibit 3 - None; authorization to exercise corporate trust powers is contained in the documents identified above as Exhibit 1 and 2.
- Exhibit 4 - Copy of the existing By-Laws of the Trustee.(Exhibit 4 to T-1 to Registration Statement No. 333-6688).
- Exhibit 5 - No Indenture referred to in Item 4.
- Exhibit 6 - The consent of the Trustee required by Section 321 (b) of the Trust Indenture Act of 1939.(Exhibit 6 to T-1 to Registration Statement No. 333-27685).
- Exhibit 7 - Copy of the latest Report of Condition of the Trustee as of December 31, 1999

## SIGNATURE

Pursuant to the requirements of the Trust Indenture Act of 1939, the Trustee, The Bank of Nova Scotia Trust Company of New York, a corporation organized and existing under the laws of the State of New York, has duly caused this statement of eligibility to be signed on its behalf by the undersigned, thereunto duly authorized, all in the City of New York, and State of New York, on the 9th day of March, 2000.

THE BANK OF NOVA SCOTIA TRUST  
COMPANY OF NEW YORK

By: /S/ George E. Timmes  
George E. Timmes

Legal Title of Bank: The Bank of Nova Scotia Trust Company of New York  
 Address:  
 City, State Zip: New York, NY 10006  
 FDIC Certificate No.: -----

FFIEC 034  
 Page RC-1

Consolidated Report of Condition for Insured Commercial  
 and State-Chartered Savings Banks for December 31, 1999

All schedules are to be reported in thousands of dollars. Unless otherwise indicated, report the amount outstanding as of the last business day of the quarter.

Schedule RC--Balance Sheet

	----- C100 (-		
	Dollar Amounts in Thousands		
			RCFD
ASSETS			////////////////////
1. Cash and balances due from depository institutions (from Schedule RC-A):			////////////////////
a. Noninterest-bearing balances and currency and coin(1)(2).....	0081	5,219,000	1. a.
b. Interest-bearing balances(3) .....	0071	2,336,000	1. b.
2. Securities:			////////////////////
a. Held-to-maturity securities (from Schedule RC-B, column A) .....	1754	1,640,000	2. a.
b. Available-for-sale securities (from Schedule RC-B, column D) .....	1773	0	2. b.
3. Federal funds sold(4) and securities purchased under agreements to resell .....	1360	4,253,000	
4. Loans and lease financing receivables:			////////////////////
a. Loans and leases, net of unearned income (from Schedule RC-C) .....	2122	0	4. a.
b. LESS: Allowance for loan and lease losses .....	3123	0	4. b.
c. LESS: Allocated transfer risk reserve .....	3128	0	4. c.
d. Loans and leases, net of unearned income, allowance, and reserve (item 4.a minus 4.b and 4.c) .....	2125	0	4. d.
5. Trading assets .....	3545	0	5.
6. Premises and fixed assets (including capitalized leases) .....	2145	1,012,000	6.
7. Other real estate owned (from Schedule RC-M) .....	2150	0	7.
8. Investments in unconsolidated subsidiaries and associated companies (from Schedule RC-M) ...	2130	0	8.
9. Customers' liability to this bank on acceptances outstanding .....	2155	0	9.
10. Intangible assets (from Schedule RC-M) .....	2143	6,511,000	10.
11. Other assets (from Schedule RC-F) .....	2160	1,068,000	11.
12. Total assets (sum of items 1 through 11) .....	2170	21,563,000	12.

(1) Includes cash items in process of collection and unposted debits.

(2) The amount reported in this item must be greater than or equal to the sum of Schedule RC-M, items 3.1 and 3.b.

(3) Includes time certificates of deposit not held for trading.

(4) Reports "term federal funds sold" in Schedule RC, Item 4.a "Loans and leases, net of unearned income," and in Schedule RC-C, part 1.



	Dollar Amounts in Thousands	Mil Thou	
<b>LIABILITIES</b>			
13. Deposits:			
////////////////////////////////////			
////////////////////////////////////			
RCON			
a. In domestic offices (sum of totals of columns A and C from Schedule RC-E).....	2200	8,467	13.a.
(1) Noninterest-bearing(1) .....	6631	8,402	13.a.(1)
(2) Interest-bearing .....	6636	65	13.a.(2)
-----			
b. In foreign offices, Edge and Agreement subsidiaries, and IBFs.....	////////////////////////////////////		
(1) Noninterest-bearing .....	////////////////////////////////////		
(2) Interest-bearing .....	////////////////////////////////////		
-----			
14. Federal funds purchased(2) and securities sold under agreements to repurchase .....	RCON 2800	0	14.
RCON			
15. a. Demand notes issued to the U.S. Treasury .....	2840	0	15.a.
RCON			
b. Trading liabilities.....	3548	0	15.b.
16. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases:	////////////////////////////////////		
a. With a remaining maturity of one year or less .....	2332	0	16.a.
b. With a remaining maturity of more than one year through three years.....	A547	0	16.b.
c. With a remaining maturity of more than three years.....	A549	0	16.c.
17. Not applicable	////////////////////////////////////		
18. Bank's liability on acceptances executed and outstanding .....	2920	0	18.
19. Subordinated notes and debentures(3).....	3200	0	19.
20. Other liabilities (from Schedule RC-G) .....	2930	672	20.
21. Total liabilities (sum of items 13 through 20) .....	2948	9,139	21.
22. Not applicable	////////////////////////////////////		
<b>EQUITY CAPITAL</b>			
////////////////////////////////////			
23. Perpetual preferred stock and related surplus .....	3838	0	23.
24. Common stock .....	3230	1,000	24.
25. Surplus (exclude all surplus related to preferred stock).....	3839	10,030	25.
26. a. Undivided profits and capital reserves .....	3632	1,394	26.a.
b. Net unrealized holding gains (losses) on available-for-sale securities .....	8434	0	26.b.
c. Accumulated net gains (losses) on cash flow hedges.....	8338	0	26.c.
27. Cumulative foreign currency translation adjustments.....	////////////////////////////////////		
28. Total equity capital (sum of items 23 through 27) .....	3210	12,424	28.
29. Total liabilities and equity capital (sum of items 21 and 28) .....	3300	21,563	29.

Memorandum

To be reported only with the March Report of Condition.

	RCON	Number
1. Indicate in the box at the right the number of the statement below that best describes the most comprehensive level of auditing work performed for the bank by independent external auditors as of any date during 1998 .....	6724	M.1.

- |  |  |
|--|--|
| <p>1 = Independent audit of the bank conducted in accordance with generally accepted auditing standards by a certified public accounting firm which submits a report on the bank</p> <p>2 = Independent audit of the bank's parent holding company conducted in accordance with generally accepted auditing standards by a certified public accounting firm which submits a report on the consolidated holding company (but not on the bank separately)</p> <p>3 = Directors' examination of the bank conducted in accordance with generally accepted auditing standards by a certified public accounting firm (may be required by state chartering authority)</p> | <p>4 = Directors' examination of the bank performed by other external auditors (may be required by state chartering authority)</p> <p>5 = Review of the bank's financial statements by external auditors</p> <p>6 = Compilation of the bank's financial statements by external auditors</p> <p>7 = Other audit procedures (excluding tax preparation work)</p> <p>8 = No external audit work</p> |
|--|--|

- (1) Includes total demand deposits and noninterest-bearing time and savings deposits.
- (2) Report "term federal funds purchased" in Schedule RC, item 16, "Other borrowed money."
- (3) Includes limited-life preferred stock and related surplus.