

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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

HASBRO, INC.

(Exact name of issuer as specified in its charter)

Rhode Island

05-0155090

(State or other jurisdiction of  
incorporation or organization)

(I.R.S. Employer Identification No.)

1027 Newport Avenue  
Pawtucket, Rhode Island

02862

(Address of Principal  
Executive Offices)

(Zip Code)

HASBRO, INC. STOCK OPTION PLAN FOR  
NON-EMPLOYEE DIRECTORS AND  
HASBRO, INC. STOCK INCENTIVE PERFORMANCE PLAN

(Full title of plans)

PHILLIP H. WALDOKS, ESQ.  
Senior Vice President--Corporate Legal Affairs  
Hasbro, Inc.  
32 West 23rd Street  
New York, New York 10010

(Name and address of agent for service)

(212) 645-2400

Telephone number, including area code  
of agent for service

Calculation of Registration Fee

Title of Securities to be registered	Amount to be registered	Proposed maximum offer- ing per unit (1)	Proposed maximum aggre- gate offering price (1)	Amount of registra- tion fee
Common stock	4,450,000 shares (2)	\$33.125	\$147,406,250	\$50,829.74

(1) Estimated solely for purposes of determining the registration fee.

(2) Of this amount, 150,000 shares are to be registered with respect to the Hasbro, Inc. Stock Option Plan for Non-Employee Directors and 4,300,000 shares are to be registered with respect to the Hasbro, Inc. Stock Incentive Performance Plan.

PART II

Item 3. Information Required in the Registration Statement

The following documents filed with the Securities and Exchange Commission (the "Commission") are incorporated in this Registration Statement by reference and shall be deemed a part hereof:

- (a) The Annual Report on Form 10-K for the fiscal year ended December 25, 1994 of Hasbro, Inc. (the "Corporation" or the "Registrant");
- (b) The Corporation's Quarterly Report on Form 10-Q for the fiscal quarter ended April 2, 1995;

- (c) The Corporation's Current Reports on Form 8-K dated February 9, 1995 and April 20, 1995;
- (d) The description of the Corporation's common stock, par value \$.50 per share (the "Common Stock") which is contained in the Corporation's Registration Statement on Form 8-A, dated June 25, 1971, as amended by amendments thereto on Form 8, dated September 13, 1983, April 2, 1985 and January 11, 1993;

All documents subsequently filed by the Corporation pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing such documents.

#### Item 4. Description of Securities

Not applicable

#### Item 5. Interests of Named Experts and Counsel

Legal matters in connection with the Common Stock to be issued pursuant to the Hasbro, Inc. Stock Option Plan For Non-Employee Directors and the Hasbro, Inc. Stock Incentive Performance Plan (together, the "Plans") have been passed upon by Phillip H. Waldoks, Esq., Senior Vice President-- Corporate Legal Affairs. As of the date of this Registration Statement, Mr. Waldoks held options to purchase 58,475 shares of Common Stock under the Corporation's employee stock option plans.

#### 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 such persons were made parties by reason of the fact that such persons are or were directors, officers, employees or agents, if (a) such persons shall have acted in good faith, (b) they reasonably believed that their actions were in the best interests of the corporation (if such proceeding involves conduct in an official capacity with the corporation), and, (c) in criminal proceedings, 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 and certain other persons to the full extent permitted by 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 such provision shall not eliminate or limit the liability of a director (i) for any breach of the director's duty of loyalty to the corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 7-1.1-43 (relating to liability for unauthorized acquisitions or redemptions of, or dividends or distributions on, capital stock) of the Rhode Island Business Corporation Act or (iv) for any transaction from which the director derived an improper personal benefit (unless said transaction is permitted by Section 7-1.1-37.1 (relating to director conflicts of interest) of the Rhode Island Business Corporation Act). 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 or 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, excluding claims (a) covered by the Registrant's directors and officers liability insurance policy, (b) for which the director is otherwise indemnified or reimbursed, (c) 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, (d) relating to the director's liability for accounting for profits under Section 16 of the Exchange Act, (e) in respect of remuneration, if found unlawful, and (f) as to which a final and non-appealable judgment has determined that payment to the director thereunder is unlawful.

Item 7. Exemption from Registration Claimed

Not Applicable

Item 8. Exhibits

- 4.0 Specimen Common Stock certificate (Incorporated by reference to Exhibit 1.0 to the Corporation's Form 8 amendment dated January 11, 1993 to the Corporation's Form 8-A dated June 25, 1971.)
- 5.0 Opinion of Phillip H. Waldoks, Esq.
- 24.1 Consent of Phillip H. Waldoks, Esq. (included in Exhibit 5.0).
- 24.2 Consent of Independent Auditors.

Item 9. Undertakings

(a) Rule 415 Offering

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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;

(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;

(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) do not apply if the Registration Statement is on Form S-3, Form S-8 or Form F-3 and the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by the Registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein and the offerings of such securities at that time shall be deemed to be the initial bona fide offering 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) Filings Incorporating Subsequent

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The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the Registrant's annual report pursuant to section 13(a) or section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to section 15(d) of the Securities Exchange Act of 1934) 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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(h) Request for acceleration of effective date or  
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filing of registration statement on Form S-8  
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Insofar as indemnification for liabilities arising under the Securities Act of 1933 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 Securities and Exchange Commission such indemnification is against public policy as expressed in the 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 Act and will be governed by the final adjudication of such issue.

SIGNATURES  
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The Registrant  
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Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe 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 New York, the State of New York, on May 17, 1995.

HASBRO, INC. (Registrant)

By: \s\ Alan G. Hassenfeld  
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Alan G. Hassenfeld  
Chairman of the Board,  
President and Chief  
Executive Officer

POWER OF ATTORNEY  
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KNOW ALL MEN BY THESE PRESENTS, that the corporation whose signature appears above and each person whose signature appears below hereby constitutes and appoints Alan G. Hassenfeld, Harold P. Gordon, John T. O'Neill and Phillip H. Waldoks, and each of them, his, her or its attorneys-in-fact, each with full power of substitution and resubstitution, for him, her or it in any and all capacities, to sign any and all amendments to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that said attorneys-in-fact or any of them, or any substitute or substitutes, may do or cause to be done by virtue hereof.

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

Signature -----	Capacity -----	Date ----
\s\ Alan G. Hassenfeld ----- Alan G. Hassenfeld	Chairman of the Board, President, Chief Executive Officer and Director (Principal Executive Officer)	May 17, 1995
\s\ John T. O'Neil ----- John T. O'Neill	Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	May 17, 1995
\s\ Barry J. Alperin ----- Barry J. Alperin	Director	May 19, 1995
\s\ Alan R. Batkin ----- Alan R. Batkin	Director	May 17, 1995
\s\ George R. Ditomassi, Jr. ----- George R. Ditomassi, Jr.	Director	May 18, 1995
\s\ Harold P. Gordon ----- Harold P. Gordon	Director	May 17, 1995
\s\ Alex Grass ----- Alex Grass	Director	May 19, 1995
\s\ Sylvia K. Hassenfeld ----- Sylvia K. Hassenfeld	Director	May 19, 1995
\s\ Claudine B. Malone ----- Claudine B. Malone	Director	May 21, 1995
\s\ Morris W. Offit ----- Morris W. Offit	Director	May 23, 1995
\s\ Norma T. Pace ----- Norma T. Pace	Director	May 17, 1995
\s\ E. John Rosenwald, Jr. ----- E. John Rosenwald, Jr.	Director	May 19, 1995
----- Carl Spielvogel	Director	May , 1995
\s\ Henry Taub ----- Henry Taub	Director	May 18, 1995
\s\ Preston Robert Tisch ----- Preston Robert Tisch	Director	May 18, 1995
\s\ Alfred J. Verrecchia ----- Alfred J. Verrecchia	Director	May 18, 1995
----- Paul Wolfowitz	Director	May , 1995

EXHIBIT INDEX

Exhibit No. -----	Description -----
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24.1	Consent of Phillip H. Waldoks, Esq. (Included in Exhibit 5.0)
24.2	Consent of Independent Auditors.

May 25, 1995

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

I am Senior Vice President--Corporate Legal Affairs of Hasbro, Inc., a Rhode Island corporation (the "Company"). In connection with the issuance and sale from time to time by the Company of up to 150,000 shares of common stock, par value \$.50 per share, of the Company (the "Common Stock") pursuant to the Company's Stock Option Plan for Non-Employee Directors and up to 4,300,000 shares of Common Stock pursuant to the Company's Stock Incentive Performance Plan (together the "Plans"), I have examined and am familiar with originals or copies, certified or otherwise identified to my satisfaction, of (i) the Registration Statement on Form S-8 relating to an aggregate of 4,450,000 shares of Common Stock (the "Registration Statement"), (ii) the Plans, as approved by the Compensation and Stock Option Committee of the Board of Directors, the Board of Directors and the shareholders of the Company, under which an aggregate of 4,450,000 shares of Common Stock may be issued by the Company, (iii) the Articles of Incorporation, as amended, and By-laws, as amended, of the Company, (iv) resolutions of the Compensation and Stock Option Committee of the Board of Directors, the Board of Directors and the shareholders of the Company relating to the proposed issuance and registration of an aggregate of 4,450,000 shares of Common Stock and (v) such other documents as I have deemed necessary or appropriate as a basis for the opinion set forth herein.

This opinion is delivered in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act of 1933, as amended (the "Securities Act").

I am admitted to the Bar of the State of New York and the following opinion is limited to the laws of that State, the Rhode Island Business Corporation Act and the laws of the United States of America to the extent applicable hereto.

Based upon the foregoing, I am of the opinion that the 4,450,000 shares of Common Stock initially reserved for issuance pursuant to the Plans (prior to any adjustment for subsequent events pursuant to the Plans) have been duly authorized and, when so issued in accordance with the terms of the Plans, will be validly issued, fully paid and non-assessable.

I hereby consent to the filing of this opinion with the Securities and Exchange Commission as Exhibit 5.0 to the Registration Statement. I also consent to be named in the Registration Statement under the heading "Interests of Named Experts and Counsel", however I do not thereby admit that I am in the category of persons whose consent is required under Section 7 of the Securities Act, or the rules and regulations of the Securities and Exchange Commission promulgated thereunder.

Very truly yours,

\s\ Phillip H. Waldoks

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Phillip H. Waldoks  
Senior Vice President--  
Corporate Legal Affairs

CONSENT OF INDEPENDENT AUDITORS

The Board of Directors  
Hasbro, Inc.

We consent to the use of our reports included in or incorporated by reference in the Hasbro, Inc. Annual Report on Form 10-K for the fiscal year ended December 25, 1994, which is incorporated by reference herein.

\s\ KPMG PEAT MARWICK LLP  
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KPMG PEAT MARWICK LLP

Providence, Rhode Island  
May 25, 1995