

SCHEDULE 14A INFORMATION

PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE SECURITIES
EXCHANGE ACT OF 1934 (AMENDMENT NO.)

Filed By The Registrant

Filed By A Party Other Than The Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to sec.240.14a-12

HASBRO, INC.

(Name of Registrant as Specified In Its Charter)

Payment Of Filing Fee (Check The Appropriate Box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
 - 1) Title of each class of securities to which transaction applies:
 - 2) Aggregate number of securities to which transaction applies:
 - 3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):
 - 4) Proposed maximum aggregate value of transaction:
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- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
 - 1) Amount Previously Paid:
 - 2) Form, Schedule or Registration Statement No.:
 - 3) Filing Party:
 - 4) Date Filed:



May 2015

Shareholder
Engagement



Business Overview

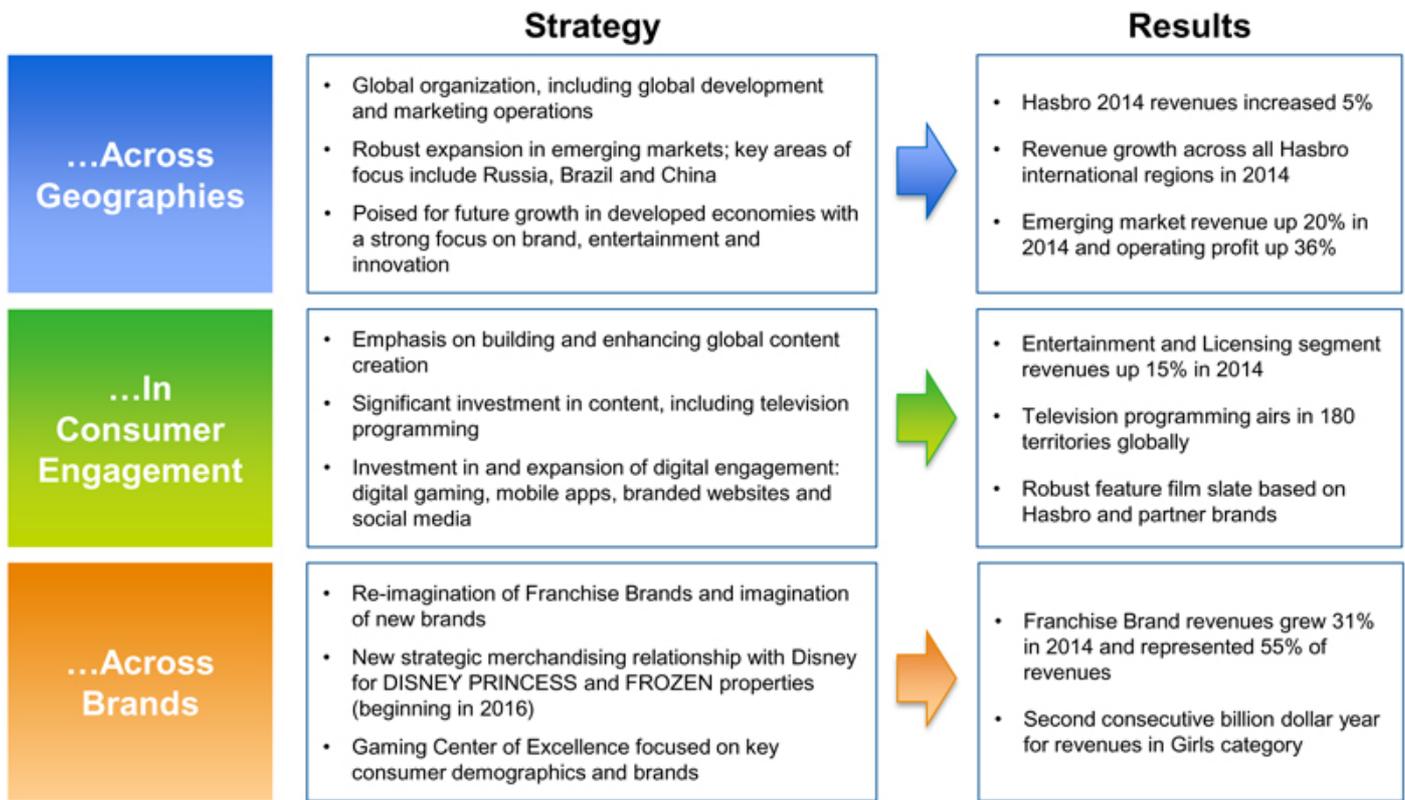
Hasbro is a global company committed to Creating the World's Best Play Experiences, by leveraging its beloved brands, including LITTLEST PET SHOP, MAGIC: THE GATHERING, MONOPOLY, MY LITTLE PONY, NERF, PLAY-DOH and TRANSFORMERS in addition to premier partner brands

- Hasbro builds brands across feature films, television, digital gaming and lifestyle licensing (e.g., with apparel, food and bedding companies) as well as toy and game innovation
 - **Brand Blueprint: The cornerstone of our strategy**
 - Rather than only producing toys and games, Hasbro now focuses on developing its brands, with emphasis on seven key Franchise Brands that deliver significant revenue and operating profit potential
- Ongoing cultivation of strategic partnerships with industry leaders; e.g., The Walt Disney Company, including for MARVEL and STAR WARS as well as DISNEY PRINCESS and FROZEN brands (beginning in 2016)
- Commitment to corporate social responsibility, including-product safety, environmental responsibility and ethical sourcing

TRANSFORMERS



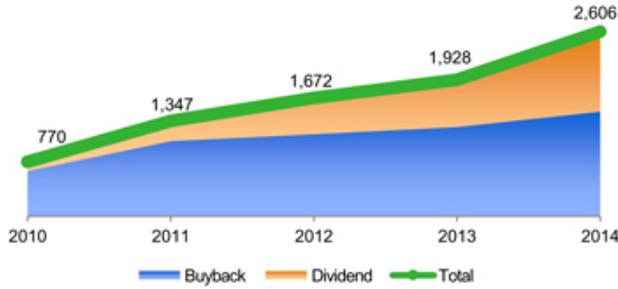
Comprehensive Business Strategy to Drive Growth...



Strong Performance and a History of Capital Return

Commitment to Share Repurchases and Dividend Growth

Aggregate Value of Dividends and Share Repurchases (\$M)



Share Repurchases

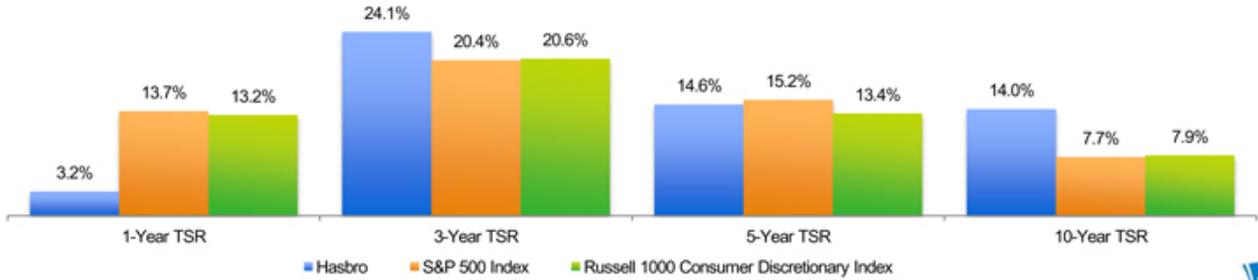
- New \$500M share repurchase authorization announced in February 2015; total of \$3.3B of share repurchases since 2005

Dividend

- Dividend increased 7% in February 2015 to \$0.46 per share (Payable May 15, 2015)
- Latest increase is 11th in a 12 year period during which quarterly dividend grew from \$0.03 per share to \$0.46 per share

Long-Term TSR Performance Relative to Indices

Annualized 1-Year, 3-Year, 5-Year and 10-Year Total Shareholder Return Ending 12/31/2014



Key Changes to CEO Pay

Our Board and CEO amended our CEO's employment agreement in direct response to feedback received from shareholders

We engaged with nearly holders of 50% of total shares outstanding as of 2014 year end

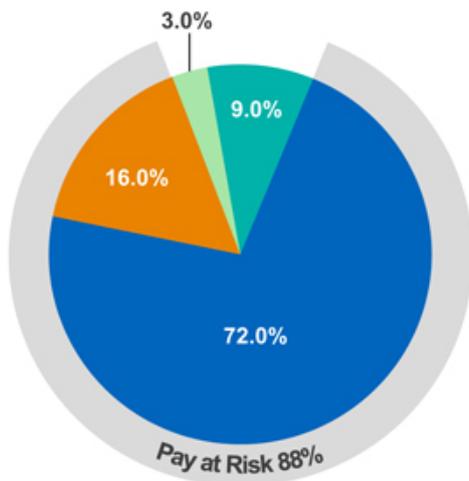
<p>Reduced Long-term Incentive Target for CEO</p>	<ul style="list-style-type: none"> Decreased annual target from 500% of base salary to 400% of base salary effective for balance of employment agreement
<p>Added ROIC as a Performance Metric</p>	<ul style="list-style-type: none"> Added ROIC, along with net revenue and EPS, as a performance metric for performance share awards beginning in 2015
<p>Eliminated TSR Performance Multiplier</p>	<ul style="list-style-type: none"> Eliminated 2.0X multiplier that could have increased the number of performance awards granted on the basis of a company/index TSR comparison (to S&P 500) from 2013 and 2014 performance share awards
<p>Added Vesting Component to One-Time RSU Grant</p>	<ul style="list-style-type: none"> Added second requirement for full vesting of RSUs not yet earned at date of amendment Share price must be at or above designated share price threshold over a 30 trading day period prior to (1) end of CEO's contract in December 2017, or (2) termination if that occurs at an earlier date, even if share price thresholds had been satisfied earlier If stock price is not maintained over 30 trading day period, as little as 50% of RSUs will vest, with actual percentage determined in accordance with fixed schedule

Net Result: Potential forfeiture of \$11M in compensation



CEO Pay is Closely Aligned with Company Performance

2014 of CEO Pay At-Risk*



- Fixed Compensation (Salary)
- Variable Equity Compensation
- Variable Non-Equity Compensation
- Change in Pension Value and NQDC Earnings and All Other Compensation

*Includes second tranche of Special RSU Award given under amended employment agreement in 2014

2015 CEO Pay Program Elements

Base Salary	<ul style="list-style-type: none"> Set at industry competitive level, in light of individual experience and performance 		
Annual Incentive Plan	<ul style="list-style-type: none"> Performance-based; tied to company and individual achievement against stated annual financial and non-financial goals Align management behavior with shareholder interests 		
	Performance Measures	40%	Total Net Revenues
		40%	Operating Margin
		20%	Free Cash Flow
Long-Term Incentive Plan	Performance Contingent Stock Awards	50%	<ul style="list-style-type: none"> Earned based on challenging goals that require strong performance over three-year performance period EPS (34% weighting) Net revenue (33% weighting) ROIC (33% weighting; new for 2015)
	Stock Options	50%	<ul style="list-style-type: none"> 7- year term Vest over a 3-year period



Experienced Board with Deep Industry Knowledge

Board refreshment in process, with three new directors appointed in 2014*



Richard Stoddart
CEO, Leo Burnett North America

- Joined Board in March 2014
- Extensive marketing & communications experience, including digital advertising and social media



Linda Zecher
CEO, Houghton Mifflin Harcourt

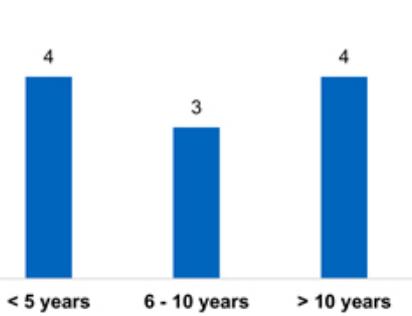
- Joined Board in October 2014
- Leading HMH's transformation to a digitally-focused learning and content company
- International business experience
- Previously a senior executive at Microsoft



Michael Burns
Vice Chairman, Lionsgate

- Joined Board in December 2014
- Contributes substantial media expertise, as well as financial acumen and operational experience
- Significant experience in motion picture and television production and distribution

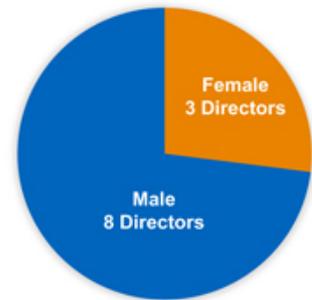
Balanced Tenure



Strong Independent Leadership



Diverse Perspectives



*Data based on Board slate up for election at 2015 annual meeting



Strong Corporate Governance Practices and Robust Independent Oversight of Management

✓ All directors elected annually under majority vote standard

✓ Lead Independent Director, with clearly defined, robust responsibilities

✓ Mandatory director stock ownership (5x retainer)

✓ Strong "overboarding" policy (≤ 3 other public boards; ≤ 1 other public board for sitting CEOs)

✓ Careful board succession planning and annual board and committee self-assessments

✓ In-depth annual Board review of management succession plans

✓ History of substantive engagement and dialogue with shareholders

✓ Longstanding commitment to and board leadership on corporate social responsibility

Board Leadership Changes

- Our long-time Chairman and former CEO, Alfred Verrecchia, is retiring as of the 2015 annual meeting
- The Board appointed CEO Brian Goldner as Chairman (effective as of 2015 annual meeting)
- The Board created a robust Lead Independent Director position and appointed Basil Anderson to that role
 - Mr. Anderson has a breadth of experience in corporate governance, finance, and strategic planning including as former Vice Chairman of Staples and former CFO of Campbell Soup
 - Mr. Anderson has been a key participant in Hasbro's shareholder outreach program
 - Lead Independent Director duties include:
 - Reviewing and approving meeting agendas and schedules
 - Reviewing and approving materials sent to the Board
 - Advising management on quantity, quality and timeliness of information provided to the Board
 - Serving as liaison to shareholders and other stakeholders

The Board believes the combination of these roles with proven leaders positions Hasbro well for future success

The Board Recommends a Vote AGAINST Three Shareholder Proposals

Proxy Access – Prop. #4

- The Board believes the Proposal is not in the best interests of Hasbro's shareholders
 - Our director nomination process is carefully designed to ensure a board with balanced skill sets, perspective and experience
 - The Proposal does not recognize our commitment to shareholder outreach and responsiveness to shareholders
 - Our strong governance practices include election of all directors annually based on a majority vote standard
 - We already have a mechanism in place for shareholders to propose nominees for election to the Board
- Before we received this proposal, no shareholder had asked us to implement proxy access. Since receiving the proposal, we have been asking shareholders for views on proxy access; shareholders we have spoken with thus far have expressed differences on these issues, including whether they support any type of proxy access bylaw

Post-Termination Equity Holding Period – Prop. #5

- Excessive retention requirements in proposal could harm Company's ability to attract and retain top executives (including by encouraging early departure from Company), and may encourage undesirable risk taking
- Hasbro has significant share ownership requirements in place, as well as a policy prohibiting pledging or hedging of Company shares
- Proposal does not recognize the existing strong alignment of executive compensation plans with shareholder interests

Limit on Equity Vesting on Change-in-Control – Prop. #6

- Company's current double trigger approach best serves the Company and shareholders, including by incentivizing employees to remain through completion of change in control
- Current structure gives Compensation Committee flexibility to accelerate vesting in situations it deems appropriate and in the best interests of Company and shareholders
- Many senior executives receive the majority of compensation in equity; the proposal could put the Company at a competitive disadvantage in attracting and retaining talent

BRAND BLUEPRINT





Safe Harbor

FORWARD-LOOKING STATEMENTS: This presentation contains forward-looking statements concerning management's expectations, goals, objectives and similar matters, which are subject to risks and uncertainties. These forward-looking statements may include comments concerning our product and entertainment plans, business opportunities, plans and strategies, financial goals and expectations for our future financial performance and achieving our objectives. There are many factors that could cause actual results and experience to differ materially from the anticipated results or other expectations expressed in these forward-looking statements, including consumer and retailer interest in and acceptance of our products and product lines, changes in marketing and business plans and strategies as well as future global economic conditions, including foreign exchange rates. Some of those factors are set forth in the Company's Annual Reports on Form 10-K, in the Company's Quarterly Reports on Form 10-Q, in the Company's Current Reports on Form 8-K and in the Company's other public disclosures. The Company undertakes no obligation to make any revisions to the forward-looking statements contained in this presentation to reflect events or circumstances occurring after the date of this presentation.

REGULATION G: Information required by Securities and Exchange Commission Regulation G, regarding non-GAAP financial measures, as well as other financial and statistical information, are available on the Investor Relations' section of Hasbro's website at: <http://investor.hasbro.com>, under the subheading "Financial Information" – "Quarterly Results."



Questions?
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