

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 2 TO

FORM S-8

REGISTRATION STATEMENT UNDER

THE SECURITIES ACT OF 1933

HASBRO, INC.

(Name of Registrant)

Rhode Island

05-0155090

(State of Incorporation)

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

1027 Newport Avenue Pawtucket, Rhode Island 02861

(Principal Executive Offices)

HASBRO, INC. EMPLOYEE NON-QUALIFIED STOCK PLAN
AND
HASBRO, INC. NON-QUALIFIED DEFERRED COMPENSATION PLAN

(Title of Plans)

PHILLIP H. WALDOKS, ESQ.
Senior Vice President--Corporate
Legal Affairs and Secretary

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

(Name and Address of Agent)

(212) 645-2400

(Telephone Number of Agent)

Calculation of Registration Fee

| Title of Securities to be registered | Amount to be registered | Proposed maximum offering price per unit | Proposed maximum aggregate offering price | Amount of registration fee |
|--------------------------------------|-------------------------|--|---|----------------------------|
| Common Stock | 9,000,000 shares(1) | \$33.375(2) | \$300,375,000(2) | \$83,504.25 |

- (1) To be registered with respect to the Hasbro, Inc. Employee Non-Qualified Stock Plan, as amended by Amendment No. 1 thereto.
(2) Estimated solely for purposes of determining the registration fee pursuant to Rule 457(c).

PART II

Item 3. Information Required in the Registration Statement

The Registration Statement under the Securities Act of 1933 on Form S-8 of Hasbro, Inc. (the "Corporation" or the "Registrant"), file number 333-38159, filed with the Securities and Exchange Commission on October 17, 1997 is incorporated in this Post-Effective Amendment No. 2 to Registration Statement by reference and shall be deemed a part hereof.

Item 8. Exhibits

- 5.0 Opinion of Phillip H. Waldoks, Esq.
23.1 Consent of Phillip H. Waldoks, Esq. (included in Exhibit

5.0).

23.2 Consent of Independent Auditors.

24.0 Power of Attorney (Incorporated by reference to signature page of the Corporation's Registration Statement on Form S-8, dated October 17, 1997.)

SIGNATURES

The Registrant

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 Post-Effective Amendment No. 2 to 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 April 22, 1999.

HASBRO, INC. (Registrant)

By: /s/ Phillip H. Waldoks

Phillip H. Waldoks,
Attorney-in-Fact

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 2 to 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, ----- Officer and Director (Principal Executive Officer) | April 22, 1999 Chief Executive |
| /s/ John T. O'Neill* ----- John T. O'Neill | Executive Vice President and ----- (Principal Financial and Accounting Officer) | April 22, 1999 Chief Financial Officer |
| /s/ Alan R. Batkin* ----- Alan R. Batkin | Director | April 22, 1999 |
| ----- Herbert M. Baum | Director | April , 1999 |

| | | |
|---|----------|----------------|
| /s/ Harold P. Gordon* ----- Harold P. Gordon | Director | April 22, 1999 |
| | | |
| /s/ Alex Grass* ----- Alex Grass | Director | April 22, 1999 |
| | | |
| /s/ Sylvia K. Hassenfeld* ----- Sylvia K. Hassenfeld | Director | April 22, 1999 |
| | | |
| /s/ Marie-Josée Kravits Director ----- Marie-Josée Kravits | | April 22, 1999 |
| | | |
| ----- Claudine B. Malone | Director | April , 1999 |
| | | |
| /s/ Morris W. Offit* ----- Morris W. Offit | Director | April 22, 1999 |
| | | |
| /s/ Norma T. Pace* ----- Norma T. Pace | Director | April 22, 1999 |
| | | |
| /s/ E. John Rosenwald, Jr.* ----- E. John Rosenwald, Jr. | Director | April 22, 1999 |
| | | |
| /s/Carl Spielvogel* ----- Carl Spielvogel | Director | April 22, 1999 |

/s/ Preston Robert Tisch*

Preston Robert Tisch Director April 22, 1999

/s/ Alfred J. Verrecchia*

Alfred J. Verrecchia Director April 22, 1999

/s/ Paul Wolfowitz*

Paul Wolfowitz Director April 22, 1999

*/s/ Phillip H. Waldoks

Phillip H. Waldoks
Attorney-in-fact

EXHIBIT INDEX

| Exhibit No. | Description |
|-------------|--|
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May 5, 1999

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

I am Senior Vice President - Corporate Legal Affairs and Secretary 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 9,000,000 additional shares of common stock, par value \$.50 per share, of the Company (the "Common Stock") pursuant to Amendment No. 1 (the "Amendment") to the Company's Employee Non-Qualified Stock Plan (the "Plan"), I have examined and am familiar with originals or copies, certified or otherwise identified to my satisfaction, of (i) Post-Effective Amendment No. 2 to the Registration Statement on Form S-8 relating to an additional 9,000,000 shares of Common Stock (the "Post-Effective Amendment"), (ii) the Amendment, as approved by the Compensation and Stock Option Committee of the Board of Directors of 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 and the Board of Directors of the Company relating to the proposed issuance and registration of an additional 9,000,000 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 additional 9,000,000 shares of Common Stock reserved for issuance pursuant to the Plan as of the date hereof (prior to any adjustment for subsequent events pursuant to the Plan) have been duly authorized and, when so issued in accordance with the terms of the Plan, 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 Post-Effective Amendment. I also consent to be named in the Post-Effective Amendment 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

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

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 27, 1998, which is incorporated by reference herein.

/s/ KPMG LLP

KPMG LLP

Providence, Rhode Island
May 5, 1999
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