

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): October 21, 1996

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

The October 21, 1996 Press Release of the Registrant attached hereto as EXHIBIT 99 is incorporated herein by reference.

Item 7. Financial Statements and Exhibits

99 Press Release, dated October 21, 1996, of Hasbro, Inc.

SIGNATURES

Pursuant to the requirements of the Securities 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: October 21, 1996

By:\s\John T. O'Neill

John T. O'Neill

Executive Vice President and
Chief Financial Officer
(Duly Authorized Officer and
Principal Financial Officer)

HASBRO, INC.
Current Report on Form 8-K
Dated October 21, 1996

Exhibit Index

Exhibit
No.

Exhibits

99 Press Release dated October 21, 1996

For Immediate Release
October 21, 1996

Contact: John T. O'Neill
Telephone: 401-431-8500

HASBRO, INC. ANNOUNCES REVENUES AND
EARNINGS FOR THIRD QUARTER 1996

Pawtucket, RI (October 21, 1996) -- Hasbro, Inc. (HAS:ASE) today reported third quarter revenues of \$845,148,000, up from \$826,165,000 in the third quarter of 1995. Net earnings for the quarter increased to \$70,469,000 or \$.81 per share, a growth of approximately 13% from the 1995 level of \$63,572,000, or \$.72 per share.

For the nine months, revenues totaled \$1,895,442,000, compared with \$1,834,522,000 in 1995. Net earnings for the year to date were \$100,820,000, or \$1.15 per share, up 14% from the \$89,488,000, or \$1.01 per share a year ago, absent the impact of the second quarter 1995 \$31,100,000 pretax charge related to a discontinued development project. The reported 1995 nine month earnings were \$70,362,000, or \$.80 per share.

"I am very pleased to be able to report growth in both revenues and earnings again this quarter", said Alan G. Hassenfeld, Chairman and Chief Executive Officer. "In the United States, boys' toys and the game products from Milton Bradley and Parker Brothers continued the momentum which was evident in the second quarter. Our Batman(R) and Star Wars(R) action figures and accessories provided fun-filled play experiences for children throughout the country and our line of large dolls, including the number one at retail, Baby Go Bye Bye(TM) continued to be strong. Our classic games performed very well and we continued to see impressive strength in many of our newer items, including Puzz 3D(TM) and the Goosebumps(TM) games and puzzles. Internationally, absent the impact of unfavorable foreign currency translation rates and reflecting growth in the United Kingdom, Mexico, Asia/Pacific and our K'Nex operations, revenues marginally exceeded those of a year ago."

He continued, "This revenue increase also drove our earnings. Additionally, earnings were helped by a reduction in the tax rate, largely due to a one-time benefit from the expected utilization of certain international tax losses from prior years. Adversely impacting us this quarter were the costs provided for the previously announced closing of our Amsterdam, New York manufacturing facility."

"During the quarter we aggressively continued the repurchase of our shares in the open market, adding more than 800,000 to those in our treasury. During the past twelve months we have purchased in excess of 2,100,000 shares and have authorization to purchase almost 4,000,000 more. Even after these purchases, which have used approximately \$75,000,000 of cash, our balance sheet remains strong. Receivables, while at a higher level than those of a year ago, are relatively constant when expressed as days sales outstanding and the growth in inventories experienced recently continues to moderate."

Mr. Hassenfeld concluded, "The momentum that started in the 4th quarter of 1995 is continuing. Our new products are being well received and we just completed a very successful preview of our 1997 line with our major customers. We are optimistic about the full year and look forward with great anticipation to 1997 when we will present product for three of the year's major movie releases - the re-release of `Star Wars Trilogy', Steven Spielberg's `Jurassic Park - The Lost World' and the fourth Batman movie, `Batman and Robin'. All of this, coupled with our work to turn Hasbro into a global, brand driven organization, is part of our continuing effort to enhance shareholder value."

(Tables Attached)

HASBRO, INC.

CONSOLIDATED STATEMENTS OF EARNINGS

(Thousands of Dollars and Shares Except Per Share Data)

	Quarter Ended		Nine Months Ended (1)	
	Sep 29, 1996	Oct 1, 1995	Sep 29, 1996	Oct 1, 1995
Net Revenues	\$845,148	826,165	\$1,895,442	1,834,522
Cost of Sales	372,273	360,852	844,228	807,509
Gross Profit	472,875	465,313	1,051,214	1,027,013
Amortization	9,939	9,718	29,745	28,686
Royalties, Research and Development	85,929	78,318	204,707	195,487
Discontinued Development Project	-	-	-	31,100
Advertising	116,446	123,537	252,893	261,934
Selling, Distribution and Administration	146,941	142,977	397,215	382,785
Operating Profit	113,620	110,763	166,654	127,021
Interest Expense	9,419	10,932	19,678	24,139
Other (Income), Net	(733)	(3,539)	(6,210)	(11,528)
Earnings Before Income Taxes	104,934	103,370	153,186	114,410
Income Taxes	34,465	39,798	52,366	44,048
Net Earnings	\$ 70,469	63,572	\$ 100,820	70,362
Per Common Share(2)				
Net Earnings	\$.81	.72	\$ 1.15	.80
Cash Dividends Declared	\$.10	\$.08	\$.30	.24
Weighted Average Number of Shares	87,413	88,347	87,969	88,290

(1) - 1996 consists of 39 weeks; 1995, 40 weeks.

(2) - Primary and fully diluted data are not shown separately as they are substantially the same.

HASBRO, INC.

CONSOLIDATED CONDENSED BALANCE SHEETS

(Thousands of Dollars)

	Sep. 29, 1996	Oct. 1, 1995
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Assets		
Cash and Temporary Investments	\$ 57,753	\$ 53,785
Accounts Receivable, Net	1,184,615	1,128,119
Inventories	402,704	390,095
Other	155,941	158,264
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Total Current Assets	1,801,013	1,730,263
Property, Plant and Equipment, Net	301,453	306,464
Other Assets	897,009	880,782
	-----	-----
Total Assets	\$2,999,475	\$2,917,509
	=====	=====
Liabilities and Shareholders' Equity		
Short-term Borrowings	\$ 553,136	\$ 566,820
Payables and Accrued Liabilities	654,947	673,621
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Total Current Liabilities	1,208,083	1,240,441
Long-term Debt	149,907	149,991
Deferred Liabilities	70,556	65,143
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Total Liabilities	1,428,546	1,455,575
Total Shareholders' Equity	1,570,929	1,461,934
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Total Liabilities and Shareholders' Equity	\$2,999,475	\$2,917,509
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