

WALT DISNEY CO/  
Form S-4  
September 22, 2009  
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As filed with the Securities and Exchange Commission on September 22, 2009

Registration No. 333-

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM S-4**  
**REGISTRATION STATEMENT**

*UNDER*

*THE SECURITIES ACT OF 1933*

**THE WALT DISNEY COMPANY**

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

7990  
(Primary Standard Industrial  
Classification Code Number)

95-4545390  
(I.R.S. Employer  
Identification No.)

500 South Buena Vista Street, Burbank, California 91521

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(818) 560-1000

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Alan N. Braverman

Senior Executive Vice President, General Counsel and Secretary

500 South Buena Vista Street, Burbank, California 91521

(818) 560-1000

(Name, address, including zip code, and telephone number, including area code, of agent for service)

*Copies to:*

Morton A. Pierce, Esq.	John N. Turitzin	Michael L. Zuppone, Esq.
Chang-Do Gong, Esq.	Executive Vice President	Carl R. Sanchez, Esq.
Dewey & LeBoeuf LLP	Office of the Chief Executive and General Counsel	Paul, Hastings, Janofsky & Walker LLP
1301 Avenue of the Americas	Marvel Entertainment, Inc.	75 East 55th Street, First Floor
New York, New York 10019	417 Fifth Avenue	New York, New York 10022
(212) 259-8000	New York, New York 10016	(212) 318-6000

(212) 576-4000

**Approximate date of commencement of proposed sale of the securities to the public:** As soon as practicable after the effectiveness of this registration statement and the satisfaction or waiver of all other conditions under the merger agreement described herein.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box. "

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company   
(Do not check if a smaller reporting company)

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If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer) " "  
 Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer) " "

### CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered <sup>(1)</sup>	Amount to be Registered <sup>(2)</sup>	Proposed Maximum Offering Price Per Unit	Proposed Maximum Aggregate Offering Price <sup>(3)</sup>	Amount of Registration Fee <sup>(4)</sup>
Common Stock, par value \$0.01 per share	N/A	N/A	\$2,120,822,168	\$118,342

(1) This Registration Statement relates to common stock, par value \$0.01 per share, of the registrant issuable to holders of common stock, par value \$0.01 per share ( Marvel common stock ), of Marvel Entertainment, Inc., a Delaware corporation ( Marvel ), pursuant to the Agreement and Plan of Merger, dated as of August 31, 2009, by and among The Walt Disney Company, a Delaware corporation ( Disney ), Maverick Acquisition Sub, Inc., a Delaware corporation and a wholly owned subsidiary of Disney, Maverick Merger Sub, LLC, a single member Delaware limited liability company and wholly owned subsidiary of Disney, and Marvel.

(2) Omitted in reliance on Rule 457(o) of the Securities Act of 1933.

(3) Estimated solely for the purpose of calculating the registration fee required by Section 6(b) of the Securities Act of 1933 and computed pursuant to Rule 457(c) and 457(f) of the Securities Act of 1933. The proposed maximum offering price is equal to (i) the product of (a) \$49.55, the average of the high and low prices per share of the common stock of Marvel as reported on the New York Stock Exchange composite transactions reporting system on September 21, 2009 and (b) the maximum possible number of shares of Marvel common stock to be canceled pursuant to the merger (calculated as 91,462,515, which is the number of issued and outstanding shares of Marvel common stock as of September 15, 2009 and which includes the number of shares of Marvel common stock held by any subsidiary of Marvel and the number of shares of Marvel common stock issuable pursuant to the exercise of outstanding stock options, restricted shares and deferred stock units), minus (ii) the cash portion of the consideration to be paid by Disney to holders of Marvel common stock.

(4) Computed in accordance with Section 6(b) of the Securities Act of 1933 by multiplying 0.0000558 by the proposed maximum aggregate offering price.

**The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the registration statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.**

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**The information in this proxy statement/prospectus is not complete and may be changed. Disney may not sell these securities until the registration statement filed with the Securities and Exchange Commission, of which this document is a part, is declared effective. This proxy statement/prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any jurisdiction where the offer, solicitation or sale is not permitted or would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. Any representation to the contrary is a criminal offense.**

**Subject to completion, dated September 22, 2009**

[ ], 2009

To the Stockholders of Marvel Entertainment, Inc.:

You are cordially invited to attend a special meeting of stockholders of Marvel Entertainment, Inc., or Marvel, to be held on [ ], 2009 at the offices of Paul, Hastings, Janofsky & Walker LLP, 75 East 55th Street, New York, New York, which we refer to as the special meeting. As previously announced, Marvel and The Walt Disney Company, or Disney, entered into a merger agreement on August 31, 2009, which provides for a merger in which Marvel will become a wholly-owned subsidiary of Disney. At the effective time of the merger, each outstanding share of Marvel common stock (other than treasury shares held by Marvel, shares held by a subsidiary of Marvel or dissenting shares) will be converted into the right to receive \$30.00 in cash and 0.7452 shares of Disney common stock, subject to adjustment in certain circumstances based on the value of Disney common stock at the closing of the merger as more fully described in the accompanying document.

The shares of Disney and Marvel common stock are traded on the New York Stock Exchange under the symbols DIS and MVL, respectively. On September 18, 2009, the closing sale price of Disney common stock was \$28.44.

We are asking you to vote to adopt the merger agreement at the special meeting. **The Marvel board of directors recommends that you vote FOR the adoption of the merger agreement and FOR the adjournment of the special meeting, if necessary to solicit additional proxies if there are insufficient votes to adopt the merger agreement at the time of the special meeting.** Only stockholders who hold shares of Marvel common stock at the close of business on [ ], 2009 will be entitled to vote at the special meeting.

The obligations of Disney and Marvel to complete the merger are subject to the conditions set forth in the merger agreement and summarized in the accompanying proxy statement/prospectus. More information about Disney, Marvel, the special meeting, the merger agreement and the merger is contained in the accompanying proxy statement/prospectus. **You are encouraged to read carefully the accompanying proxy statement/prospectus in its entirety, including the section titled Risk Factors beginning on page 24.**

**Your vote is very important.** Marvel cannot complete the merger unless the merger agreement is adopted by the affirmative vote of the holders of a majority of the outstanding shares of Marvel common stock entitled to vote at the special meeting. **Whether or not you expect to attend the special meeting in person, we urge you to submit your proxy as promptly as possible (1) through the Internet, (2) by telephone or (3) by marking, signing and dating the enclosed proxy card and returning it in the postage-paid envelope provided.** If you hold your shares in street name, you should instruct your broker how to vote in accordance with your voting instruction card. If you do not submit your proxy, do not instruct your broker how to vote your shares or do not vote in person at the special meeting, it will have the same effect as a vote against the adoption of the merger agreement.

On behalf of the Marvel board of directors, thank you for your continued support.

Sincerely,

Morton E. Handel

Chairman of the Board of Directors

**Neither the Securities and Exchange Commission nor any state securities regulator has approved or disapproved the merger and other transactions described in this proxy statement/prospectus nor have they approved or disapproved the issuance of the Disney common stock to be issued in connection with the merger, or passed upon the accuracy or adequacy of this proxy statement/prospectus. Any representation to the contrary is a criminal offense.**

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*The accompanying proxy statement/prospectus is dated [ ], 2009 and is first being mailed to stockholders of Marvel on or about [ ], 2009.*

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**ADDITIONAL INFORMATION**

This proxy statement/prospectus incorporates important business and financial information about Disney and Marvel from documents that each company has filed with the Securities and Exchange Commission but that have not been included in or delivered with this proxy statement/prospectus. For a listing of documents incorporated by reference into this proxy statement/prospectus, please see **Where You Can Find Additional Information** beginning on page 106 of this proxy statement/prospectus.

Disney will provide you with copies of such documents relating to Disney (excluding all exhibits unless Disney has specifically incorporated by reference an exhibit in this proxy statement/prospectus), without charge, upon written or oral request to:

**The Walt Disney Company**

**500 South Buena Vista Street**

**Burbank, California 91521**

**Shareholder Services Department**

**(818) 553-7200**

Marvel will provide you with copies of such documents relating to Marvel (excluding all exhibits unless Marvel has specifically incorporated by reference an exhibit in this proxy statement/prospectus), without charge, upon written or oral request to:

**Marvel Entertainment, Inc.**

**417 Fifth Avenue**

**New York, New York 10016**

**Corporate Secretary**

**(212) 576-4000**

In addition, if you have questions about the merger or the proxy statement/prospectus, would like additional copies of the proxy statement/prospectus or the documents incorporated by reference into the proxy statement/prospectus or need to obtain proxy cards or other information related to the proxy solicitation, you may contact MacKenzie Partners, Inc., Marvel's proxy solicitor, at the address and telephone number listed below. You will not be charged for any of these documents that you request.

**MacKenzie Partners, Inc.**

**105 Madison Avenue**

**New York, New York 10016**

**Tel: (800) 322-2885 (toll free) or (212) 929-5500 (call collect)**

**Email: [proxy@mackenziepartners.com](mailto:proxy@mackenziepartners.com)**

In order for you to receive timely delivery of the documents in advance of the special meeting of Marvel stockholders, you must request the information no later than [ ], 2009.

**ABOUT THIS PROXY STATEMENT/PROSPECTUS**

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This proxy statement/prospectus, which forms a part of a registration statement on Form S-4 filed with the Securities and Exchange Commission by Disney, constitutes a prospectus of Disney under Section 5 of the Securities Act of 1933, as amended, which is referred to as the Securities Act in this proxy statement/prospectus, with respect to the shares of Disney common stock to be issued to Marvel stockholders in connection with the merger. This document also constitutes a proxy statement under Section 14(a) of the Securities Exchange Act of 1934, as amended, which is referred to as the Exchange Act in this proxy statement/prospectus, and a notice of meeting with respect to the meeting of Marvel stockholders to consider and vote upon, among other matters, the proposal to adopt the merger agreement.

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417 Fifth Avenue

New York, New York 10016

**NOTICE OF SPECIAL MEETING OF STOCKHOLDERS**

**To Be Held on [ ], 2009**

To the Stockholders of Marvel Entertainment, Inc.:

Notice is hereby given that a special meeting of stockholders of Marvel Entertainment, Inc., a Delaware corporation, which is referred to as Marvel, will be held on [ ], 2009 at [ ], local time, at the offices of Paul, Hastings, Janofsky & Walker LLP, 75 East 55th Street, New York, New York, for the following purposes:

1. To consider and vote on a proposal to adopt the Agreement and Plan of Merger, dated as of August 31, 2009, as the same may be amended from time to time, by and among The Walt Disney Company, a Delaware corporation, which is referred to as Disney, Maverick Acquisition Sub, Inc., a Delaware corporation and wholly owned subsidiary of Disney, Maverick Merger Sub, LLC, a Delaware limited liability company and wholly owned subsidiary of Disney, and Marvel, a copy of which is attached as Annex A to the proxy statement/prospectus accompanying this notice, which is referred to as the merger proposal.
2. To approve the adjournment of the special meeting, if necessary to solicit additional proxies if there are insufficient votes to approve the merger proposal at the time of the special meeting, which is referred to as the adjournment proposal.

The merger proposal is more fully described in the accompanying proxy statement/prospectus, which you should read carefully in its entirety before voting. **The Marvel board of directors unanimously recommends that you vote FOR the merger proposal and FOR the adjournment proposal.**

Only holders of record of Marvel's common stock at the close of business on [ ], 2009, which is referred to as the record date, are entitled to notice of and to vote at the special meeting or any adjournment or postponement thereof. A majority of the outstanding shares of Marvel common stock entitled to vote at the special meeting must be voted in favor of the adoption of the merger agreement in order for the merger to be completed. Therefore, your vote is very important. Your failure to vote your shares has the same effect as voting against the merger proposal.

Under Delaware law, holders of record of Marvel common stock who do not vote in favor of adoption of the merger agreement have the right to seek appraisal of the fair value of their shares of Marvel common stock if the merger is completed. To exercise your appraisal rights, you must strictly follow the procedures prescribed by Delaware law, including, among other things, submitting a written demand for appraisal to Marvel before the vote is taken on the merger proposal, and you must not vote in favor of the merger proposal. These procedures are summarized in the accompanying proxy statement/prospectus in the section titled "The Merger Appraisal Rights" beginning on page 67 (the text of the applicable provisions of Delaware law is included as Annex D to the accompanying proxy statement/prospectus).

All Marvel stockholders are cordially invited to attend the special meeting in person. **However, to assure your representation at the special meeting, please submit your proxy as promptly as possible using one of the following methods: (1) through the Internet, (2) by telephone or (3) by marking, signing and dating the enclosed proxy card and returning it in the postage-paid envelope provided.** Any stockholder attending the special meeting may vote in person even if he or she has voted using the Internet, telephone or proxy card.

By Order of the Board of Directors

Benjamin Dean

Secretary

New York, New York

[ ], 2009

**IMPORTANT: WHETHER OR NOT YOU PLAN TO ATTEND THE SPECIAL MEETING, PLEASE SUBMIT YOUR PROXY AS PROMPTLY AS POSSIBLE USING ONE OF THE FOLLOWING METHODS: (1) THROUGH THE INTERNET, (2) BY TELEPHONE OR (3) BY MARKING, SIGNING AND DATING THE ENCLOSED PROXY CARD AND RETURNING IT IN THE POSTAGE-PAID ENVELOPE PROVIDED.**

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**QUESTIONS AND ANSWERS ABOUT THE MERGER AND THE SPECIAL MEETING**

*The following are some questions that you, as a stockholder of Marvel Entertainment, Inc. (which is referred to as Marvel in this proxy statement/prospectus) may have regarding the merger (as defined below) and the special meeting of Marvel stockholders (which is referred to as the special meeting in this proxy statement/prospectus), and brief answers to those questions. Marvel urges you to read carefully the remainder of this proxy statement/prospectus because the information in this section may not provide all the information that might be important to you with respect to the merger being considered at the special meeting. Additional important information is also contained in the annexes to, and the documents incorporated by reference in, this proxy statement/prospectus.*

**Q: Why am I receiving this proxy statement/prospectus?**

A: The Walt Disney Company (which is referred to as Disney in this proxy statement/prospectus) has agreed to acquire Marvel under the terms of a merger agreement that is described in this proxy statement/prospectus. Please see *The Merger Agreement* beginning on page 72 of this proxy statement/prospectus. A copy of the merger agreement is attached to this proxy statement/prospectus as Annex A.

This proxy statement/prospectus contains important information about the merger, the merger agreement and the special meeting, and you should read this proxy statement/prospectus carefully.

In order to complete the merger, Marvel stockholders must adopt the merger agreement, and all other conditions to the merger must be satisfied or waived. Marvel will hold the special meeting to obtain this approval.

Your vote is very important. Marvel encourages you to vote as soon as possible. The enclosed voting materials allow you to vote your Marvel shares without attending the special meeting. For more specific information on how to vote, please see the questions and answers below.

**Q: Why are Disney and Marvel proposing the merger?**

A: Disney and Marvel believe that combining the strengths of our two companies is in the best interests of each company and our respective stockholders. This acquisition combines Marvel's global brand and library of characters with Disney's creative skills, global portfolio of family entertainment, characters, theme parks and other franchises, and business structure that maximizes the value of creative properties across multiple platforms and territories. Disney's film distribution network and theme park, television and consumer products businesses provide a strong platform for extending the reach of the creative products produced by Marvel. By combining Marvel with Disney, Marvel stockholders will have the opportunity to participate in the benefits expected to be derived from the merger, which include a greater ability for Marvel to expand content creation and licensing businesses, and to build upon its brand and character properties by accessing Disney's numerous distribution channels. To review the reasons for the merger in greater detail, see *The Merger Recommendation of the Marvel Board of Directors and Its Reasons for the Merger* beginning on page 49 of this proxy statement/prospectus and *The Merger Disney's Reasons for the Merger* beginning on page 58 of this proxy statement/prospectus.

**Q: How does the Marvel board of directors recommend that Marvel stockholders vote?**

A: The Marvel board of directors unanimously recommends that Marvel stockholders vote **FOR** the proposal to adopt the merger agreement and **FOR** the adjournment of the special meeting, if necessary to solicit additional proxies if there are insufficient votes to adopt the merger agreement at the time of the special meeting. The Marvel board of directors has determined that the merger agreement and the transactions contemplated by the merger agreement, including the merger, are advisable, fair to and in the best interests

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of Marvel and its stockholders. Accordingly, the Marvel board of directors has approved the merger agreement and the transactions contemplated by the merger agreement, including the merger. For a more complete description of the recommendation of the Marvel board of directors, see *The Special Meeting of Marvel Stockholders Marvel Board of Directors Recommendation* beginning on page 39 of this proxy statement/prospectus and *The Merger Recommendation of the Marvel Board of Directors and Its Reasons for the Merger* beginning on page 49 of this proxy statement/prospectus.

**Q: What will happen in the merger?**

A: Pursuant to the terms of the merger agreement, Disney will acquire Marvel through a merger of Maverick Acquisition Sub, Inc., a Delaware corporation and a wholly owned subsidiary of Disney (which is referred to as Merger Sub in this proxy statement/prospectus), with and into Marvel, with Marvel continuing as the surviving corporation (which is referred to as the merger in this proxy statement/prospectus). Immediately after the merger, Marvel, as the surviving corporation in that merger, will merge with and into Maverick Merger Sub LLC, a wholly owned subsidiary of Disney (which is referred to as Merger LLC in this proxy statement/prospectus), and Merger LLC will survive and continue to exist as a wholly owned subsidiary of Disney (which is referred to as the upstream merger in this proxy statement/prospectus). In this proxy statement/prospectus, the two mergers are sometimes referred to as the transaction, and Merger LLC which is the surviving entity following the upstream merger is sometimes referred to as the surviving entity.

**Q: What consideration will Marvel stockholders receive in the merger?**

A: Marvel stockholders will receive \$30.00 in cash plus 0.7452 shares of Disney common stock (which is referred to as the exchange ratio in this proxy statement/prospectus) for each share of Marvel common stock they own (other than treasury shares held by Marvel, shares held by a subsidiary of Marvel or dissenting shares), subject to certain adjustments (which is referred to as the merger consideration in this proxy statement/prospectus). However, if the aggregate value of all shares of Disney common stock issued pursuant to the merger (other than shares issued to a subsidiary of Marvel), which is referred to as the total stock consideration in this proxy statement/prospectus, valued on the closing date of the merger, as reported on the New York Stock Exchange (which is referred to as the NYSE in this proxy statement/prospectus), at the lesser of (i) the closing price, (ii) the average of the high and low sales prices and (iii) the weighted average trading price of one share of Disney common stock (which lesser price is referred to as the closing date price in this proxy statement/prospectus), is less than 40% of the sum of the total stock consideration plus the total amount of cash paid to Marvel stockholders (including cash paid in lieu of fractional shares and deemed paid in respect of dissenting shares), which sum is referred to as the total merger consideration in this proxy statement/prospectus, then the exchange ratio will be increased, and the amount of cash paid per share of Marvel common stock will be correspondingly decreased, until the total stock consideration equals 40% of the total merger consideration. This adjustment will be made in an effort to achieve the anticipated qualification of the transaction as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended, which is referred to as the Internal Revenue Code in this proxy statement/prospectus. The adjustment will be made as follows: for each 0.0001 increase to the exchange ratio that is made, the amount of cash paid per share of Marvel common stock will be reduced by the product of 0.0001 multiplied by the average of \$26.84 and the closing date price. If such an adjustment is made when the closing date price is lower than \$26.84, the increase in the value of the per share stock consideration, based on the closing date price, will not fully offset the decrease in the per share cash consideration to be paid to Marvel stockholders. This is because the amount of additional shares of Disney common stock to be received by Marvel stockholders under the adjustment mechanism will be determined based on the closing date price of Disney common stock, whereas the corresponding reduction in the cash consideration will be made based on the average of \$26.84 (the closing price of Disney common stock on the last trading day before the merger agreement was executed) and the closing date price of Disney common stock. For examples of the possible adjustments to the merger consideration that would be paid per share of Marvel common stock based on a range of hypothetical closing date prices of Disney common

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stock, see The Merger Effects of the Merger; Merger Consideration Common Stock beginning on page 42 of this proxy statement/prospectus. Each Marvel stockholder will receive cash for any fractional share of Disney common stock that such stockholder would be entitled to receive in the merger after aggregating all fractional shares to be received by such stockholder.

**Q: What happens if the merger is not consummated?**

A: If the merger agreement is not adopted by Marvel stockholders or if the merger is not completed for any other reason, you will not receive any payment for your shares of Marvel common stock in connection with the merger. Instead, Marvel will remain an independent public company and its common stock will continue to be listed and traded on the NYSE. If the merger agreement is terminated under specified circumstances, Marvel may be required to pay Disney a termination fee of \$140 million or reimburse Disney for its reasonable out of pocket expenses (not to exceed \$10 million) as described under the caption The Merger Agreement Termination; Termination Fee; Expenses as described more fully on page 86 of this proxy statement/prospectus.

**Q: What are the United States federal income tax consequences of the transaction?**

A: Disney and Marvel expect the transaction to qualify as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code. If the transaction qualifies as a reorganization, a Marvel stockholder generally will recognize gain (but not loss), determined separately for each identifiable block of shares of Marvel common stock (generally, Marvel common stock acquired at different prices or at different times) that is exchanged in the transaction, in an amount equal to the lesser of (i) the amount of cash received in the transaction with respect to such block and (ii) the excess, if any, of (a) the sum of the amount of cash and the fair market value of the Disney common stock received in the transaction with respect to such block over (b) the Marvel stockholder's tax basis in its shares of Marvel common stock in such block.

A Marvel stockholder generally will recognize gain or loss with respect to cash received in lieu of a fractional share of Disney common stock in the transaction measured by the difference, if any, between the amount of cash received and the tax basis in such fractional share.

Marvel stockholders are urged to read the discussion in the section titled The Merger Material United States Federal Income Tax Consequences of the Transaction beginning on page 64 of this proxy statement/prospectus and to consult their tax advisors as to the United States federal income tax consequences of the transaction, as well as the effects of state, local and non-United States tax laws.

**Q: Did the Marvel board of directors obtain a fairness opinion regarding the consideration being given by Disney to Marvel stockholders?**

A: Yes. On August 30, 2009, Merrill Lynch, Pierce, Fenner & Smith Incorporated (which is referred to as BofA Merrill Lynch in this proxy statement/prospectus), delivered its written opinion to the Marvel board of directors that, as of that date and subject to the various assumptions made, procedures followed, factors considered and limitations on the review set forth in its opinion, the merger consideration to be received in the merger by holders of Marvel common stock was fair, from a financial point of view, to such holders. The full text of this opinion is attached to this proxy statement/prospectus as Annex C. You are urged to read the opinion carefully and in its entirety for a description of the procedures followed, assumptions made, factors considered, and limitations included in connection with the review undertaken.

**Q: What vote of Marvel stockholders is required to adopt the merger agreement and approve the proposal to adjourn the special meeting, if necessary?**

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A: Marvel cannot complete the merger unless the merger agreement is adopted by the affirmative vote of the holders of a majority of the outstanding shares of Marvel common stock entitled to vote at the special

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meeting. Approval of the proposal to adjourn the special meeting, if necessary to solicit additional proxies if there are insufficient votes to adopt the merger agreement at the time of the special meeting, requires the affirmative vote of a majority of the shares of Marvel common stock present in person or represented by proxy at the special meeting and entitled to vote at the special meeting.

Only holders of record of Marvel common stock at the close of business on [ ], 2009, which is referred to as the record date in this proxy statement/prospectus, are entitled to notice of and to vote at the special meeting. As of the record date, there were [ ] shares of Marvel common stock outstanding and entitled to vote at the special meeting.

### **Q: Is there any stockholder already committed to vote in favor of the merger?**

A: Yes. Pursuant to a voting agreement, Isaac Perlmutter, Marvel's Chief Executive Officer, and certain of his affiliates have agreed, among other things, to vote, or cause to be voted, the shares of Marvel common stock beneficially owned by each of them, representing approximately 37% of the outstanding shares of Marvel, in favor of the merger. For a more complete description of the voting agreement, see The Voting Agreement beginning on page 90 of this proxy statement/prospectus. The voting agreement is also attached to this proxy statement/prospectus as Annex B.

### **Q: Are there any risks related to the merger or any risks relating to owning Disney common stock?**

A: Yes. You should carefully review the section titled Risk Factors beginning on page 24 of this proxy statement/prospectus.

### **Q: When and where will the special meeting be held?**

A: The special meeting of Marvel stockholders will be held on [ ], 2009 at [ ], local time, at the offices of Paul, Hastings, Janofsky & Walker LLP, 75 East 55th Street, New York, New York.

### **Q: Who can attend and vote at the special meeting?**

A: All Marvel stockholders of record as of the close of business on [ ], 2009, the record date, are entitled to notice of, and to vote at, the special meeting.

### **Q: What should I do now in order to vote on the proposals being considered at the special meeting?**

A: Marvel stockholders as of the record date may vote by proxy by marking, signing and dating the enclosed proxy card and returning it in the postage paid envelope provided or by submitting a proxy over the Internet or by telephone by following the instructions on the enclosed proxy card. If you hold Marvel common stock in street name, which means your shares are held of record by a broker, bank or nominee, you must complete, sign, date and return the enclosed voting instruction form to the record holder of your shares with instructions on how to vote your shares. Please refer to the voting instruction form used by your broker, bank or nominee to see if you may submit voting instructions using the Internet or telephone.

Additionally, you may also vote in person by attending the special meeting. If you plan to attend the special meeting and wish to vote in person, you will be given a ballot at the special meeting. Please note, however, that if your shares are held in street name, and you wish to

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vote at the special meeting, you must bring a proxy from the record holder of the shares authorizing you to vote at the special meeting. Whether or not you plan to attend the special meeting, you should submit your proxy card or voting instruction form as described in this proxy statement/prospectus.

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**Q: If my shares of Marvel common stock are held in street name by my broker, bank or other nominee, will my broker, bank or other nominee vote my shares for me?**

A: Your broker, bank or other nominee will only be permitted to vote your shares of Marvel common stock if you instruct your broker, bank or other nominee how to vote. You should follow the procedures provided by your broker, bank or other nominee regarding the voting of your shares of Marvel common stock. If you do not instruct your broker, bank or other nominee to vote your shares of Marvel common stock, your shares of Marvel common stock will not be voted and the effect will be the same as a vote AGAINST the adoption of the merger agreement, but will not have an effect on any vote to adjourn the special meeting.

**Q: Do I need to send in my Marvel stock certificates now?**

A: No. You should not send in your Marvel stock certificates now. Following the merger, a letter of transmittal will be sent to Marvel stockholders informing them where to deliver their Marvel stock certificates in order to receive the merger consideration, including any cash in lieu of a fractional share of Disney common stock. You should not send in your Marvel common stock certificates prior to receiving this letter of transmittal.

**Q: What will happen if I abstain from voting or fail to vote?**

A: For the proposal to adopt the merger agreement, your failure to submit a proxy or vote in person at the special meeting, including abstentions and broker non-votes, will have the same effect as a vote against the adoption of the merger agreement.

For the proposal to adjourn the special meeting, your abstention will have the same effect as a vote against the adjournment of the special meeting, but your failure to submit a proxy or vote in person at the special meeting, including broker non-votes, will have no effect on the outcome of any vote to adjourn the special meeting.

**Q: Can I change my vote after I have delivered my proxy?**

A: Yes. If your shares are held in street name you must contact your broker, bank or other nominee to change your vote. If you are a holder of record, you can change your vote at any time before your proxy is voted at the special meeting by:

delivering a signed written notice of revocation bearing a later date to the Secretary of Marvel;

signing and delivering a new, valid proxy bearing a later date;

submitting another proxy by telephone or on the Internet (your latest telephone or Internet voting instructions will be followed); or

attending the special meeting and voting in person, although your attendance alone will not revoke your proxy.

**Q: What should I do if I receive more than one set of voting materials for the special meeting?**

- A: You may receive more than one set of voting materials for the special meeting, including multiple copies of this proxy statement/prospectus and multiple proxy cards or voting instruction forms. For example, if you hold your shares in more than one brokerage account, you will receive a separate voting instruction form for each brokerage account in which you hold shares. If you are a holder of record and your shares are registered in more than one name, you will receive more than one proxy card. Please complete, sign, date and return each proxy card and voting instruction form that you receive.

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**Q: What happens if I sell my shares of Marvel common stock before the special meeting?**

A: The record date of the special meeting is earlier than the date of the special meeting and the date that the merger is expected to be completed. If you transfer your shares of Marvel common stock after the record date but before the special meeting, you will retain your right to vote at the special meeting, but will have transferred the right to receive the merger consideration to be received by Marvel stockholders in the merger. In order to receive the merger consideration, you must hold your shares through completion of the merger.

**Q: Who can help answer my questions?**

A: If you have any questions about the merger or how to submit your proxy, or if you need additional copies of this proxy statement/prospectus or the enclosed proxy card or voting instructions, you should contact:

**MacKenzie Partners, Inc.**

**105 Madison Avenue**

**New York, New York 10016**

**Tel: (800) 322-2885 (toll free) or (212) 929-5500 (call collect)**

**Email: [proxy@mackenziepartners.com](mailto:proxy@mackenziepartners.com)**

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**SUMMARY**

*The following is a summary that highlights information contained in this proxy statement/prospectus. This summary may not contain all of the information that may be important to you. For a more complete description of the merger agreement and the merger contemplated by the merger agreement, Disney and Marvel encourage you to read carefully this entire proxy statement/prospectus, including the attached annexes. In addition, Disney and Marvel encourage you to read the information incorporated by reference into this proxy statement/prospectus, which includes important business and financial information about Disney and Marvel that has been filed with the Securities and Exchange Commission, which is referred to as the SEC in this proxy statement/prospectus. You may obtain the information incorporated by reference into this proxy statement/prospectus without charge by following the instructions in the section titled "Where You Can Find Additional Information" beginning on page 106 of this proxy statement/prospectus.*

**The Companies**

**The Walt Disney Company**

**500 South Buena Vista Street**

**Burbank, California 91521**

**(818) 560-1000**

The Walt Disney Company, together with its subsidiaries, is a diversified worldwide entertainment company with operations in five business segments: Media Networks, Parks and Resorts, Studio Entertainment, Consumer Products and Interactive Media.

The Media Networks segment is comprised of a domestic broadcast television network, television production and distribution operations, domestic television stations, cable networks, and domestic broadcast radio networks and stations.

In the Parks and Resorts segment, Disney owns and operates the Walt Disney World Resort in Florida, the Disneyland Resort in California, the Disney Vacation Club, the Disney Cruise Line and Adventures by Disney. Disney manages and has effective ownership interests of 51% and 47%, respectively, in Disneyland Paris and Hong Kong Disneyland Resort. Disney also earns royalties on revenues generated by the Tokyo Disney Resort in Japan, which is owned and operated by an unrelated entity. Disney's Walt Disney Imagineering unit designs and develops new theme park concepts and attractions as well as resort properties.

The Studio Entertainment segment produces and acquires live-action and animated motion pictures, direct-to-video programming, musical recordings and live stage plays. Disney distributes films that it produces and that it acquires (including its film and television library) in the theatrical, home entertainment and television markets.

The Consumer Products segment engages with licensees, manufacturers, publishers and retailers throughout the world to design, develop, publish, promote and sell a wide variety of products based on existing and new Disney characters and other Disney intellectual property. In addition to leveraging Disney's film and television properties, Consumer Products also develops new intellectual property with the potential of being used in Disney's other businesses. Disney also engages in retail and online distribution of products based on its characters and films through The Disney Store and DisneyShopping.com, respectively.

The Disney Interactive Media Group creates and delivers Disney-branded entertainment and lifestyle content across interactive media platforms. The primary operating businesses of the Disney Interactive Media Group are Disney Interactive Studios, which produces video games for global distribution, and Disney Online, which produces web sites and online virtual worlds in the United States and internationally. The Disney Interactive Media Group also manages Disney-branded mobile phone initiatives and provides technical infrastructure services to non Disney-branded websites, such as ABC.com and ESPN.com, and to its Disney-branded e-commerce websites, principally Disneyshopping.com and Walt Disney Parks and Resorts Online.

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**Marvel Entertainment, Inc.**

**417 Fifth Avenue**

**New York, New York 10016**

**(212) 576-4000**

Marvel Entertainment, Inc. and its subsidiaries constitute one of the world's most prominent character-based entertainment companies, with a proprietary library of over 5,000 characters. Marvel's library of characters is one of the oldest and most recognizable collections of characters in the entertainment industry, and includes Spider-Man, Iron Man, The Incredible Hulk, Captain America, Thor, The Avengers, Ghost Rider, The Fantastic Four, X-Men (including Wolverine), Blade, Daredevil, The Punisher, Namor the Sub-Mariner, Nick Fury, Silver Surfer and Ant-Man. Marvel operates in three integrated and complementary operating segments: Licensing, Publishing and Film Production.

Marvel's Licensing segment, which includes the operations of a joint venture with Sony Pictures Entertainment Inc., called Spider-Man Merchandising L.P., licenses its characters for use in a wide variety of products and media. In addition, as part of Marvel's efforts to build demand for its licensed consumer products, the Licensing segment has been producing animated television programming featuring Marvel characters, some of which began airing this year.

Marvel's Publishing segment creates and publishes comic books and trade paperbacks principally in North America. Marvel has been publishing comic books since 1939. In addition to revenues from the sale of comic books and trade paperbacks, the Publishing segment derives revenues from sales of advertising and subscriptions and from other publishing activities, such as custom comics and digital media activities.

Until Marvel began producing its own films, Marvel's growth strategy was to increase exposure of its characters by licensing them to third parties for development as movies and television shows. The increased exposure creates revenue opportunities for Marvel through increased sales of toys and other licensed merchandise. Marvel's self-produced movies represent an expansion of that strategy that also increases its level of control in developing and launching character brands. Marvel's self-produced movies also offer Marvel an opportunity to participate in the films financial performance to a greater extent than Marvel could as a licensor. The first two films produced by the Film Production segment were *Iron Man* and *The Incredible Hulk*, both of which were released in the first half of 2008. Marvel is currently in post production on one film, *Iron Man 2*, scheduled to be released May 7, 2010, and it is in pre-production on another film, *Thor*, scheduled to be released May 20, 2011. In addition, Marvel is developing two other films, *The First Avenger: Captain America* and *The Avengers*, scheduled to be released on July 22, 2011 and May 4, 2012, respectively.

**The Merger**

**(see page 42)**

Disney and Marvel agreed to the acquisition of Marvel by Disney under the terms of the merger agreement that is described in this proxy statement/prospectus. Pursuant to the merger agreement, Merger Sub, a wholly owned subsidiary of Disney, will merge with and into Marvel, with Marvel continuing as the surviving corporation. Immediately after the effective time of the merger, Marvel, as the surviving corporation in that merger, will be merged with and into Merger LLC, a wholly owned subsidiary of Disney, with Merger LLC surviving and continuing as a wholly owned subsidiary of Disney. It is intended that the upstream merger will be effected immediately after the effective time of the merger without further approval, authorization or direction from or by any of the parties to the merger agreement. Disney and Marvel have attached the merger agreement as Annex A to this proxy statement/prospectus. Disney and Marvel encourage you to read carefully the merger agreement in its entirety because it is the legal document that governs the merger.

**Table of Contents****Effects of the Merger; Merger Consideration****(see page 42)**

At the effective time of the merger, each share of Marvel common stock held (i) as treasury shares by Marvel will remain issued, and no payment shall be made with respect to such shares, and (ii) by a subsidiary of Marvel will be converted into the right to receive that number of shares of Disney common stock equal to the quotient of (A) the sum of the amount of cash paid per share of Marvel common stock plus the product of the exchange ratio (subject to adjustment, as applicable) multiplied by the closing date price divided by (B) the closing date price. The closing date price is the lesser of (a) the closing price, (b) the average of the high and low sales prices and (c) the weighted average trading price of one share of Disney common stock on the closing date of the merger, as reported on the NYSE.

Except as described above, at the effective time of the merger by virtue of the merger and without any action on the part of the holders of any shares of Marvel common stock, each share of Marvel common stock issued and outstanding immediately prior to the effective time of the merger (other than dissenting shares and treasury shares and subject to adjustment for certain changes in Disney common stock or Marvel common stock such as reclassifications or stock splits) will be converted into the right to receive (i) \$30.00 in cash and (ii) 0.7452 shares of Disney common stock. However, if the aggregate value of all shares of Disney common stock that would be issued pursuant to the merger (other than shares issued to a subsidiary of Marvel or a subsidiary of Disney), which is referred to as the total stock consideration in this proxy statement/prospectus, valued at the closing date price, is less than 40% of the sum of the total stock consideration plus the total amount of cash paid to Marvel stockholders (including cash paid in lieu of fractional shares and deemed paid in respect of dissenting shares), which sum is referred to as the total merger consideration in this proxy statement/prospectus, then the exchange ratio will be increased, and the amount of cash paid per share of Marvel common stock will be correspondingly decreased, until the total stock consideration equals 40% of the total merger consideration. This adjustment will be made in an effort to achieve the anticipated qualification of the transaction as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code. The adjustment will be made as follows: for each 0.0001 increase to the exchange ratio that is made, the amount of cash paid per share of Marvel common stock will be reduced by the product of 0.0001 multiplied by the average of \$26.84 and the closing date price. If such an adjustment is made when the closing date price is lower than \$26.84, the increase in the value of the per share stock consideration, based on the closing date price, will not fully offset the decrease in the per share cash consideration to be paid to Marvel stockholders. This is because the amount of additional shares of Disney common stock to be received by Marvel stockholders under the adjustment mechanism will be determined based on the closing date price of Disney common stock, whereas the corresponding reduction in the cash consideration will be made based on the average of \$26.84 (the closing price of Disney common stock on the last trading day before the merger agreement was executed) and the closing date price of Disney common stock. For examples of the possible adjustments to the merger consideration that would be paid per share of Marvel common stock based on a range of hypothetical closing date prices of Disney common stock, see *The Merger Effects of the Merger; Merger Consideration Common Stock* beginning on page 42 of this proxy statement/prospectus.

For purposes of the adjustment described above, the cash deemed paid in respect of dissenting shares will be that amount of cash equal to the number of dissenting shares multiplied by the sum of (i) the amount of cash paid per share of Marvel common stock plus (ii) the product of the exchange ratio multiplied by the closing date price (with the amounts described in (i) and (ii) determined without regard to the adjustment described in the previous paragraph).

Disney will not issue fractional shares of Disney common stock in the merger. As a result, Marvel stockholders will receive cash for any fractional share of Disney common stock that they would otherwise be entitled to receive in the merger. For a full description of the treatment of fractional shares, see *The Merger Agreement Fractional Shares* beginning on page 74 of this proxy statement/prospectus.

For a full description of the merger consideration, see *The Merger Agreement Effects of the Merger; Merger Consideration* beginning on page 72 of this proxy statement/prospectus.

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**Treatment of Marvel Stock Options, Restricted Stock and Deferred Stock Units**

(see page 73)

Immediately prior to the merger, unvested options to purchase Marvel common stock will become fully vested and exercisable. Holders of all unexercised Marvel stock options outstanding immediately prior to the merger will be entitled to receive a cash payment in an amount equal to (i) the product of (A) the number of shares of Marvel common stock subject to the option and (B) the excess, if any, of (1) the value of the merger consideration, based on the closing price of Disney common stock on the closing date of the merger, over (2) the exercise price per share subject to the option, less (ii) withholding with respect to any applicable taxes. Each share of Marvel restricted stock outstanding immediately prior to the merger will vest in full and, as of the effective time of the merger, will entitle the holder to receive the merger consideration, less withholding with respect to applicable taxes. Holders of Marvel deferred stock units will be entitled to receive the merger consideration for each Marvel deferred stock unit held immediately prior to the merger, less withholding with respect to applicable taxes.

For a full description of the treatment of Marvel stock options, see The Merger Agreement Treatment of Marvel Stock Options, Restricted Stock and Deferred Stock Units beginning on page 73 of this proxy statement/prospectus.

**Risk Factors**

(see page 24)

In evaluating the merger agreement and the merger, you should carefully read this proxy statement/prospectus and especially consider the factors discussed in the section titled Risk Factors beginning on page 24 of this proxy statement/prospectus.

**The Special Meeting; Marvel Stockholders Entitled to Vote; Required Vote**

(see page 39)

The special meeting of Marvel stockholders will be held on [ ], 2009 at [ ], local time, at the offices of Paul, Hastings, Janofsky & Walker LLP, 75 East 55th Street, New York, New York. At the special meeting, Marvel stockholders will be asked to:

consider and vote on the proposal to adopt the merger agreement; and

approve the proposal to adjourn the special meeting, if necessary to solicit additional proxies if there are insufficient votes to adopt the merger agreement at the time of the special meeting.

Only holders of record of Marvel common stock at the close of business on [ ], 2009, the record date, are entitled to notice of and to vote at the special meeting. As of the record date, there were [ ] shares of Marvel common stock outstanding and entitled to vote at the special meeting.

Marvel cannot complete the merger unless the merger agreement is adopted by the affirmative vote of the holders of a majority of the outstanding shares of Marvel common stock entitled to vote at the special meeting. The proposal to adjourn the special meeting, if necessary to solicit additional proxies if there are insufficient votes to adopt the merger agreement at the time of the special meeting, must be approved by the affirmative vote of the holders of a majority of the shares of Marvel common stock present in person or represented by proxy at the special meeting.

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### Recommendation of the Marvel Board of Directors

(see page 49)

The Marvel board of directors has unanimously determined that the merger agreement and the transactions contemplated by the merger agreement, including the merger, are advisable, fair to and in the best interests of Marvel and its stockholders and recommends that you vote

**FOR** the adoption of the merger agreement and **FOR** the adjournment of the special meeting, if necessary to solicit additional proxies if there are insufficient votes to adopt the merger agreement at the time of the special meeting.

### Opinion of Marvel's Financial Advisor

(see page 51)

In connection with the merger, BofA Merrill Lynch, Marvel's financial advisor, delivered to the Marvel board of directors a written opinion, dated August 30, 2009, as to the fairness, from a financial point of view and as of the date of the opinion, of the consideration to be received by holders of Marvel common stock. The full text of the written opinion, which describes, among other things, the assumptions made, procedures followed, factors considered and limitations on the review undertaken, is attached as Annex C to this proxy statement/prospectus and is incorporated by reference herein in its entirety. **BofA Merrill Lynch provided its opinion to the Marvel board of directors for the benefit and use of the Marvel board of directors in connection with and for purposes of its evaluation of the consideration to be received by holders of Marvel common stock from a financial point of view. BofA Merrill Lynch's opinion does not address any other aspect of the merger and does not constitute a recommendation to any stockholder as to how to vote or act in connection with the proposed merger.**

### Ownership of Disney Following the Merger

(see page 73)

Based on the number of fully diluted shares of Marvel common stock outstanding as of September 18, 2009, Disney expects to issue in the merger, assuming there is no adjustment to the exchange ratio, approximately (i) 58.5 million shares of Disney common stock for the outstanding shares of Marvel and (ii) 19.9 million shares of Disney common stock to a subsidiary of Marvel, which will be held by such subsidiary and will not be deemed outstanding. Based on the number of shares of Marvel common stock and the number of shares of Disney common stock outstanding on the record date, immediately after completion of the merger, former Marvel stockholders will own approximately [ ]% of the then-outstanding shares of Disney common stock.

### Stock Ownership of Marvel Directors and Executive Officers; Voting Agreement

(see pages 59 and 90)

As of the record date, the directors and executive officers of Marvel beneficially owned and were entitled to vote [ ] shares of Marvel common stock, which represent approximately [ ]% of Marvel common stock outstanding on that date.

Concurrently with the execution and delivery of the merger agreement, Disney entered into a voting agreement with Isaac Perlmutter, the Chief Executive Officer of Marvel, certain of his affiliates and Marvel. Approximately 28,887,785 shares, or [ ]% of Marvel common stock outstanding on the record date, are subject to the voting agreement. Pursuant to the terms of the voting agreement, such stockholders agreed, among other things, to vote their respective shares of Marvel common stock in favor of the adoption of the merger agreement and approval of the merger and against the approval of any alternative transaction. Additionally, such stockholders have agreed, among other things, not to sell or transfer their respective shares of Marvel common stock, subject to certain exceptions, or to solicit any alternative transaction. The voting agreement will terminate upon the earliest to occur of the effective time of the merger and the termination of the merger agreement in

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accordance with its terms. For more information regarding the voting agreement, see *The Voting Agreement* beginning on page 90 of this proxy statement/prospectus. The voting agreement is also attached to this proxy statement/prospectus as Annex B.

### **Interests of Executive Officers and Directors of Marvel in the Merger**

(see page 59)

In considering the recommendation of the Marvel board of directors with respect to the merger agreement and the merger, Marvel stockholders should be aware that certain executive officers and directors of Marvel have interests in the merger that may be different from, or in addition to, the interests of Marvel stockholders generally. These interests include:

the positions at Disney that certain Marvel executive officers are expected to hold upon completion of the merger, including Mr. Perlmutter's role in supervising Marvel businesses, as described in *The Merger Agreement Post-Merger Management and Operations* beginning on page 83 of this proxy statement/prospectus;

the accelerated vesting of options held by Mr. Perlmutter as a result of the merger;

the cash payment for all options held by executive officers and directors as a result of the merger;

the accelerated vesting of restricted stock held by executive officers as a result of the merger;

the receipt of merger consideration for the Marvel deferred stock units held by David Maisel;

the deemed achievement of the target performance goal of each executive officer's 2009 annual performance award and the settlement of Mr. Perlmutter's 2009 performance award in cash rather than by the issuance of stock options;

severance benefits that could become payable to Marvel's executive officers; and

the continued indemnification and directors' and officers' insurance coverage of current Marvel directors and officers following the merger.

The Marvel board of directors was aware of these interests and considered them, among other matters, in making its recommendation.

### **Listing of Disney Common Stock and Delisting and Deregistration of Marvel Common Stock**

(see page 67)

Application will be made to have the shares of Disney common stock issued in the merger approved for listing on the NYSE. If the merger is completed, Marvel common stock will no longer be listed on the NYSE and will be deregistered under the Exchange Act, and Marvel will no longer file periodic reports with the SEC.

### **Appraisal Rights**

(see page 67)

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Under Delaware law, record holders of Marvel common stock who do not vote in favor of the adoption of the merger agreement and who properly demand appraisal rights will be entitled to seek appraisal for, and obtain payment in cash for the judicially determined fair value of, their shares of Marvel common stock if the merger is completed in lieu of receiving the merger consideration. This value could be more than, the same as, or less than the value of the merger consideration. The relevant provisions of the General Corporation Law of the State of Delaware (which is referred to as the DGCL in this proxy statement/prospectus) are included as Annex D to this proxy statement/prospectus. You are encouraged to read these provisions carefully and in their entirety. Moreover, due to the complexity of the procedures for exercising the right to seek appraisal, Marvel stockholders who are considering exercising such rights are encouraged to seek the advice of legal counsel. Failure to strictly comply with these provisions will result in loss of the right of appraisal.

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**Conditions to Completion of the Merger**

(see page 84)

The obligations of each of Disney and Marvel to complete the merger are subject to the satisfaction (or waiver) of the following conditions:

the adoption of the merger agreement by Marvel stockholders;

the expiration or termination of any waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended (which is referred to as the HSR Act in this proxy statement/prospectus) and, to the extent material, under any foreign antitrust, competition or pre-merger notification law, and the making or receipt of all other material foreign antitrust, competition, trade, premerger notification or other regulatory approvals as may be required to consummate the merger;

the absence of any actual or pending law or order which prohibits or threatens to prohibit the consummation of the transactions contemplated by the merger agreement;

the effectiveness of the registration statement on Form S-4 of which this proxy statement/prospectus is a part, and no pending or threatened stop order relating thereto;

the representations and warranties of the other party being true and correct, subject to certain materiality thresholds, as of the date of the merger agreement and as of the closing date of the merger;

the other party having performed or complied with, in all material respects, all of the covenants and agreements required to be performed or complied with by it under the merger agreement at or prior to the closing date of the merger;

the receipt of a certificate of an executive officer from the other party as to the satisfaction of the conditions relating to the representations and warranties of such party and the performance of the obligations of such party;

the absence of a material adverse effect on the other party since August 31, 2009; and

receipt by each party of an opinion of counsel, dated as of the closing date of the merger, to the effect that the merger and the upstream merger, considered together as a single integrated transaction for United States federal income tax purposes along with the other transactions effected pursuant to the merger agreement, will qualify as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code and that each of Disney and Marvel will be a party to the reorganization within the meaning of Section 368(a) of the Internal Revenue Code.

In addition, (i) Marvel's obligation to complete the merger is subject to the shares of Disney common stock issuable to Marvel stockholders pursuant to the merger being authorized for listing on the NYSE and (ii) Disney's obligation to complete the merger is subject to Marvel delivering to Disney a certificate, establishing that Marvel is not a United States real property holding corporation within the meaning of the Internal Revenue Code and the Treasury Regulations thereunder, and Marvel has not been such a United States real property holding corporation within the five year period ending on the closing date of the merger.

Neither Disney nor Marvel can give any assurance that all of the conditions to the merger will either be satisfied or waived or that the merger will occur.

**Expected Timing of the Merger**

The merger is expected to be consummated promptly after the special meeting, subject to regulatory approvals and satisfaction or waiver of the other conditions in the merger agreement.

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### **Regulatory Matters**

(see page 66)

The merger is subject to antitrust laws. Disney and Marvel have made their respective filings under applicable U.S. antitrust laws with the Antitrust Division of the United States Department of Justice, which is referred to as the Antitrust Division in this proxy statement/prospectus, and the United States Federal Trade Commission, which is referred to as the FTC in this proxy statement/prospectus. The initial waiting period initiated by these filings expires at 11:59 pm on Friday, October 16, 2009, unless early termination is granted, or the period is lengthened by the issuance of a request for additional information. Disney and Marvel are also required to make applicable foreign antitrust filings. Some of the applicable foreign antitrust filings have not yet been made and applicable foreign antitrust clearances, consents or approvals necessary for the completion of the merger have not yet been obtained. Under certain circumstances, Marvel may be required (subject to closing of the merger and Disney's consent) to divest assets or businesses, or those of its affiliates, in order to resolve any objections to the merger raised under any antitrust or competition law or action.

### **Marvel Is Prohibited From Soliciting Other Offers**

(see page 79)

The merger agreement contains detailed provisions that prohibit Marvel and its subsidiaries, directors, officers, employees and representatives from, directly or indirectly, soliciting, initiating, or knowingly facilitating, inducing, encouraging or engaging in discussions or negotiations with any person or group with respect to an alternative transaction proposal (as defined in the section titled "The Merger Agreement - Marvel Is Prohibited From Soliciting Other Offers; Superior Proposal" beginning on page 79 of this proxy statement/prospectus) including an acquisition that would result in the person or group acquiring 20% or more of any class of equity securities of Marvel, a sale of assets or properties that constitute 20% or more of the fair market value of the assets and properties of Marvel and its subsidiaries, or a merger or other business combination. The merger agreement does not, however, prohibit the Marvel board of directors from considering and recommending to Marvel stockholders an alternative transaction proposal from a third party if specified conditions are met, including the payment of a termination fee as required under the merger agreement.

### **Termination of the Merger Agreement**

(see page 86)

The merger agreement may be terminated at any time prior to the effective time of the merger by mutual written consent of Disney and Marvel. The merger agreement may also be terminated by either Disney or Marvel if, among other things and subject to the limitations set forth in the merger agreement:

the merger is not completed by May 31, 2010, subject to extension in certain circumstances;

a non-appealable final order is issued or granted by a governmental authority permanently prohibiting the merger;

Marvel stockholders fail to adopt the merger agreement; or

there is a continuing inaccuracy in the representations and warranties of the other party, or a failure to perform any covenant or agreement, in either case, such that the conditions to completion of the merger related to such representations, warranties and covenants would not be satisfied at the time of termination and have not been cured within 60 days of receipt of written notice from the terminating party.

Under circumstances specified in the merger agreement, Disney may terminate the merger agreement if:

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Marvel materially breaches its obligations restricting it from soliciting any alternative transaction proposal (as defined in the section titled "The Merger Agreement - Marvel Is Prohibited From

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Soliciting Other Offers; Superior Proposal beginning on page 79 of this proxy statement/prospectus); or

The Marvel board of directors:

- (i) fails to include its recommendation that Marvel stockholders adopt the merger agreement in this proxy statement/prospectus;
- (ii) effects an adverse recommendation change (as defined in the section titled "The Merger Agreement - Obligation of the Marvel Board of Directors with Respect to Its Recommendation and Holding of a Stockholder Meeting" beginning on page 81 of this proxy statement/prospectus);
- (iii) approves or recommends any alternative transaction proposal;
- (iv) fails to reaffirm publicly its recommendation of the merger agreement and the merger within 10 business days following public announcement of an alternative transaction proposal; or
- (v) within 10 business days following the commencement of a third-party tender or exchange offer for Marvel's capital stock, fails to issue a statement to Marvel stockholders disclosing that the Marvel board of directors recommends rejection of such tender or exchange offer.

Under certain circumstances specified in the merger agreement, Marvel may terminate the merger agreement in response to a superior proposal (as defined in the section titled "The Merger Agreement - Marvel Is Prohibited From Soliciting Other Offers; Superior Proposal" beginning on page 79 of this proxy statement/prospectus) in compliance with the no solicitation provision discussed above, provided Disney has received the termination fee described below.

**Termination Fee**

(see page 87)

Marvel has agreed to pay Disney \$140 million as a termination fee if:

the merger agreement is terminated by Disney because Marvel materially breaches its obligations under the no solicitation provision discussed above;

the merger agreement is terminated by Disney because (i) Marvel or the Marvel board of directors (A) fails to include its recommendation that Marvel stockholders adopt the merger agreement in this proxy statement/prospectus, (B) effects an adverse recommendation change (as defined in the section titled "The Merger Agreement - Obligation of the Marvel Board of Directors with Respect to Its Recommendation and Holding of a Stockholder Meeting" beginning on page 81 of this proxy statement/prospectus), (C) approves or recommends any alternative transaction proposal (as defined in the section titled "The Merger Agreement - Marvel Is Prohibited From Soliciting Other Offers; Superior Proposal" beginning on page 79 of this proxy statement/prospectus) or (D) fails to reaffirm publicly its recommendation of the merger agreement and the merger within 10 business days following public announcement of an alternative transaction proposal or (ii) within 10 business days following the commencement of a third-party tender or exchange offer for Marvel's capital stock, Marvel fails to issue a statement to Marvel stockholders disclosing that the Marvel board of directors recommends rejection of such tender or exchange offer;

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the merger agreement is terminated by Marvel in response to a superior proposal (as defined in the section titled "The Merger Agreement - Marvel Is Prohibited From Soliciting Other Offers; Superior Proposal" beginning on page 79 of this proxy statement/prospectus) in compliance with the no solicitation provision discussed above;

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(i) the merger agreement is terminated by Disney or Marvel because (A) the required approval of the stockholders of Marvel has not been obtained at the special meeting, (B) the merger has not been consummated by May 31, 2010, (C) Marvel intentionally and knowingly breaches a representation or warranty such that the closing condition related to such representations and warranties is not satisfied or (D) Marvel fails to perform its covenants in the merger agreement in a material respect, (ii) at the time of such termination, an alternative transaction proposal has been publicly announced and (iii) within 12 months of such termination, Marvel enters into an agreement with any third party to consummate, or consummates, any alternative transaction proposal (for the purposes of (ii) and (iii) above, alternative transaction proposal has the meaning given in the section titled The Merger Agreement Marvel Is Prohibited From Soliciting Other Offers; Superior Proposal beginning on page 79 of this proxy statement/prospectus, except that all references in that section to 20% will be deemed to be references to 50%); or

the merger agreement is terminated by Disney or Marvel because the required approval of the stockholders of Marvel has not been obtained at the special meeting and, at or prior to such time, Disney has the right to a termination fee for the reasons listed in the first two bullets above.

**Material United States Federal Income Tax Consequences of the Transaction**

(see page 64)

Disney and Marvel expect that the transaction will qualify as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code and that each of Disney and Marvel will be a party to the reorganization, and it is a condition to closing that each of Disney and Marvel receive opinions from legal counsel to that effect. If the transaction qualifies as a reorganization, a Marvel stockholder generally will recognize gain (but not loss), determined separately for each identifiable block of shares of Marvel common stock (generally, Marvel common stock acquired at different prices or at different times) that is exchanged in the transaction, in an amount equal to the lesser of (i) the amount of cash received in the transaction with respect to such block and (ii) the excess, if any, of (a) the sum of the amount of cash and the fair market value of the Disney common stock received in the transaction with respect to such block over (b) the Marvel stockholder's tax basis in its shares of Marvel common stock in such block.

A Marvel stockholder generally will recognize gain or loss with respect to cash received in lieu of a fractional share of Disney common stock in the transaction measured by the difference, if any, between the amount of cash received and the tax basis in such fractional share.

Marvel stockholders are urged to read the discussion in the section titled The Merger Material United States Federal Income Tax Consequences of the Transaction beginning on page 64 of this proxy statement/prospectus and to consult their tax advisors as to the United States federal income tax consequences of the transaction, as well as the effects of state, local and non-United States tax laws.

**Accounting Treatment**

(see page 66)

In accordance with accounting principles generally accepted in the United States, Disney will account for the merger using the acquisition method of accounting for business combinations.

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### **Comparison of Rights of Disney Stockholders and Marvel Stockholders**

(see page 92)

Marvel stockholders, whose rights are currently governed by the Marvel restated certificate of incorporation, the Marvel amended and restated bylaws and Delaware law, will, upon completion of the merger, become stockholders of Disney and their rights will be governed by the Disney restated certificate of incorporation, the Disney amended and restated bylaws and Delaware law. As a result, Marvel stockholders will have different rights once they become Disney stockholders due to differences between the governing documents of Marvel and Disney. These differences are described in detail in the section titled "Comparison of Stockholder Rights" beginning on page 92 of this proxy statement/prospectus.

### **Litigation**

(see page 70)

Marvel, its board of directors and Disney are named as defendants in purported class action lawsuits (which are referred to as the stockholder actions in this proxy statement/prospectus) brought by alleged Marvel stockholders challenging Marvel's proposed merger with Disney. The stockholder actions generally allege, among other things, that (i) each member of the Marvel board of directors breached his or her fiduciary duties to Marvel and its stockholders in authorizing the sale of Marvel to Disney, (ii) the merger does not maximize value to Marvel stockholders and (iii) Disney and Marvel aided and abetted the breaches of fiduciary duty allegedly committed by the members of the Marvel board of directors. The stockholder actions seek class action certification and equitable relief, including an injunction against consummation of the merger.

Marvel and Disney believe the claims asserted by the plaintiffs to be without merit and intend to vigorously defend against such claims.

**Table of Contents****SELECTED SUMMARY HISTORICAL FINANCIAL DATA OF DISNEY**

The following table sets forth Disney's selected summary historical financial data as of the dates and for the periods indicated. Disney's historical consolidated statements of income and cash flow data set forth below for each of the five fiscal years in the period ended September 27, 2008 and the historical consolidated balance sheet data for each of the five fiscal year-ends in the period ended September 27, 2008, are derived from Disney's annual report for the fiscal year ended September 27, 2008. Disney's historical consolidated statements of income and cash flow data set forth below for each of the nine months ended June 27, 2009 and June 28, 2008, and the historical consolidated balance sheet data as of June 27, 2009 and June 28, 2008, are derived from Disney's unaudited interim quarterly reports for the quarters then ended.

You should read this information together with Management's Discussion and Analysis of Financial Condition and Results of Operations and with the consolidated financial statements and notes to the consolidated financial statements for the fiscal year ended September 27, 2008 included in Disney's Current Report on Form 8-K, dated February 3, 2009 and Quarterly Report on Form 10-Q for the fiscal quarter ended June 27, 2009 filed with the SEC, all of which are incorporated by reference in this proxy statement/prospectus. See "Where You Can Find Additional Information" beginning on page 106 of this proxy statement/prospectus.

(In millions except per share data)	Nine Months Ended:				Fiscal Year		
	June 27, 2009 <sup>(1)(8)</sup>	June 28, 2008 <sup>(2)(8)</sup>	2008 <sup>(3)(8)</sup>	2007 <sup>(4)(5)(8)</sup>	2006 <sup>(4)(6)(8)</sup>	2005 <sup>(4)(7)(8)</sup>	2004 <sup>(4)(9)</sup>
<b>Statements of income</b>							
Revenues	\$ 26,282	\$ 28,398	\$ 37,843	\$ 35,510	\$ 33,747	\$ 31,374	\$ 30,176
Income from continuing operations before the cumulative effect of accounting changes	2,412	3,667	4,427	4,674	3,304	2,460	2,223
Per common share							
<b>Earnings from continuing operations before the cumulative effect of accounting changes</b>							
Diluted	\$ 1.29	\$ 1.87	\$ 2.28	\$ 2.24	\$ 1.60	\$ 1.19	\$ 1.07
Basic	1.30	1.93	2.34	2.33	1.65	1.21	1.08
Dividends	0.35	0.35	0.35	0.31	0.27	0.24	0.21
<b>Balance sheets</b>							
Total assets	\$ 62,584	\$ 61,582	\$ 62,497	\$ 60,928	\$ 59,998	\$ 53,158	\$ 53,902
Long-term obligations	15,944	15,270	14,889	14,916	13,974	14,102	13,014
Shareholders' equity	34,296	32,779	32,323	30,753	31,820	26,210	26,081
<b>Statements of cash flows</b>							
Cash provided (used) by:							
Continuing operating activities	\$ 3,326	\$ 4,201	\$ 5,446	\$ 5,398	\$ 5,960	\$ 4,139	\$ 4,232
Continuing investing activities	(1,451)	(1,381)	(2,162)	(618)	(220)	(1,682)	(1,478)
Continuing financing activities	(1,748)	(3,901)	(3,953)	(3,619)	(5,166)	(2,899)	(2,704)

<sup>(1)</sup> For the nine months ended June 27, 2009, results include a gain on the sale of Disney's investment in two pay television services in Latin America (\$0.04 per diluted share) and restructuring and impairment charges (\$0.11 per diluted share), which collectively resulted in a net adverse impact of \$0.07 per diluted share.

<sup>(2)</sup> For the nine months ended June 28, 2008, results include an accounting gain related to the acquisition of the Disney Stores North America and a gain on the sale of movies.com (together \$0.01 per diluted share) and

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the favorable resolution of certain income tax matters (\$0.03 per diluted share). These items collectively resulted in a net benefit of \$0.04 per diluted share.

- (3) The fiscal 2008 results include an accounting gain related to the acquisition of the Disney Stores North America and a gain on the sale of movies.com (together \$0.01 per diluted share), the favorable resolution of certain income tax matters (\$0.03 per diluted share), and a bad debt charge for a receivable from Lehman Brothers (\$0.03 per diluted share). These items collectively resulted in a net benefit of \$0.01 per diluted share.
- (4) During fiscal 2007, Disney concluded the spin-off of the ABC Radio business and thus reports ABC Radio as discontinued operations for all periods presented (see Note 3 to the consolidated financial statements which is included in Disney's Current Report on Form 8-K, dated February 3, 2009 incorporated herein by reference for further discussion).
- (5) The fiscal 2007 results include gains from the sales of E! Entertainment and Us Weekly (\$0.31 per diluted share), the favorable resolution of certain income tax matters (\$0.03 per diluted share) and an equity-based compensation plan modification charge (\$0.01 per diluted share). Including the impact of rounding, these items collectively resulted in a net benefit of \$0.32 per diluted share.
- (6) During fiscal 2006, Disney acquired Pixar for approximately \$7.5 billion in stock. The fiscal 2006 results include gains on sales of a Spanish cable equity investment and Discover Magazine (\$0.02 per diluted share), the favorable resolution of certain income tax matters (\$0.02 per diluted share) and a net benefit associated with the Pixar acquisition (\$0.01 per diluted share). These items collectively resulted in a net benefit of \$0.05 per diluted share.
- (7) The fiscal 2005 results include the favorable resolution of certain income tax matters (\$0.06 per diluted share), a benefit from the restructuring of Euro Disney's borrowings (\$0.02 per diluted share), an income tax benefit from the repatriation of foreign earnings under the American Jobs Creation Act (\$0.02 per diluted share), a gain on the sale of the Mighty Ducks of Anaheim (\$0.01 per diluted share), a write-off of investments in leveraged leases (\$0.03 per diluted share), a write-down related to the MovieBeam venture (\$0.02 per diluted share), an impairment charge for a cable television investment in Latin America (\$0.01 per diluted share) and restructuring and impairment charges related to the sale of The Disney Stores North America (\$0.01 per diluted share). These items collectively resulted in a net benefit of \$0.04 per diluted share.
- (8) Disney adopted Statement of Financial Accounting Standards No. 123R, *Share Based Payment* (SFAS 123R) at the beginning of fiscal 2005. Pre-tax stock option compensation expense was \$214 million, \$213 million, \$241 million and \$248 million for fiscal 2008, 2007, 2006 and 2005, respectively. For the nine-month periods ended June 27, 2009 and June 28, 2008, pre-tax stock option compensation expense was \$166 million and \$156 million, respectively.
- (9) During fiscal 2004, Disney adopted FASB Interpretation No. 46R, *Consolidation of Variable Interest Entities* (FIN 46), and as a result, consolidated the balance sheets of Disneyland Resort Paris and Hong Kong Disneyland as of March 31, 2004 and the income and cash flow statements beginning April 1, 2004, the beginning of Disney's fiscal third quarter. Euro Disney's and Hong Kong Disneyland's operating results were accounted for on the equity method for the six-month period ended March 31, 2004. In addition, the 2004 results include the favorable resolution of certain income tax matters (\$0.06 per diluted share) and restructuring and impairment charges (\$0.02 per diluted share), which together resulted in a net benefit of \$0.04 per diluted share.

**Table of Contents****SELECTED SUMMARY HISTORICAL FINANCIAL DATA OF MARVEL**

The following table sets forth Marvel's selected summary historical financial data as of the dates and for the periods indicated. Marvel's historical consolidated statement of income data set forth below for each of the five years in the period ended December 31, 2008, and the historical consolidated balance sheet data for each of the five years in the period ended December 31, 2008, are derived from Marvel's annual report for the year ended December 31, 2008. Marvel's historical consolidated statement of income data set forth below for each of the six months ended June 30, 2009 and June 30, 2008, and the historical consolidated balance sheet data as of June 30, 2009 and June 30, 2008 are derived from Marvel's unaudited interim quarterly reports for the quarters then ended.

You should read this information together with Management's Discussion and Analysis of Financial Condition and Results of Operations and with the consolidated financial statements and notes to the consolidated financial statements for the year ended December 31, 2008 included in Marvel's Current Report on Form 8-K, dated September 18, 2009, and Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2009 filed with the SEC, all of which are incorporated by reference in this proxy statement/prospectus. See "Where You Can Find Additional Information" beginning on page 106 of this proxy statement/prospectus.

	<b>Six Months Ended:</b>		<b>Year Ended December 31,</b>				
	<b>June 30,</b>	<b>June 30,</b>	<b>2008</b>	<b>2007</b>	<b>2006</b>	<b>2005</b>	<b>2004</b>
	<b>2009</b>	<b>2008</b>					
	<b>(in thousands, except per share amounts)</b>						
<b>Statements of income data:</b>							
Net sales	\$ 313,230	\$ 269,426	\$ 676,177	\$ 485,807	\$ 351,798	\$ 390,507	\$ 513,468
Operating income	126,144	172,690	367,974	274,429	112,560	171,167	224,413
Income before income tax expense	120,103	168,393	354,498	263,232	98,800	171,048	