
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE TO

**TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1) OF THE
SECURITIES EXCHANGE ACT OF 1934
(Amendment No. 5)**

RC2 Corporation

(Name of Subject Company)

Galaxy Dream Corporation

(Offeror)

a wholly owned indirect subsidiary of

TOMY Company, Ltd.

(Parent of Offeror)

COMMON STOCK, \$0.01 PAR VALUE PER SHARE

(Title of Class of Securities)

749388104

(CUSIP Number of Class of Securities)

Takahiro Ishidate

General Manager, Business Administration

TOMY Company, Ltd.

7-9-10 Tateishi, Katsushika-ku, Tokyo 124-8511, Japan

+81-3-5654-1262

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications
on Behalf of Filing Persons)

Copy to:

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CALCULATION OF FILING FEE

Transaction Valuation(1)	Amount of Filing Fee(2)
\$681,554,341	\$79,128.46

(1) Estimated for purposes of calculating the filing fee only. The transaction valuation was calculated by multiplying the offer price of \$27.90 per share of common stock of RC2 Corporation, par value \$0.01 per share, ("Shares") by 24,428,471 Shares, which is the sum of (i) 21,584,878 Shares outstanding (other than shares of unvested restricted stock), (ii) 74,170 outstanding shares of restricted stock, (iii) 1,369,156 Shares reserved for issuance upon the exercise of outstanding options to purchase Shares, (iv) 1,260,267 Shares reserved for issuance upon the exercise of outstanding stock-settled stock appreciation rights and (v) 140,000 target Shares subject to outstanding restricted stock units.

(2) Pursuant to Section 14(g) of the Securities Exchange Act of 1934, SEC Release No. 34-59850 and SEC press release number 2010-255

(dated December 22, 2010), the amount of the filing fee is equal to \$116.10 per \$1,000,000 of transaction valuation, calculated by multiplying the transaction valuation by .00011610.

- Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid:	\$79,128.46	Filing Party:	Galaxy Dream Corporation
Form or Registration No.	Schedule TO	Date Filed:	March 24, 2011

- Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- Third-party offer subject to Rule 14d-1.
- Issuer tender offer subject to Rule 13e-4.
- Going-private transactions subject to Rule 13e-3.
- Amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

This Amendment No. 5 (this “Amendment”) amends and supplements the Tender Offer Statement on Schedule TO filed with the Securities and Exchange Commission (“SEC”) on March 24, 2011 (which, together with this Amendment, Amendment No. 1, filed March 29, 2011, Amendment No. 2, filed April 8, 2011, Amendment No. 3, filed April 12, 2011, Amendment No. 4, filed April 19, 2011 and any subsequent amendments and supplements thereto, collectively constitute this “Schedule TO”) by Galaxy Dream Corporation, a Delaware corporation (“Purchaser”) and a wholly owned indirect subsidiary of TOMY Company, Ltd., a company organized under the laws of Japan (“Parent”). This Schedule TO relates to the tender offer by Purchaser to purchase all of the outstanding shares of common stock, par value \$0.01 per share (the “Shares”), of RC2 Corporation, a Delaware corporation (“RC2”), at a purchase price of \$27.90 per Share (the “Offer Price”), net to the seller in cash, without interest thereon and less any applicable withholding taxes, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated March 24, 2011 (as it may be amended or supplemented from time to time, the “Offer to Purchase”), which is set forth as Exhibit (a)(1)(A) hereto, and in the related Letter of Transmittal (as it may be amended or supplemented from time to time, the “Letter of Transmittal”), which is set forth as Exhibit (a)(1)(B) hereto (which offer, upon such terms and subject to such conditions, as it and they may be amended or supplemented from time to time, constitutes the “Offer”).

Items 1, 4, 8 and 11.

Items 1, 4, 8 and 11 of the Schedule TO are amended and supplemented to include the following:

“The Offer and withdrawal rights expired at 12:00 midnight, New York City time, at the end of Wednesday, April 20, 2011. The Depository has advised that, as of the expiration time, an aggregate of 19,357,708 Shares (including approximately 719,638 Shares subject to guarantees of delivery) were validly tendered and not withdrawn, representing approximately 89.4% of the total outstanding Shares. Therefore, the Minimum Condition has been satisfied. All Shares that were validly tendered and not validly withdrawn have been accepted for purchase by the Purchaser. Purchaser will promptly pay for such Shares at the Offer Price.

Purchaser has commenced a subsequent offering period on April 21, 2011 for all remaining untendered Shares expiring at 12:00 midnight, New York City time, at the end of Monday, April 25, 2011. During the subsequent offering period, holders of Shares who did not previously tender their Shares in the Offer may do so and will promptly receive the same \$27.90 per Share cash consideration paid during the initial offering period. Purchaser will immediately accept for payment all Shares validly tendered during this subsequent offering period, and payment will be made promptly after acceptance, in accordance with the terms of the Offer. The procedures for accepting the Offer and tendering Shares during the subsequent offering period are the same as those described for the Offer in the Offer to Purchase, except that (i) guaranteed delivery procedures may not be used during the subsequent offering period and (ii) Shares tendered during the subsequent offering period may not be withdrawn.

The full text of the press release issued by Parent on April 21, 2011 announcing, among other things, the expiration and results of the Offer and the announcement of the subsequent offering period is filed as Exhibit (a)(5)(C) hereto and is incorporated herein by reference. An English translation of the press release issued by Parent on April 21, 2011 in Japan regarding the same subject matter is filed as Exhibit (a)(5)(D) hereto and is incorporated herein by reference.”

Item 11. *Additional Information.*

(a)(5) Item 11 of this Schedule TO is hereby amended and supplemented as follows:

The information set forth in the section of the Offer to Purchase entitled “Certain Legal Matters; Regulatory Approvals” is hereby amended and supplemented by inserting after the seventh paragraph under the subheading “Legal Proceedings” the following paragraph:

“On April 20, 2011, the DuPage County Court denied Broad St.’s motion to remove lead plaintiff’s counsel in the DuPage County Action and to enjoin the consummation of the Offer and the Merger.”

Item 12. *Exhibits.*

Item 12 of the Schedule TO is amended and supplemented by adding the following:

(a)(5)(C) Press Release issued by Tomy Company, Ltd. on April 21, 2011

(a)(5)(D) English Translation of Press Release issued by Tomy Company, Ltd. on April 21, 2011

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: April 21, 2011

TOMY Company, Ltd.

By: /s/ Kantaro Tomiyama
Name: Kantaro Tomiyama
Title: President and Chief Executive Officer

Galaxy Dream Corporation

By: /s/ Kantaro Tomiyama
Name: Kantaro Tomiyama
Title: President

Exhibit Index

Exhibit No.	Description
(a)(1)(A)	Offer to Purchase, dated March 24, 2011*†
(a)(1)(B)	Form of Letter of Transmittal*†
(a)(1)(C)	Form of Notice of Guaranteed Delivery*†
(a)(1)(D)	Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees*†
(a)(1)(E)	Form of Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees*†
(a)(1)(F)	Form of Summary Advertisement as published in <i>The Wall Street Journal</i> on March 24, 2011†
(a)(1)(G)	Joint Press Release of Tomy Company, Ltd. and RC2 Corporation, dated March 24, 2011†
(a)(2)	Not applicable.
(a)(3)	Not applicable.
(a)(4)	Not applicable.
(a)(5)(A)	Complaint filed by Laborers' Local #231 Pension Plan, individually and on behalf of all others similarly situated, on March 22, 2011, in the Circuit Court of Cook County, Illinois, County Department, Chancery Division.†
(a)(5)(B)	Complaint filed by Broad St. Partners Fund, individually and on behalf of all others similarly situated, on March 25, 2011, in the Circuit Court of DuPage County, Illinois, County Department, Chancery Division.†
(a)(5)(C)	Press Release issued by Tomy Company, Ltd. on April 21, 2011**
(a)(5)(D)	English Translation of Press Release issued by Tomy Company, Ltd. on April 21, 2011**
(b)(1)	Project Galaxy Commitment Letter, dated March 11, 2011, between TOMY Company, Ltd. and Sumitomo Mitsui Banking Corporation†
(b)(2)	Close and Sell Type Commitment Type Syndicated Loan Agreement, dated March 31, 2011, among Parent, as parent borrower, RC2, as subsidiary borrower, the tranche A lenders party thereto, the tranche B lenders party thereto and Sumitomo Mitsui Banking Corporation†
(d)(1)	Agreement and Plan of Merger, dated as of March 10, 2011, among TOMY Company, Ltd., Galaxy Dream Corporation and RC2 Corporation†
(d)(2)	Confidentiality Agreement, dated as of November 9, 2010, between TOMY Company, Ltd. and RC2 Corporation†
(d)(3)	Employment Agreement, dated as of March 10, 2011, among RC2 Corporation, TOMY Company, Ltd. (solely as to certain sections thereof as provided therein) and Curtis S. Stoelting†
(d)(4)	Employment Agreement, dated as of March 10, 2011, among RC2 Corporation, TOMY Company, Ltd. (solely as to certain sections thereof as provided therein) and Peter J. Henseler†
(d)(5)	Employment Agreement, dated as of March 10, 2011, among RC2 Corporation, TOMY Company, Ltd. (solely as to certain sections thereof as provided therein) and Peter A. Nicholson†
(d)(6)	Employment Agreement, dated as of March 10, 2011, among RC2 Corporation, TOMY Company, Ltd. (solely as to certain sections thereof as provided therein) and Gregory J. Kilrea†
(d)(7)	Employment Agreement, dated as of March 10, 2011, among RC2 Corporation, TOMY Company, Ltd. (solely as to certain sections thereof as provided therein) and Helena Lo†
(d)(8)	Employment Agreement, dated as of March 10, 2011, among RC2 Corporation, TOMY Company, Ltd. (solely as to certain sections thereof as provided therein) and Jamie W. Kieffer†
(d)(9)	Rollover Bonus Agreement, dated as of March 10, 2011, among RC2 Corporation, TOMY Company, Ltd. and Gary W. Hunter†
(g)	Not applicable
(h)	Not applicable

* Included in mailing to stockholders.

** Filed herewith.

† Previously filed.

Contact:
Bruce Goldfarb
Patrick McHugh
Okapi Partners
Ph: 212-297-0720

**TOMY Company, Ltd. Announces Successful Tender Offer and Commencement of
a Subsequent Offering Period for Common Stock of RC2 Corporation**

Tokyo, Japan; Chicago, IL, U.S.A. — April 21, 2011 — TOMY Company, Ltd. (Tokyo Stock Exchange, First Section: 7867) (“TOMY”), a Japan-based leading global toy and infant products company, announced today the successful completion of a tender offer through its wholly owned indirect subsidiary, Galaxy Dream Corporation (“Purchaser”), for all outstanding shares of common stock of RC2 Corporation (NASDAQ: RCRC) (“RC2”) for \$27.90 per share, net to the seller in cash, without interest and less any applicable withholding taxes.

The tender offer and withdrawal rights expired at 12:00 midnight, New York City time, at the end of Wednesday, April 20, 2011. Computershare Trust Company, N.A., the depository for the tender offer, has advised that, as of the expiration time, 19,357,708 shares (including 719,638 shares subject to guarantees of delivery) were validly tendered and not withdrawn, representing approximately 89.4% of all outstanding shares of common stock of RC2. All shares that were validly tendered and not validly withdrawn have been accepted for purchase. Purchaser will promptly pay for such shares, at the offer price of \$27.90 per share, net to the seller in cash, without interest and less any applicable withholding taxes.

TOMY also announced that Purchaser will provide a subsequent offering period for all remaining shares of RC2 common stock to permit stockholders who have not yet tendered their shares the opportunity to do so. This subsequent offering period commenced on April 21, 2011 and will expire at 12:00 midnight, New York City time, at the end of Monday, April 25, 2011. The same \$27.90 per share cash consideration offered during the initial offering period will be paid to holders of RC2 common stock who tender their shares during the subsequent offering period. The procedures for tendering shares during the subsequent offering period are the same as during the initial offering period, except that the guaranteed delivery procedures may not be used during the subsequent offering period and shares tendered during the subsequent offering period may not be withdrawn.

Following the completion of the subsequent offering period, if Purchaser obtains at least 90% of outstanding shares of RC2 through the tender offer or otherwise, TOMY intends to complete the acquisition of RC2 without a meeting of RC2’s stockholders through the “short-form” merger procedure available under Delaware law. As a result of the merger, any shares of common stock of RC2 not tendered in the tender offer (other than shares held (i) in the treasury of RC2 or by TOMY or Purchaser or any other direct or indirect subsidiary of TOMY, which shares will be canceled and extinguished or (ii) by stockholders who validly exercise appraisal rights under Delaware law with respect to such shares) will be canceled and converted into the right to receive the same price of \$27.90 in cash per share, without interest and less any applicable withholding taxes, that was paid in the tender offer. If necessary in order to accomplish the merger as a “short-form” merger, Purchaser intends to purchase additional shares of common stock of RC2 directly from RC2 at the same price paid in the tender offer pursuant to its “top-up” option provided for in the merger agreement. Following the merger, RC2 will become a

wholly owned indirect subsidiary of TOMY, and RC2's common stock will cease to be traded on the NASDAQ Global Select Market.

Notice to Investors

This press release is neither an offer to purchase nor a solicitation of an offer to sell any securities. The solicitation and the offer to buy shares of RC2 common stock is being made pursuant to an offer to purchase and related materials that the Purchaser and TOMY have filed on Schedule TO with the Securities and Exchange Commission. RC2 has also filed solicitation/recommendation statement on Schedule 14D-9 with respect to the tender offer with the Securities and Exchange Commission. The tender offer statement (including an offer to purchase, a related letter of transmittal and other offer documents) and the solicitation/recommendation statement contain important information that should be read carefully and considered before any decision is made with respect to the tender offer. These materials have been sent free of charge to all stockholders of RC2. In addition, all of these materials (and all other materials filed by RC2 with the Securities and Exchange Commission) are available at no charge from the Securities and Exchange Commission through its website at www.sec.gov. Free copies of the offer to purchase, the related letter of transmittal and certain other offering documents are also available from Okapi Partners, the information agent for the tender offer, by calling (877) 869-0171. Investors and security holders may also obtain free copies of the documents filed with the Securities and Exchange Commission by RC2 by directing a request to 1111 West 22nd Street, Suite 320, Oak Brook, Illinois 60523.



(English Translation of the Japanese News Release)

April 21, 2011

Dear Sirs,

Name of the Company:	TOMY Company, Ltd.
Name of the Representative:	Kantaro Tomiyama President & CEO
(Code No. 7867; The First Section of the Tokyo Stock Exchange)	
Further Inquiries:	Toshiki Miura Managing Director & Head of Corporate Administration (TEL: 03-5654-1548)

Tomy Completes Tender Offer for RC2 Corporation

As announced in “100% Acquisition of RC2 Corporation Through Tender Offer” filed March 11, 2011, TOMY Company, Ltd. (hereinafter “Tomy”) today announced the successful completion of a tender offer launched through its indirect wholly-owned subsidiary, GALAXY DREAM CORPORATION (hereinafter “GDC”) to acquire all outstanding shares of common stock of RC2 Corporation (headquarters: Illinois, USA; hereinafter “RC2”) for \$27.90 per share (hereinafter the “Tender Offer”). The Tender Offer was commenced on March 24, 2011 (New York City time) and was completed at 12:00 midnight at the end of Wednesday, April 20, 2011 (New York City time).

1. Outline of the Tender Offer

- (1) Acquirer
GALAXY DREAM CORPORATION
- (2) Target of the Tender Offer
RC2 Corporation
- (3) Type of Shares to be Acquired in the Tender Offer
Common stock
- (4) Tender Offer Period
From March 24, 2011 through April 20, 2011 (20 business days)
- (5) Tender Offer Price
\$27.90 per share (net to the seller in cash without interest and less any applicable withholding taxes)
- (6) Minimum Number of Shares to be Purchased
GDC will purchase the tendered shares if more than 50% of RC2’s outstanding shares on a fully-diluted basis are tendered into the Tender Offer

2. Results of the Tender Offer

- (1) Status of Tendered Shares (as of 12:00 midnight, at the end of April 20, 2011, New York City time) Ratio of the number of shares planned to be purchased to the number of outstanding shares: 100% Ratio of the number of currently tendered shares to the number of outstanding shares (the number of currently tendered shares): approximately 89.4% (19,357,708 shares)

(Including approximately 3.3% (719,638 shares) tendered through Notice of Guaranteed Delivery (*1))

(2) Outcome of the Tender Offer

Because the number of tendered shares satisfies the minimum condition set forth in 1. (6) above, GDC will purchase all tendered shares.

(3) Funds necessary for the payment for all tendered shares

Approximately \$540.1 million

3. After Completion of the Tender Offer

GDC has commenced a subsequent offering period (*2) to acquire all of the shares of RC2 that were not tendered in the initial offering period. The subsequent offering period commenced on April 21, 2011 and will expire at 12:00 midnight, at the end of April 25, 2011 (New York City time). During the subsequent offering period, holders of common stock of RC2 who did not previously tender their shares may do so under the same conditions as during the initial offering period except: (1) shares cannot be tendered by using the guaranteed delivery procedure, and (2) pursuant to applicable law, shares tendered during the subsequent offering period may not be withdrawn.

Pursuant to the terms of the previously announced Agreement and Plan of Merger, dated as of March 10, 2011, among Tomy, GDC and RC2, after the expiration of the subsequent offering period, if GDC obtains at least 90% of outstanding shares of RC2 through the Tender Offer or otherwise, GDC will implement a short-form merger (a merger procedure permitted under Delaware law which does not require a meeting of RC2's shareholders), whereby GDC will be merged with and into RC2 and RC2 will continue as the surviving company. As a result, RC2 will become a wholly-owned indirect subsidiary of Tomy and trading of RC2 common stock on NASDAQ will cease and RC2's reporting obligations under the U.S. Securities and Exchange Act of 1934 will be suspended. Upon the effectiveness of the short-form merger, non-tendered shares of RC2 (other than treasury shares held by RC2 or shares held by Tomy or GDC or any other direct or indirect subsidiary of Tomy, which shares will be cancelled and extinguished) will automatically be cancelled and, subject to the exercise of statutory appraisal rights under Delaware law, converted into the right to receive the same \$27.90 per share in cash, without interest and less any applicable withholding of taxes, that was paid in the Tender Offer. If necessary in order to accomplish the merger as a short-form merger, GDC will purchase additional shares of common stock of RC2 directly from RC2 at the same price per share paid in the Tender Offer pursuant to its "top-up" option provided for in the merger agreement, which GDC will close prior to completion of the merger.

4. Prospects for the Future

RC2 would become Tomy's consolidated subsidiary upon the consummation of the Tender Offer, and the impact of the consolidation is currently under review and will be disclosed when the actual impact is determined.

(End of News Release)

*1 Notice of Guaranteed Delivery

Notice of Guaranteed Delivery is a document enabling a stockholder who is unable for certain reasons to complete the required procedures to tender shares prior to the expiration of the tender offer to do so through an eligible financial institution within three NASDAQ trading days following the closing of the tender offer.

*2 Subsequent Offering Period

After the initial offering period, a subsequent offering period during which shares can be tendered may be provided to shareholders of the tender offer target who did not tender their shares prior to the expiration of the initial offering period.

<Additional Information>

This announcement is for informational purposes only and does not constitute an offer to purchase or a solicitation of an offer to sell RC2's common stock. The Tender Offer is being made pursuant to the Tender Offer Statement on Schedule TO (including the offer to purchase, letter of transmittal, and other related tender offer materials) that was filed by GDC with the Securities and Exchange Commission (the "SEC") on March 24, 2011. These materials and the Solicitation/Recommendation Statement on Schedule 14D-9 filed with the SEC by RC2 on March 24, 2011, as they have been amended and supplemented and may further be amended and supplemented from time to time, contain important information, including the terms and conditions of the offer, that should be read carefully before any decision is made with respect to the Tender Offer. RC2's stockholders can obtain all of these documents (and all other offer documents filed with the SEC) free of charge from the SEC's website at <http://www.sec.gov>. In addition, free copies of the tender offer statement and related material may be obtained at Tomy's website at <http://www.takaratomy.co.jp/company/release/ir/index.html>; and the Solicitation/Recommendation Statement, and related materials may be obtained without charge, by directing a request to 1111 West 22nd Street, Suite 320, Oak Brook, Illinois 60523, or on RC2's corporate website at www.rc2.com. The Schedule TO, Schedule 14D-9 and related materials may also be obtained for free from Okapi Partners LLC, 437 Madison Avenue, 28th floor, New York, New York 10022, Toll Free Telephone (877) 869-0171.