



NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
To be held June 9, 2009

TO THE STOCKHOLDERS OF EMAK WORLDWIDE, INC.:

Notice is hereby given that the 2009 Annual Meeting of Stockholders (the "Annual Meeting") of EMAK Worldwide, Inc., a Delaware corporation (the "Company"), will be held at the offices of the Company, located at 6330 San Vicente Blvd., Los Angeles, California 90048, on Tuesday, June 9, 2009, beginning at 10:00 a.m., local time. The Annual Meeting will be held for the following purposes:

1. To elect four members to our Board of Directors, each for a one-year term;
2. To ratify the selection of J.H. Cohn, LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2009; and
3. To transact such other business as may properly come before the meeting.

The Board of Directors has fixed April 17, 2009 as the record date for the determination of stockholders entitled to notice of and to vote at the Annual Meeting and any postponements or adjournments thereof, and only stockholders of record at the close of business on that date are entitled to such notice and to vote at the Annual Meeting. A list of stockholders entitled to vote at the Annual Meeting will be available at the Annual Meeting and at the offices of the Company for ten days prior to the Annual Meeting.

We hope that you will use this opportunity to take an active part in the affairs of the Company by voting on the business to come before the Annual Meeting, either by executing and returning the enclosed Proxy Card or by casting your vote in person at the Annual Meeting.

BY ORDER OF THE BOARD OF DIRECTORS

TERESA L. TORMEY
Secretary

Los Angeles, California
April 27, 2009

STOCKHOLDERS UNABLE TO ATTEND THE ANNUAL MEETING IN PERSON ARE REQUESTED TO DATE AND SIGN THE ENCLOSED PROXY CARD AS PROMPTLY AS POSSIBLE. A STAMPED ENVELOPE IS ENCLOSED FOR YOUR CONVENIENCE. IF A STOCKHOLDER RECEIVES MORE THAN ONE PROXY CARD BECAUSE HE OR SHE OWNS SHARES REGISTERED IN DIFFERENT NAMES OR ADDRESSES, EACH PROXY CARD SHOULD BE COMPLETED AND RETURNED.

PROXY STATEMENT
ANNUAL MEETING OF STOCKHOLDERS
June 9, 2009

INTRODUCTION

This Proxy Statement is furnished to stockholders in connection with the solicitation of proxies by the Board of Directors of EMAK Worldwide, Inc. (the "Company" or "EMAK"), to be voted at the 2009 annual meeting of stockholders of the Company, which will be held at the offices of the Company, located at 6330 San Vicente Blvd., Los Angeles, California 90048, on Tuesday, June 9, 2009, at 10:00 a.m., local time (the "Annual Meeting"). A stockholder giving a proxy pursuant to the present solicitation may revoke it at any time before it is exercised by submitting a duly executed proxy bearing a later date or by delivering to the Secretary of the Company a written notice of revocation prior to the Annual Meeting, or by appearing at the Annual Meeting and expressing a desire to vote his or her shares in person. Subject to such revocation, all shares represented by a properly executed proxy card received prior to or at the Annual Meeting will be voted by the proxy holders whose names are set forth in the accompanying proxy in accordance with the instructions on the proxy card. If no instruction is specified with respect to a matter to be acted upon, the shares represented by the proxy will be voted "FOR" the election of the nominees for director and "FOR" each other matter set forth herein. If any other business shall properly come before the meeting, votes will be cast pursuant to said proxies in respect of any such other business in accordance with the judgment of the persons acting under said proxies.

OUTSTANDING SECURITIES AND VOTING RIGHTS

Only stockholders of record at the close of business on April 17, 2009 (the "Record Date") are entitled to notice of and to vote at the Annual Meeting. At that date there were 7,004,850 outstanding shares of common stock, par value \$.001 per share, of the Company (the "Common Stock"), and 25,000 outstanding shares of Series AA senior cumulative convertible preferred stock, par value \$.001 per share, of the Company (the "Series AA Stock"). At the Annual Meeting, each share of Common Stock will be entitled to one vote. Each share of Series AA Stock will be entitled to 111.1111 votes (which represents the number of shares of Common Stock into which each share of Series AA Stock is currently convertible), or approximately 2,777,777 votes in the aggregate. Accordingly, holders of Common Stock and Series AA Stock may cast an aggregate of 9,782,627 votes at the Annual Meeting.

The representation, in person or by properly executed proxy, of the holders of a majority of the voting power of the shares of stock entitled to vote at the Annual Meeting is necessary to constitute a quorum for the transaction of business at the Annual Meeting. Stockholders are not entitled to cumulate their votes. Abstentions and broker non-votes (shares held by a broker or nominee which are represented at the Annual Meeting, but with respect to which such broker or nominee is not empowered to vote on a particular proposal) are counted for purposes of determining the presence or absence of a quorum for the transaction of business.

Except as otherwise required by applicable law or the Company's Certificate of Incorporation, any proposal properly presented at a meeting in which a quorum is present will be decided by the affirmative vote of the holders of a majority of each class of stock present in person or represented by proxy and entitled to vote on the proposal at that meeting. In the election of directors, holders of Common Stock are entitled to elect four directors ("Common Directors") and the holders of the Series AA Stock, voting separately as a class, are entitled to elect two directors ("Series AA Directors"). Abstentions have the effect of votes against a proposal in tabulations of the votes cast on proposals presented to stockholders, whereas broker non-votes do not have any effect for purposes of determining whether a proposal has been approved.

PROPOSAL 1: ELECTION OF DIRECTORS

Election of Series AA Directors. The holders of the Series AA Stock, voting as a separate class, are entitled to elect two Series AA Directors except (i) if the number of Common Directors exceeds seven or (ii) in situations involving a potential Change of Control (as defined in the Certificate of Designation) at a time when the total number of directors (inclusive of Common Directors and Series AA directors) exceeds eight, in either of which instances the holders of the Series AA Stock would be permitted to elect three directors. Proxies for the Series AA Directors are not being solicited; the Series AA Stock will be voted by written ballot or unanimous written consent at the Annual Meeting. The holder of the Series AA Stock has advised the Company that Jeffrey S. Deutschman will be nominated for election as a Series AA Director for a term commencing on the date of the Annual Meeting and continuing until the next annual meeting of stockholders and until his successor has been duly elected and qualified.

Election of Common Directors. The holders of the Common Stock, voting separately as a class, elect the Common Directors. Four Common Directors are to be elected at the Annual Meeting. All nominees have advised the Company that they are able and willing to serve as directors. However, if any nominee is unable to or for good cause will not serve, the persons named in the accompanying proxy will vote for any other person nominated by the Board of Directors.

The Board of Directors Recommends a Vote "FOR" the Election of the Nominees Listed Below.

The following table sets forth the names, ages and period of service of the nominees for election as Common Directors:

| <u>Name</u> | <u>Age</u> | <u>Director Since</u> |
|------------------------------------|------------|-----------------------|
| Stephen P. Robeck, Chairman | 60 | 1989 |
| James L. Holbrook, Jr., CEO | 49 | 2005 |
| Howard D. Bland, Outside Director | 65 | 2003 |
| Jordan H. Rednor, Outside Director | 54 | 2008 |

Stephen P. Robeck has been an EMAK director since 1989 and was named non-executive Chairman in February 2005. From May 2005 to November 2005, at the request of the Board of Directors, Mr. Robeck also served as interim-CEO of the Company. From January 1999 through December 2001, Mr. Robeck served as a consultant to the Company. He was elected Chairman and Co-CEO in September 1991 and served in that role through December 1998. Between 1987 and September 1991, he served as Chief Operating Officer. Mr. Robeck received his bachelor's degree from Lake Forest College.

James L. Holbrook, Jr. joined EMAK in November 2005 and is currently our Chief Executive Officer and a member of our Board of Directors. Prior to joining EMAK, Mr. Holbrook was President and CEO for a portfolio of agencies at the Interpublic Group, one of the world's largest advertising and marketing holding companies. From 1996 to 2004, Mr. Holbrook was CEO and part owner of Zipatoni, a marketing agency, which was sold to Interpublic in 2001. From 1984 to 1996 he held various sales and marketing posts with Ralston Purina Co. and from 1981 to 1984 was in brand management at Procter & Gamble. Mr. Holbrook has a master of business administration from Washington University and a bachelor of science in economics and philosophy from Vanderbilt University.

Howard D. Bland, a retired audit engagement partner of KPMG LLP, has been an EMAK director since April 1, 2003. Mr. Bland's professional career with KPMG LLP spanned from 1965 to July 2002, and included service as the Managing Partner of both the Ontario, California and Orange County, California offices of KPMG LLP. From 1976 to July 2002, he served as an audit engagement partner for both public and private clients involved in international trade, restaurants, high technology, manufacturing, distribution and finance. Mr. Bland has served as Vice President, Treasurer and Member of the Board of Directors and Executive Committee of the California Society of Certified Public Accountants. Mr. Bland holds a bachelor's degree from Mississippi State University and is a Certified Public Accountant.

Jordan H. Rednor is the President of Rednor Group, Ltd., an international management consulting and merchant-banking firm founded in January 2003. He is also a General Partner in Mentor Fund, a privately held venture capital fund investing in marketing services companies that was established in September 2003. In addition, since January 2005, Mr. Rednor has served as Chairman of Mr. Youth, a privately held experiential marketing company targeting the youth market, and as a Partner in Protagonist, a boutique creative advertising agency founded in February 2008. Further, since January 2008 Mr. Rednor has served as a director of GEM Minneapolis, a privately held design studio. Mr. Rednor holds a master's in business administration from Fordham University and a bachelor of science in finance from Pennsylvania State University.

Series AA Director

Jeffrey S. Deutschman, 51, has been a Managing Director of Crown Capital Group since 1997. He has been an EMAK director since March 2000. Prior to joining Crown, he was a Partner at Aurora Capital Partners, a leveraged buyout fund, from 1992 through 1995, a Partner at Deutschman, Clayton & Company, an investment firm engaged in management buyout transactions, from 1987 through 1991, and a Principal at Spectrum Group, Inc., which specialized in leveraged acquisitions, from 1981 through 1986. In January 2002, Mr. Deutschman was appointed Interim President of Davidson Cotton Holdings and its subsidiary Davidson Cotton Company, which made an assignment for the benefit of creditors on December 31, 2002. Mr. Deutschman received a master's in business administration from the UCLA Anderson School of Management and his bachelor's degree from Columbia University.

PROPOSAL 2: RATIFICATION OF SELECTION OF PUBLIC ACCOUNTING FIRM

The Audit Committee of the Board has selected J.H. Cohn, LLP to serve as independent registered public accounting firm for the fiscal year ending December 31, 2009. A representative of J.H. Cohn, LLP will be present at the Annual Meeting and will be given the opportunity to make a statement and to respond to questions.

The Board recommends a vote “FOR” this proposal.

DEADLINE FOR FUTURE PROPOSALS OF STOCKHOLDERS

The Company's Bylaws require a stockholder to give advance notice of any business, including the nomination of candidates for the Board of Directors, which the stockholder wishes to bring before a meeting of stockholders of the Company. In general, for business to be brought before an annual meeting by a stockholder, written notice of the stockholder proposal or nomination must be received by the Secretary of the Company not less than 120 days nor more than 150 days prior to the anniversary of the preceding year's annual meeting; provided, however, that in the event that the date of the annual meeting is more than 30 days before or more than 60 days after such anniversary date, notice must be received by the Secretary not earlier than 150 days prior to such annual meeting, and not later than 120 days prior to such annual meeting or 10 days following the first public announcement of such meeting date. With respect to stockholder proposals, the stockholder's notice to the Secretary of the Company must contain a brief description of the business to be brought before the meeting and the reasons for conducting such business at the meeting, as well as certain other information set forth in the Company's Bylaws and/or required by law. With respect to the nomination of a candidate for the Board of Directors by a stockholder, the stockholder's notice to the Secretary of the Company must contain certain information set forth in the Company's Bylaws about both the nominee and the stockholder making the nominations. Any required written notices should be sent to EMAK Worldwide, Inc., 6330 San Vicente Blvd., Los Angeles, California 90048, Attn: Teresa L. Tormey, Secretary.

OTHER MATTERS WHICH MAY COME BEFORE THE ANNUAL MEETING

The Company knows of no other matters to be presented at the Annual Meeting, but if any other matters should properly come before the meeting, it is intended that the persons named in the accompanying form of proxy will vote the same in accordance with their best judgment and their discretion, and authority to do so is included in the proxy.

SOLICITATION OF PROXIES

The expense of this solicitation of proxies will be borne by the Company. Solicitations will be made only by use of the mail except that officers and regular employees of the Company may solicit proxies by telephone, email or personal calls. Brokerage houses, custodians, nominees and fiduciaries will be requested to forward the proxy soliciting material to the beneficial owners of the stock held of record by such persons and the Company will reimburse them for their reasonable expenses incurred in this effort.

BY ORDER OF THE BOARD OF DIRECTORS
TERESA L. TORMEY
Secretary