

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

**FORM 8-K**

Current Report

Pursuant To Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): November 28, 2011

**GENIUS BRANDS INTERNATIONAL, INC.**

*(Name of registrant as specified in its charter)*

**Nevada**

*(State or other jurisdiction of  
Incorporation or organization)*

**000-54389**

*(Commission File Number)*

**20-4118216**

*(I.R.S. Employer  
Identification Number)*

**5820 Oberlin Drive, Suite 203**

*(Address of principal executive offices)*

**92121**

*(Zip Code)*

*Registrant's telephone number, including area code: (858) 450-2900*

**PACIFIC ENTERTAINMENT CORPORATION**

*(Former name or former address, if changed since last report)*

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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### **Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On December 2, 2011, Genius Brands International, Inc., *f/k/a* Pacific Entertainment Corporation (the “Company”), filed a Certificate of Correction with the Secretary of State of the State of Nevada (the “Correction”) to correct certain inadvertent omissions made in the original Articles of Incorporation of the Company, filed with the Secretary of State of the State of Nevada on September 16, 2011 (the “Original Articles”). The Original Articles omitted certain punctuation in the name of the Company and the Correction was filed to reflect the correct name of the Company. In addition, the Original Articles were inadvertently filed without attaching the addendum containing the full text of the Articles of Incorporation of the Company (the “Addendum”) and the Correction was filed with the Addendum in order to reflect the complete language of the Original Articles, as it was intended.

Prior to the Reincorporation (as defined below), the Original Articles were filed in order to create a wholly owned subsidiary of Pacific Entertainment Corporation, which subsidiary became the surviving corporation immediately after the Reincorporation.

### **Item 8.01 Other Events.**

As previously reported on the Company's Current Report on Form 8-K, filed with the Securities and Exchange Commission on October 21, 2011, the Company filed Articles of Merger with the Secretary of State of Nevada and with the Secretary of State of California, pursuant to which the Company (i) changed its domicile from California to Nevada, and (ii) changed its name from Pacific Entertainment Corporation to Genius Brands International, Inc. (the “Reincorporation”).

In connection with the Reincorporation, the Financial Industry Regulatory Authority (“FINRA”) announced the corporate action on the November 25, 2011 Daily List of the OTCBB, effective November 28, 2011. Further, in connection with the Reincorporation, the Company obtained a new CUSIP number and FINRA assigned the Company a new trading symbol. The new CUSIP number is “37229T 103” and the newly assigned trading symbol is “GNUS”.

### **Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

- 3.1 Articles of Incorporation of Genius Brands International, Inc., a Nevada corporation
  - 3.2 Certificate of Correction to the Articles of Incorporation of Genius Brands International, Inc.
  - 3.3 Bylaws of Genius Brands International, Inc., a Nevada corporation (Incorporated by reference to the Company’s Schedule 14C Information Statement, filed with the SEC on September 21, 2011)
  - 3.4 Articles of Merger, filed with the Secretary of State of the State of Nevada (Incorporated by reference to the Company’s Current Report on Form 8-K, filed with the SEC on October 21, 2011)
  - 3.5 Articles of Merger, filed with the Secretary of State of the State of California (Incorporated by reference to the Company’s Current Report on Form 8-K, filed with the SEC on October 21, 2011)
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## **SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

### **GENIUS BRANDS INTERNATIONAL, INC.**

Date: December 2, 2011

By: /s/ Klaus Moeller

Name: Klaus Moeller

Title: Chief Executive Officer





\*040101\*



**ROSS MILLER**  
 Secretary of State  
 204 North Carson Street, Suite 4  
 Carson City, Nevada 89701-4520  
 (775) 684-5706  
 Website: www.nvsos.gov

**Articles of Incorporation**  
 (PURSUANT TO NRS CHAPTER 78)

Filed in the office of  Ross Miller Secretary of State State of Nevada	Document Number <b>20110672665-16</b> Filing Date and Time <b>09/16/2011 11:32 AM</b> Entity Number <b>E0515682011-9</b>
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(This document was filed electronically.)

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

<b>1. Name of Corporation:</b>	GENIUS BRANDS INTERNATIONAL INC.		
<b>2. Registered Agent for Service of Process:</b> (check only one box)	<input checked="" type="checkbox"/> Commercial Registered Agent: THE CORPORATION TRUST C-SEE ATTACHED Name <input type="checkbox"/> Noncommercial Registered Agent (name and address below) <b>OR</b> <input type="checkbox"/> Office or Position with Entity (name and address below) Name of Noncommercial Registered Agent <b>OR</b> Name of Title of Office or Other Position with Entity Street Address City Nevada Zip Code Mailing Address (if different from street address) City Nevada Zip Code		
<b>3. Authorized Stock:</b> (number of shares corporation is authorized to issue)	Number of shares with par value: 260000000	Par value per share: \$ 0.001	Number of shares without par value: 0
<b>4. Names and Addresses of the Board of Directors/Trustees:</b> (each Director/Trustee must be a natural person at least 18 years of age; attach additional page if more than two directors/trustees)	1) MICHAEL MEADER Name 5820 OBERLIN DR, STE 203 SAN DIEGO CA 92121 Street Address City State Zip Code 2) KLAUS MOELLER Name 5820 OBERLIN DR, STE 203 SAN DIEGO CA 92121 Street Address City State Zip Code		
<b>5. Purpose:</b> (optional; see instructions)	The purpose of the corporation shall be: ANY LEGAL PURPOSE		
<b>6. Name, Address and Signature of Incorporator:</b> (attach additional page if more than one incorporator)	MICHAEL G MEADER <b>X</b> MICHAEL G MEADER Name Incorporator Signature 5820 OBERLIN DR, STE 203 SAN DIEGO CA 92121 Address City State Zip Code		
<b>7. Certificate of Acceptance of Appointment of Registered Agent:</b>	I hereby accept appointment as Registered Agent for the above named Entity. <input checked="" type="checkbox"/> THE CORPORATION TRUST COMPANY OF NEVADA Authorized Signature of Registered Agent or On Behalf of Registered Agent Entity 9/16/2011 Date		

This form must be accompanied by appropriate fees.

# Articles of Incorporation

(PURSUANT TO NRS CHAPTER 78)

## CONTINUED

*Includes data that is too long to fit in the fields on the NRS 78 Form and all additional director/trustees and incorporators*

ENTITY NAME: **GENIUS BRANDS INTERNATIONAL INC.**

FOREIGN NAME TRANSLATION: **Not Applicable**

PURPOSE: **ANY LEGAL PURPOSE**

REGISTERED AGENT NAME: **THE CORPORATION TRUST COMPANY OF NEVADA**

STREET ADDRESS: **Not Applicable**

MAILING ADDRESS: **Not Applicable**

ADDITIONAL	Directors/Trustees
Name: LARRY BALABAN	Name: HOWARD BALABAN
Address: 5820 OBERLIN DR, STE 203	Address: 5820 OBERLIN DR, STE 203
City: SAN DIEGO	City: SAN DIEGO
State: CA	State: CA
Zip Code: 92121	Zip Code: 92121
Name: SAUL HYATT	
Address: 5820 OBERLIN DR, STE 203	
City: SAN DIEGO	
State: CA	
Zip Code: 92121	



ROSS MILLER  
 Secretary of State  
 202 North Carson Street  
 Carson City, Nevada 89701-4201  
 (775) 684-5708  
 Website: www.nvsos.gov



\*181102\*

**Registered Agent  
 Acceptance**

(PURSUANT TO NRS 77.310)

This form may be submitted by: a Commercial Registered Agent, Noncommercial Registered Agent or Represented Entity. For more information please visit <http://www.nvsos.gov/index.aspx?page=141>

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ADDITIONAL SPACE IS FOR OFFICE USE ONLY

**Certificate of Acceptance of Appointment by Registered Agent**

In the matter of

**GENIUS BRANDS INTERNATIONAL, INC**

Name of Represented Business Entity

I, **THE CORPORATION TRUST COMPANY OF NEVADA**

am a

Name of Appointed Registered Agent OR Represented Entity Serving as Agent

(complete only one)

- a)  commercial registered agent listed with the Nevada Secretary of State.
- b)  noncommercial registered agent with the following address for service of process:

Street Address \_\_\_\_\_ City \_\_\_\_\_ Nevada \_\_\_\_\_ Zip Code \_\_\_\_\_

Mailing Address (if different from street address) \_\_\_\_\_ City \_\_\_\_\_ Nevada \_\_\_\_\_ Zip Code \_\_\_\_\_

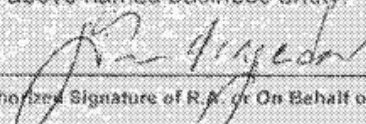
- c)  represented entity accepting own service of process at the following address:

Title of Office or Position of Person in Represented Entity \_\_\_\_\_

Street Address \_\_\_\_\_ City \_\_\_\_\_ Nevada \_\_\_\_\_ Zip Code \_\_\_\_\_

Mailing Address (if different from street address) \_\_\_\_\_ City \_\_\_\_\_ Nevada \_\_\_\_\_ Zip Code \_\_\_\_\_

and hereby state that on September 14, 2011 I accepted the appointment as registered agent for the above named business entity. Date

 **Juan Grajeda**  
 Assistant Secretary

Authorized Signature of R.A. or On Behalf of R.A. Company

Date 9/14/11

\*If changing Registered Agent when reinstating, officer's signature required

\_\_\_\_\_  
 Signature of Officer

Date



# SECRETARY OF STATE



## CORPORATE CHARTER

I, ROSS MILLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that **GENIUS BRANDS INTERNATIONAL INC.**, did on September 16, 2011, file in this office the original Articles of Incorporation; that said Articles of Incorporation are now on file and of record in the office of the Secretary of State of the State of Nevada, and further, that said Articles contain all the provisions required by the law of said State of Nevada.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on September 16, 2011.

ROSS MILLER  
Secretary of State

Certified By: Electronic Filing  
Certificate Number: C20110916-1259  
You may verify this certificate  
online at <http://www.nvsos.gov/>








ROSS MILLER  
Secretary of State  
204 North Carson Street, Ste 1  
Carson City, Nevada 89701-4299  
(775) 684 6708  
Website: www.nvsoe.gov

**Certificate of Correction**  
(PURSUANT TO NRS CHAPTERS 78,  
78A, 80, 81, 82, 84, 86, 87, 87A, 88,  
88A, 89 AND 92A)

Filed in the office of 	Document Number <b>20110852886-01</b>
Ross Miller Secretary of State State of Nevada	Filing Date and Time <b>12/02/2011 12:30 PM</b>
	Entity Number <b>E0515682011-9</b>

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**Certificate of Correction**

(Pursuant to NRS Chapters 78, 78A, 80, 81, 82, 84, 86, 87, 87A, 88, 88A, 89 and 92A)

1. The name of the **entity** for which correction is being made:  
GENIUS BRANDS INTERNATIONAL, INC.

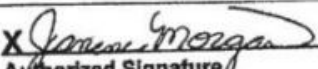
2. Description of the original document for which correction is being made:  
Articles of Incorporation

3. Filing date of the original document for which correction is being made: September 16, 2011

4. Description of the inaccuracy or defect.  
Certain punctuation in the name of the corporation was inadvertently omitted. Furthermore, the complete language (originally intended as an addendum) of the Articles of Incorporation was inadvertently omitted.

5. Correction of the inaccuracy or defect.  
The name of the entity shall be corrected to reflect "Genius Brands International, Inc."  
The completed language of the Articles of Incorporation is filed herewith as an addendum to the Articles of Incorporation.

6. Signature:

X   
Authorized Signature

Chief Financial Officer  
Title \*

11/30/2011  
Date

\*If entity is a corporation, it must be signed by an officer if stock has been issued, OR an incorporator or director if stock has not been issued; a limited-liability company, by a manager or managing members; a limited partnership or limited-liability limited partnership, by a general partner; a limited-liability partnership, by a managing partner; a business trust, by a trustee.

**IMPORTANT:** Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees.

Nevada Secretary of State Correction  
Revised: 7-1-08

Addendum to  
**Articles of Incorporation**  
(PURSUANT TO NRS CHAPTER 78)

OF  
GENIUS BRANDS INTERNATIONAL, INC.,  
A Nevada Corporation

**ARTICLE I**

**NAME**

The name of the corporation is Genius Brands International, Inc. (the "Corporation").

**ARTICLE II**

**RESIDENT AGENT AND REGISTERED OFFICE**

The name and address of the Corporation's resident agent for service of process is The Corporation Trust Company of Nevada, 311 South Division Street, Carson City, Nevada 89703 (County of Carson City).

**ARTICLE III**

**PURPOSE**

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Nevada Revised Statutes ("NRS").

**ARTICLE IV**

**CAPITAL STOCK**

4.01 *Authorized Capital Stock.* The total number of shares of stock this Corporation is authorized to issue shall be two hundred sixty million (260,000,000) shares. This stock shall be divided into two classes to be designated as "Common Stock" and "Preferred Stock."

4.02 *Common Stock.* The total number of authorized shares of Common Stock shall be two hundred fifty million (250,000,000) shares with par value of \$0.001 per share. Each share of Common Stock when issued, shall have one (1) vote on all matters presented to the stockholders.

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4.03 *Preferred Stock.* The total number of authorized shares of Preferred Stock shall be ten million (10,000,000) shares with par value of \$0.001 per share. The board of directors shall have the authority to authorize the issuance of the Preferred Stock from time to time in one or more classes or series, and to state in the resolution or resolutions from time to time adopted providing for the issuance thereof the following:

- (a) Whether or not the class or series shall have voting rights, full or limited, the nature and qualifications, limitations and restrictions on those rights, or whether the class or series will be without voting rights;
  - (b) The number of shares to constitute the class or series and the designation thereof;
  - (c) The preferences and relative, participating, optional or other special rights, if any, and the qualifications, limitations, or restrictions thereof, if any, with respect to any class or series;
  - (d) Whether or not the shares of any class or series shall be redeemable and if redeemable, the redemption price or prices, and the time or times at which, and the terms and conditions upon which, such shares shall be redeemable and the manner of redemption;
  - (e) Whether or not the shares of a class or series shall be subject to the operation of retirement or sinking funds to be applied to the purchase or redemption of such shares for retirement, and if such retirement or sinking funds be established, the amount and the terms and provisions thereof;
  - (f) The dividend rate, whether dividends are payable in cash, stock of the Corporation, or other property, the conditions upon which and the times when such dividends are payable, the preference to or the relation to the payment of dividends payable on any other class or classes or series of stock, whether or not such dividend shall be cumulative or noncumulative, and if cumulative, the date or dates from which such dividends shall accumulate;
  - (g) The preferences, if any, and the amounts thereof which the holders of any class or series thereof are entitled to receive upon the voluntary or involuntary dissolution of, or upon any distribution of assets of, the Corporation;
  - (h) Whether or not the shares of any class or series are convertible into, or exchangeable for, the shares of any other class or classes or of any other series of the same or any other class or classes of stock of the Corporation and the conversion price or prices or ratio or ratios or the rate or rates at which such exchange may be made, with such adjustments, if any, as shall be stated and expressed or provided for in such resolution or resolutions; and
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(i) Such other rights and provisions with respect to any class or series as may to the board of directors seem advisable.

The shares of each class or series of the Preferred Stock may vary from the shares of any other class or series thereof in any respect. The Board of Directors may increase the number of shares of the Preferred Stock designated for any existing class or series by a resolution adding to such class or series authorized and unissued shares of the Preferred Stock not designated for any existing class or series of the Preferred Stock and the shares so subtracted shall become authorized, unissued and undesignated shares of the Preferred Stock.

## **ARTICLE V**

### **DIRECTORS**

The Board of Directors shall be divided into two classes, each such class as nearly equal in number as the then-authorized number of Directors constituting the Board of Directors permits, with the term of office of one class expiring each year. Following approval of this Articles of Incorporation, the stockholders shall elect one class of Directors until the first annual meeting of stockholders (the "Class B Directors") and another class of Directors for a term expiring at the following annual meeting of stockholders (the "Class A Directors"). Thereafter, each Director shall serve for a term ending at the second annual meeting of stockholders of the Corporation following the annual meeting at which such Director was elected. Members of each class shall hold office until their successors are elected and qualified. At each succeeding annual meeting of the stockholders of the Corporation, the successors of the class of Directors whose term expires at that meeting shall be elected by a plurality vote of all votes cast at such meeting to hold office for a term expiring at the annual meeting of stockholders held in the second year following the year of their election.

Subject to the foregoing, the number of directors comprising the board of directors shall be fixed and may be increased or decreased from time to time in the manner provided in the bylaws of the Corporation, except that at no time shall there be less than one director.

The names and addresses of the original Directors are as follows:

Class A:

Klaus Moeller  
5820 Oberlin Drive, Suite 203, San Diego, CA 92121

Howard Balaban  
5820 Oberlin Drive, Suite 203, San Diego, CA 92121

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Saul Hyatt  
5820 Oberlin Drive, Suite 203, San Diego, CA 92121

Class B:

Michael G. Meader  
5820 Oberlin Drive, Suite 203, San Diego, CA 92121

Larry Balaban  
5820 Oberlin Drive, Suite 203, San Diego, CA 92121

## **ARTICLE VI**

### **DIRECTORS' AND OFFICERS' LIABILITY**

The individual liability of the directors and officers of the Corporation is hereby eliminated to the fullest extent permitted by the NRS, as the same may be amended and supplemented. Any repeal or modification of this Article by the stockholders of the Corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director or officer of the Corporation for acts or omissions prior to such repeal or modification.

## **ARTICLE VII**

### **INDEMNITY**

Every person who was or is a party to, or is threatened to be made a party to, or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he, or a person of whom he is the legal representative, is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director or officer of another corporation, or as its representative in a partnership, joint venture, trust or other enterprise, shall be indemnified and held harmless to the fullest extent legally permissible under the laws of the State of Nevada from time to time against all expenses, liability and loss (including attorneys' fees, judgments, fines and amounts paid or to be paid in settlement) reasonably incurred or suffered by him in connection therewith. Such right of indemnification shall be a contract right which may be enforced in any manner desired by such person. The expenses of officers and directors incurred in defending a civil or criminal action, suit or proceeding must be paid by the Corporation as they are incurred and in advance of the final disposition of the action, suit or proceeding, upon receipt of an undertaking by or on behalf of the director or officer to repay the amount if it is ultimately determined by a court of competent jurisdiction that he is not entitled to be indemnified by the Corporation. Such right of indemnification shall not be exclusive of any other right which such directors, officers or representatives may have or hereafter acquire, and, without limiting the generality of such statement, they shall be entitled to their respective rights of indemnification under any bylaw, agreement, vote of stockholders, provision of law, or otherwise, as well as their rights under this Article.

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Without limiting the application of the foregoing, the board of directors may adopt bylaws from time to time with respect to indemnification, to provide at all times the fullest indemnification permitted by the laws of the State of Nevada, and may cause the Corporation to purchase and maintain insurance on behalf of any person who is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as director or officer of another corporation, or as its representative in a partnership, joint venture, trust or other enterprises against any liability asserted against such person and incurred in any such capacity or arising out of such status, whether or not the Corporation would have the power to indemnify such person.

The indemnification provided in this Article shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such person.

Dated: September 16, 2011

/s/ Michael G. Meader

Michael G. Meader, Incorporator



