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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): October 16, 2013

**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)*

**3111 Camino Del Rio North, Suite 400**

**San Diego, CA**

*(Address of principal executive offices)*

**92108**

*(Zip Code)*

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

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

Copies to:

Harvey J. Kesner, Esq.  
Sichenzia Ross Friedman Ference LLP  
61 Broadway, 32<sup>nd</sup> Floor  
New York, New York 10006  
Phone: (212) 930-9700  
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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 October 16, 2013, Genius Brands International, Inc. (the "Company") filed a certificate of amendment to its Articles of Incorporation with the Secretary of State of the State of Nevada to increase the number of shares of authorized common stock, \$0.001 par value per share, to Seven Hundred Million (700,000,000) shares from Two Hundred and Fifty Million (250,000,000) shares.

**Item 9.01 Financial Statements and Exhibits.**

(d) The following exhibits are filed with this report.

<u>Exhibit Number</u>	<u>Description</u>
3.1	Certificate of Amendment to Articles of Incorporation

**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: October 17, 2013

By: /s/ Klaus Moeller  
Name: Klaus Moeller  
Title: Chief Executive Officer

STATE OF NEVADA

ROSS MILLER  
Secretary of State



SCOTT W. ANDERSON  
Deputy Secretary  
for Commercial Recordings

OFFICE OF THE  
SECRETARY OF STATE

Certified Copy

October 16, 2013

Job Number: C20131016-2017  
Reference Number:  
Expedite:  
Through Date:

The undersigned filing officer hereby certifies that the attached copies are true and exact copies of all requested statements and related subsequent documentation filed with the Secretary of State's Office, Commercial Recordings Division listed on the attached report.

Document Number(s)	Description	Number of Pages
20130676443-56	Amendment	2 Pages/1 Copies



Respectfully,

A handwritten signature in black ink, appearing to read "Ross Miller".


ROSS MILLER  
Secretary of State

Certified By: Richard Sifuentes  
Certificate Number: C20131016-2017  
You may verify this certificate  
online at <http://www.nvsos.gov/>

Commercial Recording Division  
202 N. Carson Street  
Carson City, Nevada 89701-4069  
Telephone (775) 684-5708  
Fax (775) 684-7138



ROSS MILLER  
 Secretary of State  
 204 North Carson Street, Suite 1  
 Carson City, Nevada 89701-4520  
 (775) 684 5708  
 Website: www.nvsos.gov

Filed in the office of 	Document Number <b>20130676443-56</b>
Ross Miller Secretary of State State of Nevada	Filing Date and Time <b>10/16/2013 11:35 AM</b>
	Entity Number <b>E0515682011-9</b>

**Certificate of Amendment**  
 (PURSUANT TO NRS 78.385 AND 78.390)

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

**Certificate of Amendment to Articles of Incorporation**  
**For Nevada Profit Corporations**  
 (Pursuant to NRS 78.385 and 78.390 - After Issuance of Stock)

1. Name of corporation:

Genius Brands International, Inc.

2. The articles have been amended as follows: (provide article numbers, if available)

Article IV, Subsection 4.02 shall be amended and restated in its entirety, as set forth in Annex A hereto

3. The vote by which the stockholders holding shares in the corporation entitling them to exercise at least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the articles of incorporation\* have voted in favor of the amendment is:

52.59%

4. Effective date of filing: (optional)

(must not be later than 90 days after the certificate is filed)

5. Signature: (required)

X 

Signature of Officer

\*If any proposed amendment would alter or change any preference or any relative or other right given to any class or series of outstanding shares, then the amendment must be approved by the vote, in addition to the affirmative vote otherwise required, of the holders of shares representing a majority of the voting power of each class or series affected by the amendment regardless to limitations or restrictions on the voting power thereof.

**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 Amend Profit-After  
 Revised: 3-6-09

## ANNEX A

4.02 *Common Stock*. The total number of authorized shares of Common Stock shall be seven hundred million (700,000,000) 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.