

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): December 5, 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)*

9401 Wilshire Boulevard #608

Beverly Hills, CA

(Address of principal executive offices)

90212

(Zip Code)

Registrant's telephone number, including area code: (310) 273-4222

3111 Camino Del Rio North, Suite 400

San Diego, CA 92108

(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, 32nd Floor

New York, New York 10006

Phone: (212) 930-9700

Fax: (212) 930-9725

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))

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Effective December 9, 2013, Michael Meader, Larry Balaban, Howard Balaban and Saul Hyatt will resign as directors of Genius Brands International, Inc. (the “Company”) and Andrew Heyward, the Company’s Chief Executive Officer, Amy Moynihan Heyward, the Company’s President, Lynne Segall, Jeffrey Weiss, Joseph “Gray” Davis, William McDonough and Bernard Cahill will be appointed as directors of the Company. Mr. Heyward will also be appointed as Chairman of the Company’s Board of Directors, effective December 9, 2013.

Lynne Segall, 61, has served as the Senior Vice President and Publisher of The Hollywood Reporter since June 2011. From 2010 to 2011, Ms. Segall was the Senior Vice President of Deadline Hollywood. From June 2006 to May 2010, Ms. Segall served as the Vice President of Entertainment, Fashion & Luxury advertising at the Los Angeles Times. In 2005, Ms. Segall received the Women of Achievement Award from The Hollywood Chamber of Commerce and the Women in Excellence Award from the Century City Chamber of Commerce. In 2006, Ms. Segall was recognized by the National Association of Women with its Excellence in Media Award. Ms. Segall was chosen to be a director based on her expertise in the entertainment industry.

Jeffrey Weiss, 50, is the Co-Chief Executive Officer of American Greetings Corporations and has been an employee of such company since 1988. Mr. Weiss is also a member of American Greetings Corporation’s Board of Directors. Mr. Weiss received his Bachelor of Arts Degree in Finance from Yeshiva University and his Master’s degree from the University of Pennsylvania’s Wharton School of Business. Mr. Weiss was chosen to be a director of the Company based on his experience in retail, product development, merchandizing, marketing and entertainment development.

Joseph “Gray” Davis, 70, served as the 37th governor of California from 1998 until 2003. Mr. Davis currently serves as “Of Counsel” in the Los Angeles, California office of Loeb & Loeb LLP. Mr. Davis has served on the Board of Directors of DiC Entertainment and is a member of the bi-partisan Think Long Committee, a Senior Fellow at the UCLA School of Public Affairs and Co-Chair of the Southern California Leadership Counsel. Mr. Davis received his undergraduate degree from Stanford University and received his Juris Doctorate from Columbia Law School. Mr. Davis served as lieutenant governor of California from 1995-1998, California State Controller from 1987-1995 and California State Assemblyman from 1982-1986. Mr. Davis was chosen as a director of the Company based on his knowledge of corporate governance.

William McDonough, 33, is a founding partner of Atlas Merchant Capital, which he co-founded in July 2013. From 2009 to 2013, Mr. McDonough was employed by Goldman Sachs, where his team managed the private capital of the current and retired partnership. Prior to that, Mr. McDonough launched a distressed debt and credit hedge fund of funds at Avenue Capital Group from 2007 to 2009. Mr. McDonough received his degree in Marketing and Pre-Law from Boston College. Mr. McDonough was chosen to be a director of the Company based on his broad knowledge of corporate finance.

Bernard Cahill, 48, is the founding partner of ROAR, LLC (“ROAR”), an entertainment consulting firm, which he founded in 2004 and is the founding partner of Cahill Law Offices, an entertainment law firm, which he founded in 1995. Mr. Cahill is the founder of Unicorn Games LLC, which was sold to Hasbro, Inc. in 2000. Mr. Cahill holds a Bachelor’s of Science degree in Biology from Illinois State University and a Juris Doctorate from the John Marshall Law School. Mr. Cahill is a member of the Tennessee State and Illinois State Bar. Mr. Cahill was chosen to be a director based on his expertise in the entertainment field.

On November 15, 2013, in connection with Company’s merger (as more fully described in the Company’s Current Report on Form 8-K, filed with the Securities and Exchange Commission on November 20, 2013), the Company entered into an engagement letter with ROAR pursuant to which ROAR agreed to provide the Company with certain services, including the development of a business development strategy, for a period of 18 months. In consideration for its services, the Company agreed to pay ROAR 6,749,175 shares of common stock, which shall vest as follows: 2,000,000 shares upon execution of the engagement letter, 2,000,000 shares on January 15, 2014, 1,374,588 shares on September 15, 2014 and 1,374,587 shares on March 15, 2015. Additionally, on November 15, 2013, the Company entered into a marketing consultation agreement with Girlilla Marketing LLC (“Girlilla”) pursuant to which Girlilla agreed to provide certain strategic digital marketing services in consideration for 1,000,000 shares of common stock, which shall vest as follows: 200,000 shares upon execution of the Girlilla Consulting Agreement, 200,000 shares on January 15, 2014, 200,000 shares on March 15, 2014, 200,000 shares on June 15, 2014 and 200,000 shares on September 14, 2014. ROAR owns 65% of Girlilla.

Item 7.01 Regulation FD Disclosure

On December 5, 2013, the Company made a presentation at the 2013 LD Micro Conference in Los Angeles, California. The presentation included a power point presentation in the form attached hereto as Exhibit 99.1, and incorporated herein by reference.

The information disclosed under this Item 7.01, including Exhibit 99.1 hereto, is being furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, nor shall it be incorporated by reference into any registration statement or other document pursuant to the Securities Act of 1933, as amended, except as expressly set forth in such filing.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

The following is filed as an Exhibit to this Current Report on Form 8-K.

Exhibit No.	Description of Exhibit
99.1	Investor Presentation

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 6, 2013

By: /s/ Andrew Heyward

Name: Andrew Heyward

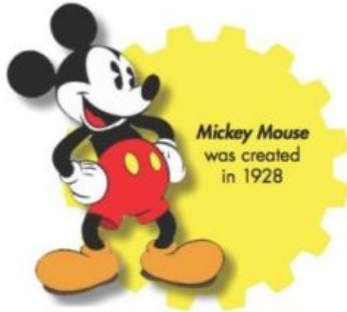
Title: Chief Executive Officer

There is a most unusual sector that exhibits extraordinary and timeless characteristics...

ANIMATED CARTOONS

(ANIMATED CARTOONS?? YES!)

Consider the following facts:



Mickey Mouse
was created
in 1928



Donald Duck
was created
in the 1930s



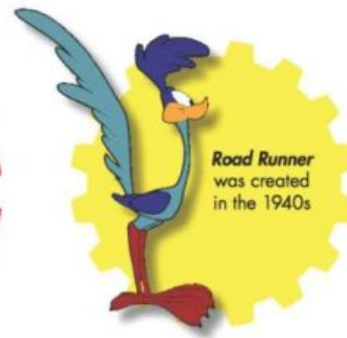
Tom and Jerry
was created in the 1930s



Bugs Bunny
was created
in the 1940s

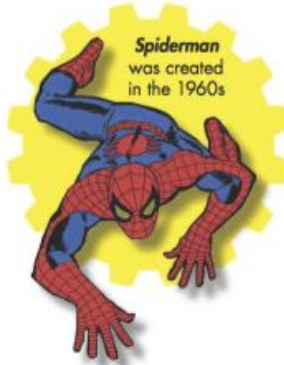


Daffy Duck
was created in
the 1940s

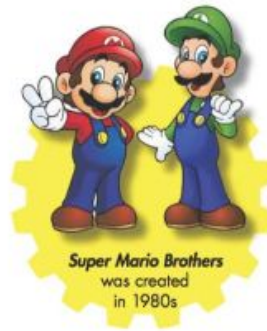


Road Runner
was created
in the 1940s

Consider the following facts:



Consider the following facts:



**Animated content is an evergreen and
lucrative business that transcends generations,
borders and trends.**

Cartoons from 50 years ago are still among the most popular properties featured on the newest distribution platforms.

A Squared Entertainment, a privately held company created by industry veterans Andy & Amy Heyward, recently merged with publicly held Genius Brands International (GNUS) to create a new company focused on providing "content with a purpose" for toddlers to tweens.



GENIUS BRANDS
INTERNATIONAL™

Proven, Experienced Management

Andy Heyward



Andy Heyward is a multi-Emmy winning producer of children's entertainment, who has made more episodes of kids television than any other producer. As former Chairman and CEO of DIC Entertainment, and now Co-President and CEO of A Squared, he has produced over 5,000 episodes of award-winning children's programs, most

of which are household names. Some of Andy's past work includes Ghostbusters, Inspector Gadget, Strawberry Shortcake, Alvin and the Chipmunks, Care Bears, Super Mario Brothers, Hello Kitty, Sonic the Hedgehog, Captain Planet, G.I. Joe, Madeline, Sabrina the Teenage Witch, Liberty's Kids, Carmen Sandiego, the Archies and dozens more. Andy has had numerous industry recognitions, including 2 Emmys, 9 Emmy nominations, 2 Humanitas Awards, 2 Cable Ace Awards, 5 Golden Reel Awards, 3 Environmental Media Awards, 1 New York Television Festival Award and a National Education Association Award among others.

Amy Moynihan Heyward



Amy is a brand-creation executive who has spent more than 20 years creating, managing and launching some of the most valuable brands in the world. As one of the original members of Disney Cruise Line, she was an integral part of the creation of this successful Disney

business. As Director of Global Marketing for McDonald's, she helped to grow its young adult business while managing brand consistency among cultures and countries. Earlier in her career, she was responsible for sponsorships and promotions for Hasbro Toys, and a part of the launch of a new theme park, a many new rides and attractions for Universal Studios Florida. Prior to creating A2 with Andy, she was VP of Marketing at the Los Angeles Times.

Children's Entertainment Veterans

GBI management has been entrenched in the kids entertainment business for nearly 30 years and have established relationships across the food chain.

Broadcasters



Online



Home Entertainment



Retailers



Board of Directors

- **Gray Davis** - Former California Governor Gray Davis
- **Jeff Weiss** - President and Co-CEO of American Greetings Corporation Inc.
- **Lynne Segall** - Publisher and Senior Vice President of The Hollywood Reporter
- **Will McDonough** - Founding Partner of Atlas Merchant Capital, formerly a Partner at Goldman Sachs
- **Bernard Cahill** - Co-founder of ROAR
- **Klaus Moeller** - Former CEO of Genius Brands International
- **Andy Heyward** - Chairman and CEO of Genius Brands International
- **Amy Moynihan Heyward** - President of Genius Brands International

Digital Generation

There has never been a better time to launch a multi-media, multi-platform company with a distinct edge, "content with a purpose," than now:

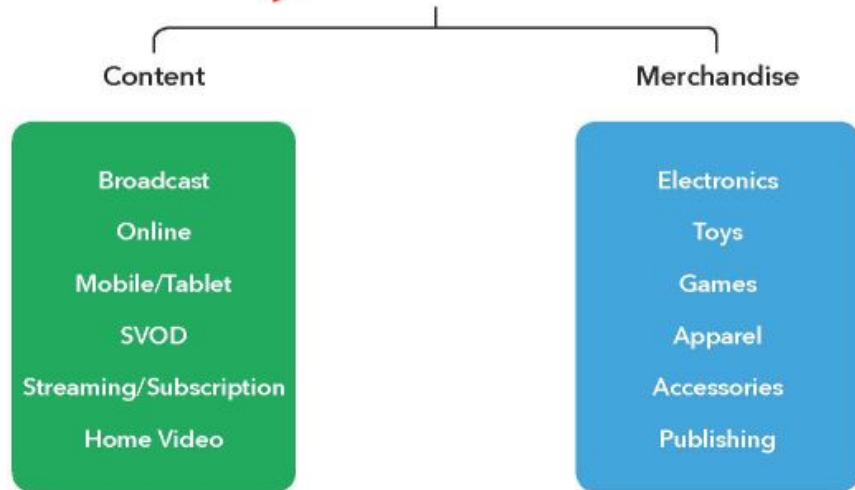
- The number of kids who use mobile devices has nearly doubled since 2011 (38% to 72%).
- Average daily use of mobile devices has tripled, from 5 to 15 minutes a day.
- Of the nearly two hours of screen time (1:55), 50% is spent in front of TV sets, but that is changing (DVR, Streaming, on-demand, etc).



Multi-Media Content for a Multi-Media Generation



Every Genius brand is created for multi-format, global distribution in addition to comprehensive consumer products programs.



Baby Genius®

Baby Genius® is the multiple award-winning producer of music-based toys and products, featuring a library of more than 500 toddler tunes, 11 developmental videos in multiple languages, and a collection of learning toys and books.

Baby Genius® is the #1 children's on-demand property on Comcast with 60M+ downloads and over 500,000 VOD users/month; it has over 14 million views on the Baby Genius® YouTube Channel which is growing at over 600,000 views per month.



Secret Millionaires Club™

Warren Buffett's *Secret Millionaires Club*

An animated series created and starring Warren Buffett who helps kids understand the world around them. It's not about reading a balance sheet, it's about inspiring kids to form healthy habits from an early age.



Thomas Edison's **Secret Lab**

Thomas Edison's Secret Lab

A new animated series in development to inspire kids in science and math and embrace the entrepreneurial spirit of one of the most inspirational inventors of our time, Thomas Edison.



STAN LEE'S MIGHTY 7™

Stan Lee in *Stan Lee's Mighty 7*

In partnership with the superhero creator of all superheroes, this new animated feature length trilogy features Stan Lee as a character for the first time in this animated, "comic book reality series," featuring Stan Lee himself.





Martha Stewart's *Martha & Friends*

An animated series that inspires creativity through crafting and cooking.





Gisele Bündchen's *Gisele & the Green Team*

An animated series inspiring "girl power" and the importance of protecting the universe.



Pascualina[®]

Introducing Pascualina -- the charismatic, stylish, cosmopolitan trendsetter that every tween girl aspires to be!



New Streaming Media Service

Provides parents with direct access to great "content with a purpose" for their kids.

The image displays two screenshots of the babygenius website. The left screenshot shows the homepage with a navigation bar at the top containing the babygenius logo, a search bar, and links for 'Home', 'About Us', 'Contact Us', and 'Help'. Below the navigation bar, there is a promotional banner for 'Vinko's Deals' and a large central banner for 'stream 1000's of children's classics! join the babygenius.club and save!'. Below this banner is a 'Best Sellers' section with several product thumbnails. The right screenshot shows the 'Baby Genius Streaming Video' page, which features a grid of 15 video thumbnails. Each thumbnail includes a title, a price, and an 'ADD TO CART' button. The titles include 'Favorite Nursery Rhymes: Bonus Song: No More Monkeys', 'Favorite Nursery Rhymes: I've Been Working on the Farm', 'Favorite Nursery Rhymes: Vinko the Dancing Bear', 'Favorite Nursery Rhymes: Farmer in the Dell', 'Favorite Nursery Rhymes: If You're Happy and You Know It', '000047-18 Baby Genius Streaming Video: Favorite Nursery Rhymes', 'Video-21177 Baby Genius Streaming Video: Favorite Nursery Rhymes', 'Video-21176 Baby Genius Streaming Video: Favorite Nursery Rhymes', '000047-13 Baby Genius Streaming Video: Favorite Nursery Rhymes', '000047-11 Baby Genius Streaming Video: Favorite Nursery Rhymes', 'Favorite Nursery Rhymes: Twinkle, Twinkle Little Star', 'Favorite Nursery Rhymes: London Bridge is Falling Down', 'Favorite Nursery Rhymes: 1, 2, 3, I Love You', 'Favorite Nursery Rhymes: Apples and Bananas', and 'Favorite Nursery Rhymes: Ring Around the Rosie'.

Growth Strategy

- **Content**

- Re-purpose and re-introduce *Baby Genius*®
- Create new pre-school content
- Introduce *Stan Lee's Mighty 7*, *Thomas Edison's Secret Lab*, and more

- **Distribution**

- International expansion
- Multi-platform distribution

- **Merchandise & Marketing**

- **Acquisitions & Aggregation**





GENIUS BRANDS

I N T E R N A T I O N A L .

Questions?