
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): April 2, 2014

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

(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))
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Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On April 2, 2014, Genius Brands International, Inc. (the "Company") filed a Certificate of Amendment (the "Amendment") to the Company's Articles of Incorporation to effect a 1-for-100 reverse split of the Company's common stock (the "Reverse Stock Split").

A copy of the Amendment is attached hereto as Exhibit 3.1 and is incorporated by reference herein.

Item 8.01 Other Events.

The Reverse Stock Split was announced by FINRA (Financial Industry Regulatory Authority) on April 4, 2014 and will be effective on April 7, 2014. This action follows approval of the majority of the Company's stockholders as of September 3, 2013, which approval granted authority to the Company's Board of Directors to effect a reverse stock split of the Company's authorized, issued and outstanding common stock at a ratio of not less than one for ten and not more than one for one hundred, in the sole discretion of the Company's Board of Directors.

On April 7, 2014, each 100 shares of the Company's issued and outstanding common stock will be combined into one share of common stock. The Company is not issuing fractional shares in connection with the Reverse Stock Split and will round fractional shares up to the next whole share.

On April 7, 2014, to indicate the Reverse Stock Split, a "D" will be appended to the Company's trading symbol and for a period of 20 business days the Company's common stock will trade under the symbol "GNUUSD." After the 20 business days, the Company's trading symbol will revert to "GNUS."

Additional information about the Reverse Stock Split is available in the Company's definitive proxy statement filed with the Securities and Exchange Commission on September 24, 2014.

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
3.1	Certificate of Amendment to the Articles of Incorporation
99.1	Press Release dated April 7, 2014

SIGNATURES

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

GENIUS BRANDS INTERNATIONAL, INC.

Date: April 7, 2014

By: */s/ Andrew Heyward*
Name: Andrew Heyward
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

April 2, 2014

Job Number: C20140403-0202

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
20140249726-47	Amendment	2 Pages/1 Copies



Respectfully,

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

ROSS MILLER
Secretary of State

Certified By: Nita Hibshman
Certificate Number: C20140403-0202
You may verify this certificate
online at <http://www.nvsos.gov/>



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  Ross Miller Secretary of State State of Nevada	Document Number 20140249726-47 Filing Date and Time 04/02/2014 2:33 PM Entity Number E0515682011-9
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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 of the Company's Articles of Incorporation shall be amended by adding the section, as set forth in Annex A hereto, to the end of Article IV, Subsection 4.02 of the Articles of Incorporation.

3. The vote by which the stockholders holding shares in the corporation entitling them to exercise a 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: 54.62%

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

Certificate of Amendment
of
Articles of Incorporation
of Genius Brands International, Inc.

Article IV of the Company's Articles of Incorporation shall be amended by adding, the following section to the end of Article IV, Subsection 4.02 of the Articles of Incorporation, that reads as follows, subject to compliance with applicable law:

Upon the filing and effectiveness (the "Effective Time") pursuant to the Nevada Revised Statutes of this amendment to the Corporation's Articles of Incorporation, each 100 shares of Common Stock issued and outstanding immediately prior to the Effective Time either issued and outstanding or held by the Corporation as treasury stock shall be combined into one (1) validly issued, fully paid and non-assessable share of Common Stock without any further action by the Corporation or the holder thereof (the "Reverse Stock Split"); provided that no fractional shares shall be issued to any holder and that instead of issuing such fractional shares, the Corporation shall round shares up to the nearest whole number. Each certificate that immediately prior to the Effective Time represented shares of Common Stock ("Old Certificates"), shall thereafter represent that number of shares of Common Stock into which the shares of Common Stock represented by the Old Certificate shall have been combined, subject to the treatment of fractional shares as described above."



GENIUS BRANDS INTERNATIONAL ANNOUNCES 1-FOR-100 REVERSE STOCK SPLIT

Stock to Begin Trading at Split-Adjusted Price April 7, 2014 under Temporary Symbol "GNUUSD"; Company Pursuing Uplisting and has Filed its NASDAQ Application

Beverly Hills, CA (April 7, 2014) - --Genius Brands International, Inc. (OTCQB: GNUS), a global brand management company dedicated to providing entertaining and enriching 'content with a purpose' for toddlers to tweens, announces a reverse split of its outstanding common stock at a ratio of 1-for-100.

The reverse stock split will be effective with FINRA (the Financial Industry Regulatory Authority) and in the marketplace at the open of business April 7, 2014, whereupon the stock will begin trading on a split-adjusted basis. The Company's trading symbol on April 7, 2014 will temporarily change to "GNUUSD" and continue for a period of 20 business days from that date, after such time, the symbol will revert to the original symbol of "GNUS".

As a result of the reverse stock split, the Company's issued and outstanding shares of common stock will decrease to approximately 6 million post-split shares (prior to effecting the rounding of fractional shares into whole shares as described below) from approximately 602 million pre-split shares.

As a result of the reverse stock split, each 100 shares of common stock held by each stockholder will be converted automatically into one share of common stock, with fractional shares rounded up to the next whole share. No fractional shares will be issued, and no cash or other consideration will be paid

Stockholders who are holding their shares in electronic form at their brokerage firms do not have to take any action as the effects of the reverse stock split will automatically be reflected in their brokerage accounts. No further action is required for stockholders holding paper certificates. Certificates representing pre-split holdings will be deemed to represent the stockholder's post-split holdings until such time as the stockholder presents the certificate to the transfer agent, whose contact information appears below.

Globex Transfer, LLC
780 Deltona Boulevard
Suite 202
Deltona, Florida 32725
Phone: (386) 206-1133

For additional information regarding the reverse stock split, please reference the Company's Definitive Proxy Statement filed with the SEC on September 24, 2013.

About Genius Brands International:

Headquartered in Los Angeles, California, Genius Brands International (OTCQB:GNUS) is a publicly traded multimedia content and brand management company with the merged assets of A Squared Entertainment LLC and Genius Brands International, Inc.

Led by industry veterans, Andy Heyward and Amy Moynihan Heyward, Genius Brands International includes award-winning *Baby Genius*, Warren Buffett's *Secret Millionaires Club*, Gisele Bündchen's *Gisele & the Green Team*, Martha Stewart's *Martha & Friends*, *Thomas Edison's Secret Lab* and *Stan Lee Comics*, featuring its first movie, *Stan Lee's Mighty 7*. The Company provides "content with a purpose" for kids of all ages, meaning interactive content that is as entertaining as it is enriching.

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Forward Looking Statements:

Certain statements in this press release constitute "forward-looking statements" within the meaning of the federal securities laws. Words such as "may," "might," "will," "should," "believe," "expect," "anticipate," "estimate," "continue," "predict," "forecast," "project," "plan," "intend" or similar expressions, or statements regarding intent, belief, or current expectations, are forward-looking statements. While the Company believes these forward-looking statements are reasonable, undue reliance should not be placed on any such forward-looking statements, which are based on information available to us on the date of this release. These forward looking statements are based upon current estimates and assumptions and are subject to various risks and uncertainties, including without limitation those set forth in the Company's filings with the Securities and Exchange Commission (the "SEC"), not limited to Risk Factors relating to its business contained therein. Thus, actual results could be materially different. The Company expressly disclaims any obligation to update or alter statements whether as a result of new information, future events or otherwise, except as required by law.

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