

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

Amendment No. 1 to
FORM S-1

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

GENIUS BRANDS INTERNATIONAL, INC.

(Exact name of registrant as specified in its charter)

Nevada
(State or other jurisdiction of
incorporation or organization)

7812
(Primary Standard Industrial
Classification Code Number)

20-4118216
(I.R.S. Employer Identification No.)

9401 Wilshire Blvd, #608
Beverly Hills, CA 90212
Telephone: (310) 273-4222
(Address, including zip code, and telephone number,
including area code, of registrant's principal executive offices)

The Corporation Trust Company of Nevada
311 S. Division St.
Carson City, NV 89703
Telephone: (775) 888-4070
(Name, address, including zip code, and telephone number,
including area code, of agent for service)

Copies of all communications, including communications sent to agent for service, should be sent to:

Harvey J. Kesner, Esq.
Sichenzia Ross Friedman Ference LLP
61 Broadway, 32nd Floor
New York, New York 10006
Telephone: (212) 930-9700
Fax: (212) 930-9725

Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this Registration Statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933 check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

(Check one):

Large accelerated filer Accelerated filer
Non-accelerated filer Smaller reporting company

(Do not check if a smaller reporting company)

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date

until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until the Registration Statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to Section 8(a), may determine.

EXPLANATORY NOTE

This Amendment No. 1 to the Registration Statement on Form S-1 (File No. 333-196813) of Genius Brands International, Inc. is being filed solely to file Exhibit 5.1. Accordingly this Amendment No. 1 consists solely of the facing page, this explanatory note, the signature page, and the exhibit filed herewith. This filing does not modify any provision of the Registration Statement except as specifically noted herein.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the County of Los Angeles, State of California, on July 16, 2014.

Genius Brands International, Inc.

July 16, 2014

By: /s/ Andrew Heyward
Andrew Heyward
Chief Executive Officer and Chairman
(Principal Executive Officer)

July 16, 2014

By: /s/ Richard Staves
Richard Staves
Interim Chief Financial Officer
(Principal Financial and Accounting Officer)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS:

That the undersigned officers and directors of Genius Brands International, Inc., a Nevada corporation, do hereby constitute and appoint Andrew Heyward his or her true and lawful attorney-in-fact and agent with full power and authority to do any and all acts and things and to execute any and all instruments which said attorney and agent, determine may be necessary or advisable or required to enable said corporation to comply with the Securities Act of 1933, as amended, and any rules or regulations or requirements of the Securities and Exchange Commission in connection with this Registration Statement. Without limiting the generality of the foregoing power and authority, the powers granted include the power and authority to sign the names of the undersigned officers and directors in the capacities indicated below to this Registration Statement, and to any and all instruments or documents filed as part of or in conjunction with this Registration Statement or amendments or supplements thereof, including post-effective amendments, to this Registration Statement or any registration statement relating to this offering to be effective upon filing pursuant to Rule 462(b) under the Securities Act of 1933, and each of the undersigned hereby ratifies and confirms that said attorney and agent, shall do or cause to be done by virtue thereof. This Power of Attorney may be signed in several counterparts.

IN WITNESS WHEREOF, each of the undersigned has executed this Power of Attorney. In accordance with the requirements of the Securities Act of 1933, as amended, this registration statement was signed by the following persons in the capacities and on the dates stated:

<u>SIGNATURE</u>	<u>TITLE</u>	<u>DATE</u>
By: <u>/s/ Andrew Heyward</u> Andrew Heyward	Chief Executive Officer and Chairman (Principal Executive Officer)	July 16, 2014
By: * <u>Richard Staves</u>	Interim Chief Financial Officer (Principal Financial and Accounting Officer)	July 16, 2014
By: * <u>Amy Moynihan Heyward</u>	President and Director	July 16, 2014
By: * <u>Gregory Payne</u>	Corporate Secretary	July 16, 2014
By: * <u>Lynne Segall</u>	Director	July 16, 2014
By: * <u>Jeffrey Weiss</u>	Director	July 16, 2014
By: <u>Joseph "Gray" Davis</u>	Director	July 16, 2014
By: * <u>Bernard Cahill</u>	Director	July 16, 2014
By: * <u>Anthony Thomopoulos</u>	Director	July 16, 2014
By: * <u>Patrick Clark Hallren</u>	Director	July 16, 2014

* Executed on July 16, 2014 by Andrew Heyward as attorney-in-fact under power of attorney granted in the Registration Statement

previously filed on June 16, 2014.

SICHENZIA ROSS FRIEDMAN FERENCE LLP

Attorneys At Law

61 Broadway, 32nd Floor
New York, New York 10006

Telephone: (212) 930-9700

Facsimile: (212) 930-9725

July 16, 2014

VIA ELECTRONIC TRANSMISSION

Securities and Exchange Commission
100 F Street, N.E.
Washington, DC 20549

Re: Genius Brands International, Inc. Form S-1 Registration Statement (File No. 333-196813)

Ladies and Gentlemen:

We refer to the above-captioned registration statement on Form S-1 (the "Registration Statement") under the Securities Act of 1933, as amended (the "Act"), filed by Genius Brands International, Inc., a Nevada corporation (the "Company"), with the Securities and Exchange Commission.

We have examined the originals, photocopies, certified copies or other evidence of such records of the Company, certificates of officers of the Company and public officials, and other documents as we have deemed relevant and necessary as a basis for the opinion hereinafter expressed. In such examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as certified copies or photocopies and the authenticity of the originals of such latter documents.

Based on our examination mentioned above, we are of the opinion that the securities being sold pursuant to the Registration Statement, consisting of 3,125,000 shares of the Company's common stock, representing 125% of shares of the Company's common stock issuable upon conversion of 5,000 shares of the Company's outstanding Series A Convertible Preferred Stock, will be, when issued in the manner described in the Registration Statement, legally and validly issued, fully paid and non-assessable.

We hereby consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement and to the reference to our firm under "Legal Matters" in the related Prospectus. In giving the foregoing consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Act, or the rules and regulations of the Securities and Exchange Commission.

Very truly yours,

s/ Sichenzia Ross Friedman Ference LLP
Sichenzia Ross Friedman Ference LLP