

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): July 28, 2016

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)*

301 N. Canon Drive, Suite 305
Beverly Hills, CA
(Address of principal executive offices)

90210
(Zip Code)

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

(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 7.01 Regulation FD Disclosure.

A copy of Genius Brands International, Inc.'s (the "Company") investor presentation is furnished as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

In addition, the Company has prepared a fact sheet for presentations to investors and to use for public relations. A copy of the Company's fact sheet is furnished as Exhibit 99.2 to this Current Report on Form 8-K and is incorporated herein by reference.

The information disclosed under this Item 7.01, including Exhibit 99.1 and Exhibit 99.2 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.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Investor Presentation
99.2	Fact Sheet

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: July 28, 2016

By: /s/ Andy Heyward
Andy Heyward
Chief Executive Officer



Important Cautions Regarding Forward Looking Statements

This presentation includes, and our officers and representatives may from time to time make, certain estimates and other forward-looking statements within the meaning of the safe harbor provisions of the U.S. Private Securities Litigation Reform Act of 1995, including, among others, statements with respect to the Company's future revenues, earnings, strategies, prospects, consequences and all other statements that are not purely historical and that may constitute statements of future expectation. While we believe these statements are accurate, forward-looking statements are not historical facts and are inherently uncertain. We cannot assure you that these expectations will occur, and our actual results may be significantly different. Factors that may cause actual results to differ materially from those contemplated in any forward-looking statements made by us are sometimes presented within the forward-looking statements themselves or are otherwise discussed in filings we make with the United States Securities and Exchange Commission (SEC), including our Annual Report on Form 10-K and subsequent reports on Form 10-Q and Form 8-K and available on our website: www.gnusbrands.com. Any forward-looking statement made by us in this presentation is based only on information currently available to us and speaks only as of the date on which it is made. The Company disclaims any obligation to update or revise any forward-looking statement, whether written or oral, that may be made from time to time, based on the occurrence of future events, the receipt of new information, or otherwise.

Who We Are

Headquartered in Beverly Hills, California, Genius Brands International, Inc. (OTCQB: GNUS) is a publicly traded global brand management company that creates and licenses multimedia content.

Led by award-winning creators and producers, the company distributes its content worldwide in all formats, as well as a broad range of consumer products based on its characters. In the children's media sector, GBI's portfolio features "content with a purpose" for toddlers to tweens, which provides enrichment as well as entertainment.



How We Address this Market Opportunity

- Genius Brands International addresses an underserved niche in the marketplace
- Our children's content enriches young minds by delivering positive messages through an engaging and entertaining experience
- A growing portfolio of seven fully-owned and announced branded properties, with a number of others at various stages of development
- We also have under contract two third-party properties utilizing our global brand management infrastructure
- Partners include 45+ licensees going to market with 500 product SKUs



Our Go-To-Market Channels

Children's Entertainment Veterans

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



The World of Genius Brands



SPACEPOP™

NOT YOUR AVERAGE PRINCESSES

108 x 3 minutes

- Promotional partnerships with Six Flags, Dippin' Dots, and Camplified
- 15 Licensees for SpacePOP on board including presence in every major product category with blue chip partners

Premiering on YouTube on June 20, 2016, *SpacePOP* is music and fashion driven animated property that has garnered over 3 million views and over 8,800 subscribers. *SpacePOP* has a best-in-class development and production team on board including Steve Banks (head writer and story editor of *Sponge Bob Square Pants*) as content writer; Han Lee (*Pink Fizz*, *Bobby Jack*) for original character designs; multiple Grammy Award-winning producer and music veteran Ron Fair (*Fergie*, *Mary J. Blige*, *Black Eyed Peas*, *Pussycat Dolls*, *Christina Aguilera* and more) and singer songwriter spouse Stefanie Fair (founding member of RCA's girl group *Wild Orchid* with Fergie) for the original *SpacePOP* theme music; and veteran music producer and composer John Loeffler (*Kidz Bop*, *Pokemon*) for original songs.



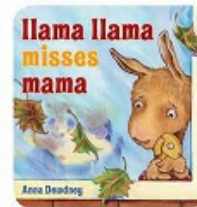
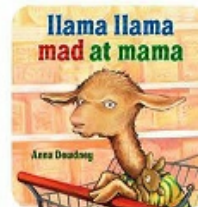
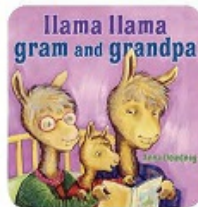
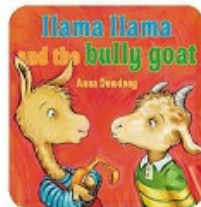
15 x 22 minutes



Llama Llama

- Based on the award-winning, NY Times #1 Bestselling children's classic book series
- Nearly 10 million units in print and published in 8 languages

Currently in production on 15 half-hour episodes to premiere on Netflix in 2017, *Llama Llama* is a new animated series about young Llama Llama's first steps in growing up and facing childhood milestones. Each episode will be structured around a childhood milestone coupled with a life lesson learned by Llama Llama and his friends, told with a sense of humor, vitality, and understanding. Global licensing program unveiled in June 2016 at the Licensing Expo.



Stan Lee's
**COSMIC
CRUSADERS**

52 x 11 minutes

- A co-production among GBI, Stan Lee's POW! Entertainment, and The Hollywood Reporter of an animated adult series.
- Launch will coincide with "Stan Lee's 75 Years in Business" salute in The Hollywood Reporter's Comic-Con issue

The first four episodes will premiere exclusively on THR.com with one episode airing each day during Comic-Con International 2016. The webisodes will cliffhanger daily, and the first one will actually be in VR, with 'VR boxes' to place on smart phones being given out at Comic-Con. *Stan Lee's Cosmic Crusaders* is the first series to launch on THR.com and will be promoted through THR's YouTube channel, Facebook, Twitter and Instagram pages. The global consumer products program was introduced at Licensing Expo 2016 with national retailer Hot Topic secured as anchor retail partner.



52 x 11 minutes

Thomas Edison's Secret Lab.

- STEM-based comedy adventure series by Emmy-nominated writer Steve Banks (*SpongeBob Square Pants*), multi-Emmy Award-winning writer Jeffrey Scott (*Dragon Tales*), and Emmy Award-winning producer Mark Young (*All Dogs Go To Heaven 2*)
- 52 Original music videos produced by Grammy Award-winning producer Ron Fair

The animated series follows the adventures of Angie, a 12-year-old prodigy who, along with her young science club, discovers Thomas Edison's secret lab! The series includes 52 episodes and 52 original music videos.





26 x 30 minute episodes
26 x 4 minute webisodes

- **The brand's mission is to empower kids by teaching them about the business of life and the impact their decisions have on their lives and their community.**

In this animated series, Warren Buffett acts as a mentor to a group of kids who have international adventures in business and meet some very interesting guest stars along the way including Jay Z, Shaquille O'Neal, Nick Cannon, Kelly Rowland, Bill Gates, and more. The series has spawned books, DVDs, and has been adapted for classrooms, resulting in the *Grow Your Own Business Challenge*, an annual national competition that encourages kids to develop their own original businesses.



 baby
genius.

11 x 30 minutes

- **80% Brand Recognition among Moms with 500 songs and 125 music videos**
- **#1 Children's On-Demand Property on Baby Boost Channel on Comcast**

As kids transition from infant to toddler, every waking moment is a time for discovery and development. Baby Genius® products with a purpose engage with kids at these critical stages in relevant ways to guide and encourage their development. They also provide parents with the guidance they need to make every experience an enjoyable learning experience.



Key Stats: GNUS (OTCQB)

Stock Price (7/15/2016)	\$2.14	Total Revenues (mrq)	\$0.4M
52 Week Low/High	\$0.72-\$2.45	EBITDA (mrq)	(\$1.6M)
Avg Daily Volume (3 mo.)	21,955	Diluted EPS (mrq)	(\$0.15)
Shares Outstanding	11.9M	Cash & Equivalents	\$5.9M
Insider Holdings (est)	49.5%	Total Assets	\$19.8M
Warrants Outstanding¹	5.1M	Total Debt	\$0.4M
Options Outstanding²	4.2M	Total Liabilities	\$6.7M
Preferred Shares Outstanding³	5,205	Total Equity	\$13.1M
Market Cap	\$25.4M		
Fully-Diluted⁴	\$56.4M		
Date of Merger	2013		
Employee Count	20		
Fiscal Year End	Dec. 31		
HQ	Beverly Hills		



Data sources: Yahoo Finance, Big Charts, company estimates
 (mrq) = most recent quarter as of July 15, 2016
 (ttm) = trailing twelve months as of July 15, 2016



- 1) 5.1M warrants outstanding as of 3/31/2016 with exercise prices ranging from \$1.10 to \$2.00 per share.
- 2) 4.2M options outstanding as of 3/31/2016 with exercise prices ranging from \$0.94 to \$4.00 per share.
- 3) 5,205 preferred shares outstanding as of 3/31/2016 convertible into 5,205,000 shares of common stock.
- 4) Assumes conversion of preferred shares and exercise of warrants and options.

Key Takeaways

- Global brand management company that creates and licenses valuable evergreen multimedia content for toddlers to tweens to young adults, on a global basis
- Diverse portfolio of high-value brands with strong competitive niche and differentiation from competitors
- IP expansion has set stage for rapid growth under a low risk operating model
- Highly accomplished management with proven success in creating multiple billion dollar brands
- World class independent Board of Directors
- Kids VOD channel partnership with Comcast currently in 21 million homes and rollout plans to reach 60 million homes in Q4 2016
- Tiffany partnerships across broadcasting, licensees, and retail worldwide
- Seven brands coming to market in 2016/2017





Headquartered in Beverly Hills, California, Genius Brands International, Inc. "GBI" (OTCQB: GNUS) is a publicly traded global brand management company that creates and licenses multimedia content. Led by award-winning creators and producers, the company distributes its content worldwide in all formats, as well as a broad range of consumer products based on its characters. In the children's media sector, GBI's portfolio features "content with a purpose" for toddlers to tweens, which provides enrichment as well as entertainment, including tween music-driven brand *SpacePOP*; preschool property debuting on Netflix *Llama Llama*; award-winning *Baby Genius*[®], re-launched with new entertainment and over 40 new products; adventure comedy *Thomas Edison's Secret Lab*[®], available on Netflix, public broadcast stations and GBI's Kid Genius channel on Comcast's Xfinity On Demand; Warren Buffett's *Secret Millionaires Club*[®], created with and starring iconic investor Warren Buffett. The company is also co-producing an all-new adult animated series, *Stan Lee's Cosmic Crusaders*, with Stan Lee's POW! Entertainment and The Hollywood Reporter. For additional information please visit www.gnusbrands.com.

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ABOUT GENIUS BRANDS INTERNATIONAL (OTCQB: GNUS)

1. Headquartered in Beverly Hills, California, Genius Brands International, Inc. (OTCQB: GNUS) is a publicly traded global brand management company that creates and licenses multimedia content.
2. Led by award-winning creators and producers, the company distributes its content worldwide in all formats, as well as a broad range of consumer products based on its characters. In the children's media sector, GBI's portfolio features "content with a purpose" for toddlers to tweens, which provides enrichment as well as entertainment.
3. Officially launched three new properties - *SpacePOP* currently available YouTube, *Llama Llama* to be distributed on Netflix, and *Stan Lee's Cosmic Crusaders* in association with The Hollywood Reporter to premiere at ComicCon. Each comes with existing licensees and retailers.
4. New properties join our existing properties *Baby Genius*, *Thomas Edison's Secret Lab*, and *Warren Buffett's Secret Millionaires Club*.
5. Diverse portfolio of high-value brands with strong competitive niche and differentiation from competitors.
6. IP expansion has set stage for rapid growth under a low risk operating model.
7. Risk averse model doesn't greenlight properties until cost of production is 75% pre-sold.
8. Kid Genius on Comcast (Genius Brands' own recently launched proprietary kids channel) combines the power values of a channel in its own right AND the ability to promote Genius Brands' programs. Channels are hard to come by, and they are worth a lot. Currently in 21 million homes and rollout plans to reach 60 million homes in Q4 2016.
9. Highly accomplished management team coming from Walt Disney Company, Hasbro Toys, McDonald's, with a track record of working on numerous instantly recognizable and lucrative brands (*Ghostbusters*, *Lion King*, *Inspector Gadget*, *Strawberry Shortcake*, *Care Bears*, *Alvin and the Chipmunks*, *Hello Kitty*, *Super Mario Brothers*, *Sonic the Hedgehog*, *Where's Waldo*, *Street Sharks*, *Furby*, *Captain Planet*, among others).
10. Highly respected independent Board of Directors.
11. Tiffany partnerships across broadcasting, licensees, and retail worldwide and seven brands coming to market in 2016/2017.



OVERVIEW OF BRANDS (CLICK ON BRAND IMAGE TO VIEW MATERIALS)



OTHER RELEVANT POINTS

- CEO recently bought \$500,000 shares at \$1/share and acquired 238,683 shares at \$1.72/share in satisfaction of certain short-term advances.
- Company adopted an incentive compensation for officers, directors, employees, and consultants to purchase common shares.
- We believe the stock is currently dramatically undervalued.
- The recent acquisition of DreamWorks Animation by NBCUniversal highlights the value of companies that successfully create timeless animated properties.

LAST 12 CEO NEWSLETTERS

[Link to newsletters](#)

WARREN BUFFETT INTERVIEW CLIP



Warren Buffett was featured on FOX Business, where he emphasized the importance of teaching kids finance. Click the video on the left to watch the interview.

KID GENIUS - ANDY HEYWARD INTRO

[Promo clip](#)

MOCK SHARE OF GBI STOCK

[GBI Stock Certificate](#)

LINKS TO WEBSITES AND APPS

- | | | | |
|-------------------------------------|--|---------------------------------|-------------------------------|
| • <i>SpacePOP</i> | spacepopgirls.com | YouTube Channel | |
| • <i>Kid Genius</i> | kidgeniustv.com | | |
| • <i>Thomas Edison's Secret Lab</i> | edisonsecretlab.com | App (iTunes) | App (Android) |
| • <i>Baby Genius</i> | babygenius.com | App (iTunes) | App (Android) |
| • <i>Secret Millionaires Club</i> | smckids.com | | |
| • <i>Llama Llama</i> | llamallamabook.com | | |

RESEARCH FROM CHARDAN WITH PRICE TARGET OF \$3.50

["Initiating Coverage with Buy Recommendation" by Chardan Capital Markets, LLC](#)

Certain statements in this report 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 report. 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 patent 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.