
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): November 7, 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.

On November 7, 2016, Genius Brands International, Inc. (the “Company”) distributed to its shareholders the letter attached hereto as Exhibit 99.1.

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.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Genius Brands International, Inc. Letter to Shareholders dated November 7, 2016.

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 thereunto duly authorized.

GENIUS BRANDS INTERNATIONAL, INC.

By: /s/ Andrew Heyward
Name: Andrew Heyward
Title: Chief Executive Officer

Date: November 7, 2016



Dear Genius Brands Shareholders,

On the eve of our national election, I am reminded that we have a very special business. We make cartoons and we license consumer products for children, based on our cartoons. Our business is not affected by which candidate wins. Our business is not affected by whether there are Democrats or Republicans in Congress. Though our product is both evergreen and international, it is not affected by the price of oil, or gold, or by global politics.

The *success* of our business is determined by the quality of our entertainment and whether kids embrace it or not. We are affected by the power of our marketing, our content distribution systems, and the licensees and retailers which choose to manufacture and bring our products to market.

As *Tom and Jerry* above, which was first made in 1939, and like the many cartoons we are making today, a successful cartoon will be an income generating asset continuing to 'pump oil' for one decade after another, after another.

Today we announced a 1 for 3 stock split in preparation of our anticipated move from the OTC exchange to NASDAQ. We chose our time to make our NASDAQ application thoughtfully, because of strong commerce and events of value creation occurring now in Genius Brands, and we have much good news to share associated with the reverse stock split and the planned move now to a national exchange.

Why is this important?

We believe having our stock listed on NASDAQ will bring many benefits to the Company and its shareholders, including broadening the appeal of our shares to institutional investors, thus increasing exposure of our shares and brand identity, as well as being on a bigger stage from which to unlock value for our shareholders.

- Our *Kid Genius Cartoon Channel* has recently doubled its coverage to over 40 million US TV households and has garnered the attention of Beacon Media, the largest kids media buyer in America, recognizing it as an option for advertisers alongside Nickelodeon, Cartoon Network, and Disney Channel.
- Our *Space Pop* product line of diverse products including dolls, electronics, publishing, apparel, beauty, confections, original music and videos from Sony Music and Sony Pictures Home Entertainment, hits stores nationwide on December 1st in Toys R Us, Kohls, Claires, and elsewhere.

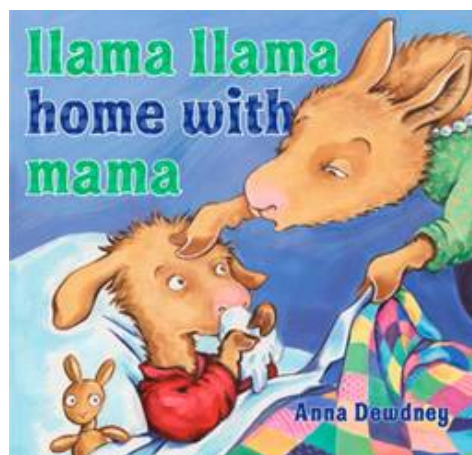


We have teamed up with You Tube to distribute over 100 (3) minute music based webisodes of *SpacePop*, and the first 30 already out, have garnered over **10 million views**, thus tracking ahead of both our competitor benchmarks, *Monster High* from Mattel, and *My Little Pony Equestria Girls* from Hasbro....both billion dollar brands.

- Stone Newman, our President of Worldwide Consumer Products and Content Sales, returned last week from the MIPCOM global TV and media market in Cannes where his team secured numerous sales in major territories for not just new offerings like *Space Pop*, but also catalogue product such as *Thomas Edison's Secret Lab*, and *Warren Buffett's Secret Millionaires Club*.



- We are deep in production of *Llama Llama* our series for Netflix, with Jennifer Garner playing the role of Mama Llama, and our broad consumer products program for it which will appear on TV and in the retail marketplace in 2017.



Over the coming days, we will be sharing these events, and more.

As we now grow, a national exchange will provide us with the platform we need for our rapidly growing business.

Today, I launch a ten city road show to meet with a broad array of institutional investors to introduce them to Genius Brands, and to tell our story.

Its an exciting story which we have been patiently nourishing for the last three years, as we develop produce, and license our programs which are now coming to the marketplace.

In the *Secret Millionaires Club*, Warren Buffett says, 'Someone is sitting in the shade today, because long ago, someone planted a tree.'



At Genius Brands, we started planting our trees almost 3 years ago, and now they are beginning to make some shade.

-Andy
CEO and Chairman
Genius Brands International