

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 4, 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 3.03 Material Modifications of Rights of Security Holders.

The information set forth in Item 5.03 is incorporated herein by reference.

Item 5.03 Amendments to Articles of Incorporation or Bylaws.

Amendment to Articles of Incorporation

On November 4, 2016, Genius Brands International, Inc. (the “**Company**”) filed a certificate of amendment to its articles of incorporation with the Secretary of State of the State of Nevada to effect a one-for-three reverse stock split of the Company’s shares of common stock. Such amendment and ratio were previously approved by the Company’s board of directors.

As a result of the reverse stock split, every three shares of the Company’s pre-reverse split common stock will be combined and reclassified into one share of common stock. Proportionate voting rights and other rights of common stock holders will not be affected by the reverse stock split. Stockholders who would otherwise hold a fractional share of common stock will receive an increase to their common stock as the common stock will be rounded up to a full share. No fractional shares will be issued in connection with the reverse stock split.

The reverse stock split is effective as of 5:00 p.m., Pacific Standard Time, on November 7, 2016, and the Company’s common stock will trade on the OTCQB on a post-split basis at the open of business on November 8, 2016. The Company’s post-reverse split common stock has a new CUSIP number: 37229T301, but the par value and other terms of the common stock are not affected by the reverse stock split.

The Company’s transfer agent, VStock Transfer, LLC, is acting as exchange agent for the reverse stock split and will send instructions to stockholders of record regarding the exchange of certificates for common stock for shares of common stock.

On November 7, 2016, the Company issued a press release with respect to the reverse stock split, which is being filed as Exhibit 99.1 to this Current Report on Form 8-K. A copy of the certificate of change to the articles of incorporation is being filed as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description
3.1	Certificate of Change to the Articles of Incorporation of Genius Brands International, Inc., filed with the Secretary of State of the State of Nevada on November 4, 2016
99.1	Press Release Issued by Genius Brands International, Inc. on 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

STATE OF NEVADA

BARBARA K. CEGAVSKE
Secretary of State



JEFFERY LANDERFELT
Deputy Secretary
for Commercial Recordings

OFFICE OF THE
SECRETARY OF STATE

Certified Copy

November 4, 2016

Job Number: C20161104-0175
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
20160486430-34	Stock Split	1 Pages/1 Copies



Respectfully,

Handwritten signature of Barbara K. Cegavske in cursive.

BARBARA K. CEGAVSKE
Secretary of State

Certified By: A Frieser
Certificate Number: C20161104-0175
You may verify this certificate
online at <http://www.nvsos.gov/>

Commercial Recording Division
202 N. Carson Street
Carson City, Nevada 89701-4201
Telephone (775) 684-5708
Fax (775) 684-7138

BARBARA K. CEGAVSKE
Secretary of State
204 North Carson Street, Suite 4
Carson City, Nevada 89701-4520
(775) 684-5706
Website: www.nvsos.gov

**Certificate of Change Pursuant
to NRS 78.209**

Filed in the office of	Document Number
/s/ Barbara K. Cegavske	20160486430-34
Barbara K. Cegavske	Filing Date and Time
Secretary of State	11/04/2016 8:00 AM
State of Nevada	Entity Number
	E00515685011-9

Certificate of Change filed Pursuant to NRS 78.209
For Nevada Profit Corporations

1. Name of Corporation:

Genius Brands International, Inc.

2. The board of directors have adopted a resolution pursuant to NRS 78.209 and have obtained any required approval of the stockholders.

3. The current number of authorized shares and the par value, if any, of each class or series, if any, of shares before the change:

700,000,000 authorized shares of Common Stock, par value \$0.001 per share.

10,000,000 authorized shares of Preferred Stock, par value \$0.001 per share.

4. The number of authorized shares and the par value, if any, of each class or series, if any, of shares after the change:

233,333,334 authorized shares of Common Stock, par value \$0.001 per share.

100,000,000 authorized shares of Preferred Stock, par value \$0.001 per share.

5. The number of shares of each affected class or series, if any, to be issued after the change in exchange for each issued shares of the same class or series:

One (1) share of Common Stock will be issued in exchange for every three (3) shares of issued and outstanding Common Stock.

6. The provisions, if any, for the issuance of fractional shares, or for the payment of money or the issuance of scrip to stockholders otherwise entitled to a fraction of a share and the percentage of outstanding shares affected thereby:

All fractional shares of Common Stock will be rounded up to the nearest whole share.

7. Effective date and time of filing: (optional) Date: 11/07/16 Time: 5:00 PM

8. Signature:

/s/ Gregory B. Payne
Signature of Officer

Corporate Secretary
Title



Genius Brands International Announces Reverse Stock Split in Preparation for Listing on National Stock Exchange

BEVERLY HILLS, CA--(Marketwired - November 07, 2016) - Genius Brands International, Inc. (GNUS) a global brand management company that creates and licenses multimedia content for children, announced today that it will effect a reverse stock split of its outstanding common stock at a one for three (1:3) ratio. The reverse stock split becomes effective on November 7, 2016 and the Company's common stock will begin trading on a post-split basis under the symbol "GNUSD" at the open of trading on Tuesday, November 8, 2016.

The reverse stock split is being implemented to facilitate the uplisting of the Company's common stock to The NASDAQ Capital Market ("NASDAQ"). Genius Brands International has applied for listing its common stock on NASDAQ, which has a minimum market (bid) price requirement for new applicants of \$4.00 per share. Genius Brands International Chief Executive Officer Andy Heyward stated, "This stock split represents an important step in the process of uplisting to and trading on NASDAQ. We expect that having our stock listed there will bring many benefits to the Company and its investors, including broadening the appeal of our shares to institutional investors, increasing exposure of our shares and brand identity. We are now entering a period of extraordinary growth for several of our children's brands imminently coming to retail, as well as our channel, the '*Kid Genius Cartoon Channel*', and we look forward to increasing exposure of our Company to institutional investors."

Genius Brands International common stock will be quoted on the OTCQB on a post-split basis under the symbol "GNUSD" for the earlier of 20 business days, or upon a successful listing on NASDAQ which can be as early as after 5 days of trading at or above \$4 per share. At such time the symbol will revert back to GNUS. On the effective date of the reverse stock split, the CUSIP number of the Company's common stock will be changed to 37229T 301. Additional information regarding the reverse stock split is contained in the Company's Current Report on Form 8-K as filed with the SEC on November 7, 2016. There are no assurances that The NASDAQ Stock Market will approve the Company's application for listing its common stock even after the reverse stock split is effective.

About Genius Brands International

Headquartered in Beverly Hills, California, Genius Brands International, Inc. (OTCQB: GNUS) is a publicly traded global brand management company that creates and licenses positive value multimedia content for children. 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, the Company's portfolio features "content with a purpose" for toddlers to tweens, which provides enrichment as well as entertainment, including new preschool property *Rainbow Rangers*; 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 Genius Brands' *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. Additionally under Genius Brands' wholly owned subsidiary, A Squared Entertainment, the Company represents third-party properties, including *From Frank*, a humor greeting card and product line, and *Celescence Technologies*, the world's leading micro encapsulation company, across a broad range of categories in territories around the world. For additional information please visit www.gnusbrands.com.

Forward-Looking Statements:

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 Annual Report on Form 10-K for the fiscal year ended December 31, 2015, under the heading "Risk Factors," and other 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.

INVESTOR RELATIONS:

Robert Haag
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