

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 14, 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))
-

Item 7.01 Regulation FD Disclosure.

On November 14, 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 14, 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 14, 2016

Producing the animated film that opens the Berkshire Hathaway Annual Meeting for the last 20 years has given us the extraordinary privilege to spend quality time with Warren Buffett and learn so many valuable lessons. Producing the *Secret Millionaires Club* animated kid series with Warren has given us at Genius an opportunity to share those lessons in stories for kids. One of the lessons we have learned from Warren is the value of powerful brands. Today we released our 10Q for the third quarter of 2016. To fully appreciate it, is to understand the vital importance of brands.

Buffett's addiction to brands
Berkshire portfolio includes some of the most valuable brands in the world

Brand	Brand value*	BrandZ rank	Berkshire stake
IBM	\$107.5bn	3	6.3%
Coca-Cola	\$80.7bn	6	9.1%
WELLS FARGO	\$54.3bn	13	9.2%
Walmart	\$35.3bn	22	1.8%
AMERICAN EXPRESS	\$34.4bn	24	14.2%
Pampers	\$22.6bn	39	1.9%**
ExxonMobil	\$19.8bn	48	0.9%
Gillette	\$19.0bn	52	1.9%**
US bancorp	\$14.9bn	65	5.3%
TESCO	\$14.8bn	66	3.7%
BERKSHIRE HATHAWAY	To be continued...		100%

* Based on data from BrandZ, Kantar Retail and Bloomberg
Source: Millward Brown/BrandZ, Berkshire Hathaway 2013 annual report

** Berkshire ownership of parent company P&G



At Genius Brands International we have been developing brands for kids. Brands which are creatively and commercially powerful, as well as international and evergreen.



We have associated our brands with powerful broadcasters, licensees, promotional partners, and distribution systems, including YouTube, Netflix, Sony Pictures Home Entertainment, Sony Music, Target, Toys R Us, Barnes & Noble, Amazon, and Walmart, among others. These brands occupy unique places in the marketplace and form a diverse portfolio of complimentary assets for Genius. Some are for boys, some are for girls, some are for tweens, some are for toddlers. Our brands sit on different places on the viewing screen and different places on the retail shelves.



I share this with you as Genius is amidst a period of unprecedented growth, and where many of these brands are now being established and coming into both the retail and media marketplace, which can become revenue drivers for our company. We've seen growth in the numbers of properties we have in production and development, the number of licensees of our brands, the number of big-box retailers carrying our brands, and we recently doubled the number of households which have our Kid Genius Cartoon Channel, bringing the total to 42 MM households.

Since doing our reverse stock split last week, I have been on a 'road show' meeting investors on the west coast and starting today a four-day road show with Institutional Investors on the east coast. As I have told our story and shared where the company is going, our stock has risen to \$6.50/share reflecting an 8% increase since the reverse split.

Today we released our 10Q for Q3 2016.

There are three important items I would like to draw to your attention:

1. DEFERRED REVENUE - Total Deferred Revenue and Advances increased from \$958,539 as of December 31, 2015 to **\$3,118,730 as of September 30, 2016. UP 225%**. Deferred revenue=*coming* revenue. It reflects increased activity and advances around our brands, notably *Secret Millionaires Club*, *Thomas Edison's Secret Lab*, *SpacePOP*, and *two distribution agreements with Sony Pictures Home Entertainment*, which will be taken upon meeting certain revenue recognition criteria.

2. INCREASING FILM AND TELEVISION COSTS - Costs went up because we are growing and expanding our slate of brands and catalogue. Film and Television costs increased from \$1,003,546 as of December 31, 2015 to **\$1,602,236 as of September 30, 2016** or 60%. These increases represent the continued investment in the production, development, and completion of our film assets, notably:
 - Twenty-nine *SpacePop* webisodes on YouTube
 - Fifteen 11-minute *Llama Llama* scripts in various stages of completion and the selection of Jennifer Garner as the voice of Mama Llama. These are important investments in programs which have been sold to broadcasters and have a growing list of licensees and retailers behind them who pay us money and carry our licensed products from which we will earn royalty income.
3. INCREASING PREPAID ASSETS - Prepaid assets increased from \$65,464 as of December 31, 2015 to **\$319,142 as of September 30, 2016** or **388%**. This increase reflects, in part, continued investment in all of our brands, notably an on-going marketing campaign related to our *SpacePOP* brand which is launching at retail in Q4 at Kohl's, Claire's, and Toys R Us.

At Genius, we are investing in our brands either via the actual production cost or the marketing spend, because it is the key to success and ultimately creates hits and drives enduring sales and revenue. We are beginning to now see the fruits of that investment. Over the coming months and beyond, more and more products will come into the marketplace, and their impact on the company overall will be cumulative.

We couldn't be more excited!

Andy Heyward
Chairman & CEO
Genius Brands International, Inc.