

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): January 27, 2017

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 January 27, 2017, 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 January 27, 2017.

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: January 27, 2017

Dear Shareholders,

Some people have asked me in the last week, what's going on with our stock price. In the past two months, it's been as high as \$8.00 dollars and as low as \$3.85. Of course, I don't like to see this kind of fluctuation, and neither the highs nor the lows accurately reflect the business.

As your CEO, I can't control stock prices going up and down. I can, however, focus on growing our business and building assets, which ultimately is creating the value in the company. Eventually, we know stock prices align with value.

That is EXACTLY what we have been doing at Genius Brands, and the result is that over the last three years, we have created a powerful catalogue of kid's content (encompassing seven different brands and an equally powerful distribution outlet, Kid Genius Cartoon Channel). Both are highly valuable and desirable items, which quite often get sold to bigger companies in the food chain (major studios, networks, phone companies, cable companies, etc.).

Here are some facts to remember:

We have more positive events occurring in Genius Brands today than at any time before. I would add, even more than when I sold my previous company to Disney and to Cookie Jar for many multiples of what we traded at.

- More brands, both in and coming to the marketplace
- More licensees
- More committed retailers
- More catalogue in use
- A rapidly growing kids channel currently in 50 million U.S. television households, and we are in negotiations, which will put it at over 75+ million U.S. television households by the end of this quarter. (Note, there are a total of 105 million U.S. television households. At 75 million, Kid Genius Cartoon Channel will be able to reach three out of four kids in the U.S.)

The creation of children's characters, and licensing consumer products around them, is the same business,

1. that drove the sale of DreamWorks for \$3.4 billion dollars to Universal.
2. that drove the sale of Marvel for \$4+ billion dollars to Disney.

The creation of our Kid Genius Cartoon Channel distribution system, which can deliver kids content to greater than 60% of U.S. television households,

1. is the same business that drove the sale of FOX Kids to Disney for \$5.4 billion.
2. is the same business that drove the sale of the HUB to Hasbro and eventually Discovery.

We have powerful and committed partners that are engaged in our brands and businesses, including:

- Netflix
- General Mills
- YouTube
- Comcast
- Sony Music/Sony Pictures Home Entertainment
- Target
- Toys"R"Us
- Amazon
- Penguin Books

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These partnerships and others including broadcasters, publishers, toy companies, electronics, and key licensees, provide an 'architecture and ecosystem' for bringing our properties to the consumer, and to make money...just as I have done with our key management many times before. These companies are smart, wired, and selective. They don't enter relationships with unproven parties nor with properties that they don't believe can become extremely successful, and they usually do.

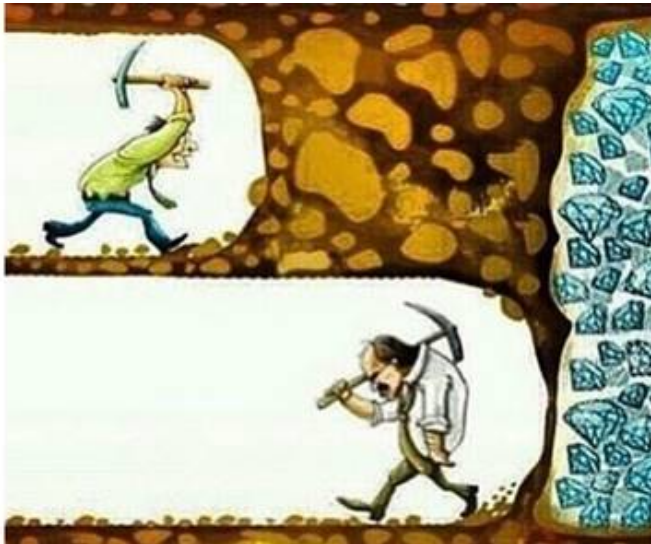
The relationship with Sony Pictures Home Entertainment is PARTICULARLY meaningful. Not only are they a strategic business partner on multiple businesses, but they recently took a 7% investment in the company. They have a firm commitment to grow their own kid's business through their relationship with Genius Brands.

When I had the good fortune to ring the NASDAQ closing bell last week, Sony had a Senior Vice President there WITH ME on the platform. In 2017 and beyond, they will be releasing more and more of our properties into the marketplace as our global digital content distributor.

I have said it takes three years to create, produce, distribute, and bring our content ultimately to the retail shelf. We now have the first of our properties, SpacePOP, on shelf in a big way. We have the licensees; we have the retail support; and we have the content, which has millions and millions of views and continues to grow every day.

What is required is PATIENCE.

In October, our second property will debut, Llama Llama, for Netflix and stars Jennifer Garner. We are well along in production, and our delivery to Netflix in October will not only trigger the beginning of several million dollars of payments from them, but also an array of advances and guarantees from merchandise, which will then be on retail shelves everywhere.



Warren Buffett has said over and over again that patience is the most important discipline required of an investor. He even put it inside the curriculum of our Secret Millionaires Club. Few have it, but those who do, win.

We have powerful value drivers occurring in Genius Brands, and I encourage you to watch now as they come to market.

Andy Heyward
Chairman & CEO
Genius Brands International, Inc.