

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**FORM S-8**

**REGISTRATION STATEMENT  
UNDER THE  
SECURITIES ACT OF 1933**

**GENIUS BRANDS INTERNATIONAL, INC.**

(Exact name of registrant as specified in its charter)

**Nevada**  
(State or other jurisdiction of  
incorporation or organization)

**20-4118216**  
(I.R.S. Employer  
Identification No.)

**131 S. Rodeo Drive, Suite 250  
Beverly Hills, CA 90212  
(310) 273-4222**

(Address, including zip code, and telephone number, including area code,  
of registrant's principal executive offices)

**Genius Brands International, Inc. 2015 Incentive Plan, as amended**  
(Full title of the plans)

**Andy Heyward  
Chief Executive Officer  
Genius Brands International, Inc.  
131 S. Rodeo Drive, Suite 250  
Beverly Hills, CA 90212  
(310) 273-4222**

(Name, address, including zip code, and telephone number, including area  
code, of agent for service)

**Copies to:**

**Kenneth R. Koch, Esq.  
Jeffrey P. Schultz, Esq.**  
Mintz, Levin, Cohn, Ferris, Glovsky and Popeo P.C.  
Chrysler Center, 666 Third Avenue  
New York, NY 10017  
Tel: (212) 935-3000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer   
Non-accelerated filer

Accelerated filer   
Smaller reporting company   
Emerging Growth Company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

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## CALCULATION OF REGISTRATION FEE

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| <b>Title of Securities<br/>to be Registered</b> | <b>Amount to be<br/>Registered (1)</b> | <b>Proposed<br/>Maximum Offering<br/>Price Per Share (2)</b> | <b>Proposed<br/>Maximum<br/>Aggregate Offering<br/>Price (2)</b> | <b>Amount of<br/>Registration Fee</b> |
|---|--|--|--|---------------------------------------|
| Common Stock, par value \$0.0001 per share      | 500,000 shares                         | \$2.31   | \$1,155,000  | \$139.99                              |

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- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (“Securities Act”), this Registration Statement shall also cover any additional shares of the Registrant’s Common Stock that become issuable in respect of the securities identified in the above table by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the Registrant’s receipt of consideration that results in an increase in the number of the outstanding shares of the Registrant’s Common Stock.
- (2) Estimated solely for the purpose of determining the registration fee pursuant to the provisions of Rule 457(c) and (h) under the Securities Act. The offering price per share and the aggregate offering price for shares reserved for future grant or issuance under the 2015 Plan are based upon the average of the high and low sale prices per share of the Common Stock as reported on the Nasdaq Capital Select Market as of a date December 3, 2018, within five business days prior to filing this Registration Statement.
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**PART I**

**INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS**

**EXPLANATORY NOTE**

Pursuant to General Instruction E of Form S-8, Genius Brands International, Inc. (“Registrant”) is filing this Registration Statement with the U.S. Securities and Exchange Commission (“SEC”) to register 500,000 additional shares of Common Stock under the Registrant’s 2015 Incentive Plan, as amended (the “Plan”), pursuant to the provisions of the Plan. This Registration Statement hereby incorporates by reference the contents of the Registrant’s registration statement on Form S-8 filed with the SEC on September 21, 2018 (Registration No. 333-227482). In accordance with the instructional note to Part I of Form S-8 as promulgated by the SEC, the information specified by Part I of Form S-8 has been omitted from this Registration Statement.

**PART II**  
**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 3. Incorporation of Documents by Reference.**

The following documents filed by the Registrant with the Commission are incorporated herein by reference:

- (a) The Registrant's Annual Report on Form 10-K for the year ended December 31, 2017 filed with the SEC on April 2, 2018;
- (b) The Registrant's Quarterly Reports on Form 10-Q for the quarter ended March 31, 2018, filed with the SEC on May 15, 2018, for the quarter ended June 30, 2018, filed with the SEC on August 14, 2018, and for the quarter ended September 30, 2018, filed with the SEC on November 14, 2018;
- (c) The Registrant's Current Reports on Form 8-K as filed with the SEC on January 8, 2018, March 6, 2018, March 12, 2018, April 5, 2018, April 6, 2018, June 13, 2018, June 20, 2018, August 17, 2018, September 27, 2018, October 2, 2018, October 4, 2018, November 19, 2018 and November 21, 2018 (other than any portions thereof deemed furnished and not filed); and
- (d) The description of the Registrant's common stock contained in the Registrant's Registration Statement on Form 8-A (File No. 001-37590) filed on November 18, 2016, including any amendments or reports filed for the purpose of updating such description.

All reports and other documents filed by the Registrant after the date hereof pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") (other than Current Reports furnished under Item 2.02 or Item 7.01 of Form 8-K and exhibits furnished on such form that relate to such items), prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be part hereof from the date of filing of such reports and documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for the purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

**Item 4. Description of Securities.**

Not applicable.

**Item 5. Interests of Named Experts and Counsel.**

Not applicable.

**Item 6. Indemnification of Directors and Officers.**

The Registrant is a Nevada corporation and is generally governed by the Nevada Revised Statutes, or NRS.

The Registrant's Articles of Incorporation and Bylaws, each as amended and currently in effect, provide that each person who was or is made a party or is threatened to be made a party to or is otherwise involved (including, without limitation, as a witness) in any action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was one of the Registrant's directors or officers or is or was serving at its request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, whether the basis of such action, suit or proceeding is alleged action in an official capacity as a director, officer or trustee or in any other capacity while serving as a director, officer or trustee, shall be indemnified and held harmless by us to the fullest extent authorized by NRS against all expense, liability and loss (including attorneys' fees and amounts paid in settlement) reasonably incurred or suffered by such.

NRS 78.7502 permits a corporation to indemnify any director or officer of the corporation against expenses (including attorneys' fees) and amounts paid in settlement actually and reasonably incurred in connection with any action, suit or proceeding brought by reason of the fact that such person is or was a director or officer of the corporation, if such person (i) is not liable pursuant to NRS 78.138 and (ii) acted in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe the conduct was unlawful. In a derivative action (i.e., one brought by or on behalf of the corporation), indemnification may be provided only for expenses actually and reasonably incurred by any director or officer in connection with the defense or settlement of such an action or the suit if such person (i) is not liable pursuant to NRS 78.138 and (ii) acted in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the corporation, except that no indemnification shall be provided if such person shall have been adjudged to be liable to the corporation, unless and only to the extent that the court in which the action or suit was brought or some other court of competent jurisdiction determines that such person is fairly and reasonably entitled to indemnity for such expenses as the court deems proper.

The Registrant's amended and restated Articles of incorporation provide that the liability of its directors and officers shall be eliminated or limited to the fullest extent permitted by the NRS. NRS 78.138(7) provides that, subject to limited statutory exceptions and unless the articles of incorporation or an amendment thereto (in each case filed on or after October 1, 2003) provide for greater individual liability, a director or officer is not individually liable to a corporation or its stockholders or creditors for any damages as a result of any act or failure to act in his or her capacity as a director or officer unless it is proven that: (i) the act or failure to act constituted a breach of his or her fiduciary duties as a director or officer and (ii) the breach of those duties involved intentional misconduct, fraud or a knowing violation of law.

The Registrant has entered into indemnification agreements with its directors and certain officers, in addition to the indemnification provided for in the NRS, its Articles of Incorporation and Bylaws and intend to enter into indemnification agreements with any new directors and officers in the future. The Registrant has purchased and intends to maintain insurance on behalf of any person who is or was a director or officer against any loss arising from any claim asserted against him or her and incurred by him or her in any such capacity, subject to certain exclusions.

The foregoing discussion of the Registrant's Articles of Incorporation, Bylaws, indemnification agreements and Nevada law is not intended to be exhaustive and is qualified in its entirety by such Articles of Incorporation, Bylaws, indemnification agreements or law.

**Item 7. Exemption from Registration Claimed.**

Not applicable.

**Item 8. Exhibits.**

A list of exhibits included as part of this Registration Statement is set forth in the Exhibit Index to this Registration Statement and is incorporated herein by reference.

**Item 9. Undertakings.**

(a) The undersigned Registrant hereby undertakes:

- (1) To file, during any period in which offers, or sales are being made, a post-effective amendment to this Registration Statement:
  - (i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

- (ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement.
- (iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

*Provided, however,* that Paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the registration statement is on Form S-8, and the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement.

- (2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
  - (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.
- (b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
- (c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the indemnification provisions summarized in Item 6, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in City of Beverly Hills, State of California, on December 3, 2018.

### GENIUS BRANDS INTERNATIONAL, INC.

By/s/ Andy Heyward

Name: Andy Heyward  
Chairman and Chief Executive Officer (Authorized Officer and  
Principal Executive Officer)

## POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints Robert L. Denton and Michael Jaffa, and each of them singly, his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstituting in each of them singly, for him or her and in his or her name, place and stead, and in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement on Form S-8 of Genius Brands International, Inc., and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting to the attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite or necessary to be done in or about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that the attorneys-in-fact and agents or any of each of them or their substitute may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| <u>Signature</u>                                   | <u>Title</u>  | <u>Date</u>      |
|--|---|------------------|
| /s/ Andy Heyward<br>Andy Heyward                   | Chairman and Chief Executive Officer<br>(Principal Executive Officer)               | December 3, 2018 |
| /s/ Robert L. Denton<br>Robert L. Denton           | Chief Financial Officer and Chief Business<br>Officer (Principal Financing Officer) | December 3, 2018 |
| /s/ Bernard Cahill<br>Bernard Cahill               | Director  | December 3, 2018 |
| /s/ Joseph "Gray" Davis<br>Joseph "Gray" Davis     | Director  | December 3, 2018 |
| /s/ Patrick Clark Hallren<br>Patrick Clark Hallren | Director  | December 3, 2018 |
| /s/ Anthony Thomopoulos<br>Anthony Thomopoulos     | Director  | December 3, 2018 |
| /s/ Margaret Loesch<br>Margaret Loesch             | Director  | December 3, 2018 |
| /s/ Lynne Segall<br>Lynne Segall                   | Director  | December 3, 2018 |
| /s/ Amy Moynihan Heyward<br>Amy Moynihan Heyward   | Director  | December 3, 2018 |

**Genius Brands International, Inc.**

**INDEX TO EXHIBITS FILED WITH  
FORM S-8 REGISTRATION STATEMENT**

| <b><u>Exhibit<br/>No.</u></b> | <b><u>Description</u></b>  |
|-------------------------------|--|
| 4.1                           | <a href="#">Articles of Incorporation, as amended</a> (Incorporated by reference to the Company's Annual Report on Form 10-K filed with the SEC on April 2, 2018)  |
| 4.2                           | <a href="#">Bylaws, as amended</a> (Incorporated by reference to the Company's Annual Report on Form 10-K filed with the SEC on April 2, 2018)   |
| 4.3                           | <a href="#">Form of Stock Certificate</a> (Incorporated by reference to the Company's Registration Statement on Form 10 filed with the SEC on May 4, 2011)   |
| 5.1*                          | <a href="#">Opinion of Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.</a>   |
| 23.1*                         | <a href="#">Consent of Squar Milner LLP</a>  |
| 23.2*                         | <a href="#">Consent of Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.</a> (Included in Exhibit 5.1)   |
| 24.1*                         | <a href="#">Powers of Attorney</a> (Incorporated by reference to the signature page hereto)  |
| 99.1                          | <a href="#">Genius Brands International, Inc.'s 2015 Incentive Plan, as amended, and forms of award agreements thereunder</a> (Incorporated by reference to the Company's Registration Statement on Form S-8 filed with the SEC on September 21, 2018) |

\* Filed herewith.





Chrysler Center  
666 Third Avenue  
New York, NY 10017  
212-935-3000  
212-983-3115 fax  
www.mintz.com

December 3, 2018

Genius Brands International, Inc.  
131 S. Rodeo Drive, Suite 250  
Beverly Hills, CA 90212

Ladies and Gentlemen:

We have acted as legal counsel to Genius Brands International, Inc., a Nevada corporation (the “Company”), in connection with the preparation and filing with the Securities and Exchange Commission (the “Commission”) of a Registration Statement on Form S-8 (the “Registration Statement”), pursuant to which the Company is registering the issuance under the Securities Act of 1933, as amended (the “Securities Act”), of an aggregate of 500,000 shares (the “Shares”) of the Company’s common stock, par value \$0.001 per share (the “Common Stock”), that may be issued pursuant to the Company’s 2015 Incentive Plan, as amended (the “Plan”). This opinion is being rendered in connection with the filing of the Registration Statement with the Commission. All capitalized terms used herein and not otherwise defined shall have the respective meanings given to them in the Registration Statement.

In connection with this opinion, we have examined the Company’s Articles of Incorporation, as amended, and the Company’s Bylaws, as amended, each as currently in effect; such other records of the corporate proceedings of the Company as we have deemed relevant; and the Registration Statement and the exhibits thereto.

In our examination, we have assumed the genuineness of all signatures, the legal capacity of natural persons, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified or photostatic copies and the authenticity of the originals of such copies. In addition, we have assumed that the Company will receive any required consideration in accordance with the terms of the Plan.

Based upon the foregoing, we are of the opinion that the Shares, when issued and delivered in accordance with the terms of the Plan will be validly issued, fully paid and non-assessable.

Please note that we are opining only as to the matters expressly set forth herein, and no opinion should be inferred as to any other matters. This opinion is based upon currently existing statutes, rules, regulations and judicial decisions, and we disclaim any obligation to advise you of any change in any of these sources of law or subsequent legal or factual developments which might affect any matters or opinions set forth herein.

We understand that you wish to file this opinion with the Commission as an exhibit to the Registration Statement in accordance with the requirements of Item 601(b)(5) of Regulation S-K promulgated under the Securities Act, and we hereby consent thereto. In giving this consent, we do not admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission promulgated thereunder.

Very truly yours,

/s/ Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.

MINTZ, LEVIN, COHN, FERRIS,  
GLOVSKY AND POPEO, P.C.

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BOSTON LONDON LOS ANGELES NEW YORK SAN DIEGO SAN FRANCISCO WASHINGTON

MINTZ, LEVIN, COHN, FERRIS, GLOVSKY AND POPEO, P.C.

**Exhibit 23.1**

**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in this Registration Statement on Form S-8 of Genius Brands International, Inc. of our report dated April 02, 2018, relating to our audit of the consolidated financial statements of Genius Brands International Inc. (which expresses an unqualified opinion), appearing in the Annual Report on Form 10-K of Genius Brands International Inc. for the year ended December 31, 2017.

/s/ Squar Milner LLP  
Los Angeles, California  
December 3, 2018