

# FORM 4

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

OMB APPROVAL  
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person* <b>Heyward Andy</b> (Last) (First) (Middle) C/O GENIUS BRANDS INTERNATIONAL, INC., 190 N. CANON DRIVE, FLOOR 4 (Street) BEVERLY HILLS, CA 90210 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>Genius Brands International, Inc. [GNUS]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chief Executive Officer
3. Date of Earliest Transaction (Month/Day/Year) 03/13/2020		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)			

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		(A)	(D)	Date Exercisable	Expiration Date				
Senior Secured Convertible Note (1)	\$ 1.375 (2)	03/13/2020		P		\$ 1,250,000	(3)	(4)	Common Stock	909,090	\$ 1,250,000	1,250,000	D	
Warrant to Purchase Common Stock	\$ 0.26 (5)	03/13/2020		P		5,952,381	03/13/2020	03/13/2025	Common Stock	5,952,381	(6)	5,952,381	D	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Heyward Andy C/O GENIUS BRANDS INTERNATIONAL, INC. 190 N. CANON DRIVE, FLOOR 4 BEVERLY HILLS, CA 90210	X	X	Chief Executive Officer	

## Signatures

/s/ Andy Heyward 03/17/2020  
Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- Pursuant to a securities purchase agreement, dated March 11, 2020 (the "Securities Purchase Agreement"), the Reporting Person purchased \$1,250,000 aggregate principal amount of Senior Secured (1) Convertible Note (the "Note") from Genius Brands International, Inc. (the "Issuer") in an exempt transaction at a 20% original issue discount. The Note will be initially convertible into shares of common stock, par value \$0.001 per share ("Common Stock"), of the Issuer at a conversion price of \$1.375 per share.
- (2) Subject to receipt of approval of the stockholders of the Issuer, the conversion price of the Note will be reduced to \$0.21.
- (3) The Senior Secured Convertible Note is convertible, at the option of the Reporting Person, into shares of Common Stock at any time and from time to time.
- (4) Unless earlier converted or redeemed, the Senior Secured Convertible Note matures on September 30, 2021.

(5) Subject to receipt of approval of the stockholders of the Issuer, the exercise price of the warrant will be reduced to \$0.21.

(6) The warrant was issued as partial consideration (along with the Note) for the Reporting Person's investment in the Issuer.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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