

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): April 20, 2020

**GENIUS BRANDS INTERNATIONAL, INC.**  
(Exact 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)

**190 N. Canon Drive, 4<sup>th</sup> Fl.**  
**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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
<b>Common Stock, par value \$0.001 per share</b>	<b>GNUS</b>	<b>The Nasdaq Capital Market</b>

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 13(a) of the Exchange Act.

**ITEM 7.01 REGULATION FD DISCLOSURE.**

A letter from Andy Heyward, Chief Executive Officer of Genius Brands International, Inc. (the “Company”), to its shareholders, dated April 20, 2020, is attached as Exhibit 99.1 hereto. On April 20, 2020, the Company also announced the anticipated spring 2021 premiere of its new children’s animated series, Stan Lee’s Superhero Kindergarten, starring Arnold Schwarzenegger, on Amazon Prime, a copy of which is attached as Exhibit 99.2 hereto.

The information disclosed under this Item 7.01, including Exhibits 99.1 and 99.2 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.

The exhibit listed in the following Exhibit Index is filed as part of this Current Report on Form 8-K.

<b>Exhibit No.</b>	<b>Description</b>
99.1	<a href="#"><u>Letter from Andy Heyward to shareholders of Genius Brands International, Inc., dated April 20, 2020.</u></a>
99.2	<a href="#"><u>Press Release of Genius Brands International, Inc., dated April 20, 2020.</u></a>

**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/ Andy Heyward  
Name: Andy Heyward  
Title: Chief Executive Officer

Date: April 20, 2020

April 20, 2020



## Genius Brands International Issues Shareholder Letter

BEVERLY HILLS, Calif., April 20, 2020 (GLOBE NEWSWIRE) -- Genius Brands International, Inc. "Genius Brands" (NASDAQ: GNUS), the global brand management company that creates and licenses multimedia entertainment content for children, released a letter to shareholders from Chairman & CEO Andy Heyward. The complete letter follows.



Genius Brands International (NASDAQ: GNUS) announced today the spring 2021 premiere of its new children's animated series, Stan Lee's Superhero Kindergarten, starring Arnold Schwarzenegger, on Amazon Prime (NASDAQ:AMZN). Amazon Prime joins Alibaba Group's (NYSE:BABA), which will launch the series in China on its video streaming platform for kids, Youku.

Dear Friends and Shareholders:

I hope that you and your families are all safe and sound during these challenging times.

While we weather not only our health issues of COVID-19, but also the economic impact that this has had upon us all and our global community, I want to share with you some exciting and *positive* news occurring within Genius Brands.

While virtually the entire Hollywood entertainment and production community has shut down to a halt, that is not the case at Genius Brands, where we find ourselves thriving and busier than ever with major developments, which will be enriching our asset base, our revenues, and ultimately the company's profitability. We don't have theme parks; we don't have cruise lines; we don't have Broadway plays; and we don't make live-action films and TV series on sound stages full of people.

We have one simple business, and it is timeless, evergreen, and international.

***We produce animated cartoons.***

There is no production shutdown. Our *animators* are at their workstations drawing. So are our *character designers* and *background painters*. Our *writers* are at their desks turning in scripts. Our *voice actors* are recording their lines over phone patches. Recently, in fact, we recorded both Warren Buffett and Jennifer Garner from their homes, who lent their voices respectively to newly-produced *Secret Millionaires Club* and *Llama Llama* Public Service Announcements teaching kids lessons on handwashing hygiene.

In these days, more people are watching animated cartoons more than ever.

Netflix, where coincidentally our hit series *Llama Llama* is available, is seeing its highest viewing levels *ever*. Likewise, this is the case for our own Genius Brands Network, now available in over 100 million U.S. TV households on cable, satellite and OTT platforms, on both advertising and ad-free subscription models.

Against that backdrop,

***I am proud and honored today to announce that our upcoming animated series, STAN LEE'S SUPERHERO KINDERGARTEN, will be broadcast in the U.S. on the premiere platform of Amazon Prime.*** This will join the previously announced partnership of Genius Brands with Alibaba to not just co-produce *Superhero Kindergarten* with us, but to also be the broadcaster and commercial platform for consumer products in China.

I need to amplify with some detail to underscore the importance of this announcement today.

- ***Alibaba is the largest broadcaster and commercial platform in China.***
- ***Amazon is the largest broadcaster and commercial platform in the U.S.***

*Together*, they cover the two biggest and most lucrative territories in the world. To put that in perspective, Amazon Prime has over 100 MILLION subscribers in the U.S. *That is double the subscriptions of Disney+.*

With *Stan Lee's Superhero Kindergarten* launching on these two mammoth platforms **and** commerce from consumer products based on the show driven across them as well, we have what I would call "Plutonium in a Bottle," launching with a full complement of episodes. 52 x 11-minute episodes...and we expect to shortly announce a broad line up of tiffany consumer product licensees.

In addition to launching on these two mega platforms, *Stan Lee's Superhero Kindergarten* will be promoted vigorously across the social media platforms both of Arnold Schwarzenegger and Stan Lee and their combined *70 million followers*.

Add to this the global superstar standing of Arnold Schwarzenegger, **and** Stan Lee, which will drive *the key component of parental co-viewing*, and it is easy to see how the appeal of this brand is so large. It is not only one of the last shows created by the iconic Stan Lee, creator of *Spider-Man, Iron Man, X-Men, Incredible Hulk, Black Panther, Avengers*, and so many more...*STAN LEE, HIMSELF, IS A STAR IN THE SERIES AS WELL!*

Through the medium of animation, we have a digitized version of Stan Lee, who will appear as a cameo in every single episode, just as he has done in each of the Marvel billion-dollar blockbusters that he created over and over again for so many years.

Writing this series is one of the most successful writers in our industry...**Fabian Nicieza**, who was not only a longtime collaborator of Stan Lee, but also the creator of the huge hit, **Deadpool**. The pilot script has already been written. We are producing the Main Title sequence, which will be ready within four weeks. Deliveries will begin end of year, and broadcast will be Q1 2021.

The early 'animatic,' which is the *blueprint* for the actual animated product, will be ready this month, and we will begin sharing it, and the excitement at that time for our licensees....

The commerce coming out of the show will be led by a top #1 master toy licensee with whom we are already negotiating, and who will have a full complement of action figures and play sets.

In addition, there will be roleplay products, which comes out of the unusual play pattern of these superheroes.

Rather than getting bitten by a 'radioactive spider,' like Stan Lee's *Spider-Man*, or getting their super powers from elsewhere, our kids are able to harness their superpowers through ordinary items in the kindergarten classroom--Crayons, Elmer's glue, Silly Putty, wooden blocks. All of these together are parts of how these special incredible kids learn to do amazing things and save the day. The classroom teacher, "Arnold Armstrong" (Arnold Schwarzenegger) formerly superhero Captain Courage, plays a former superhero himself, and teaches them not only how to use their awesome powers, but also how to use their powers for good.

Along the way there will be lessons in health, exercise, nutrition, and anti-bullying in every episode.... values that are important to us, important to Arnold, and which we feel will be equally appreciated by the parents of our young viewers. *Superhero Kindergarten* is action + adventure with comedy and hijinks. It is designed for parental co-viewing which means that the parents and the kids will go into retailers with a high degree of familiarity with the property. In fact, each of the consumer products will feature a surprise presence of Stan Lee's likeness on the packaging. These are the types of items that not only drive collectability, but also make the product line more valuable.

*Speaking of collectability and value, let me speak for a moment about what this does for the value of Genius Brands overall*

We now have two and soon to be a 3<sup>rd</sup> major children's property lined up on perhaps the three most successful platforms in the entertainment business.

1. **Netflix**
2. **Nickelodeon**
3. **Amazon**

*Superhero Kindergarten* on Amazon, along with *Llama Lama* on Netflix and *Rainbow Rangers* on Nickelodeon, makes a trifecta of hit power.

Speaking of *Rainbow Rangers*, **the first of our licensed products, toys from Mattel, will be arriving on shelf to Walmart in August** and we will be speaking of that in much greater detail as the date comes closer. This is in addition to the earlier announcement a week ago of the series now being fully distributed across the entire Western Hemisphere with content sales to the premiere broadcaster in Canada, Treehouse, and the premiere broadcaster, in Mexico Televisa, all joining Nickelodeon U.S. and Nick Latin America.

*Llama Lama*, meanwhile, has attracted a major promotion with another 'big box retailer,' and we will be announcing that shortly, as well. And, for those of you who missed our *Llama Lama* story earlier this week, we announced a bevy of new licensees coming to market in key categories, including hydration, kids bedding, home décor, and a book with a plush set.

***Today's news is like no other.***

There is no other studio or production company in Hollywood I am aware of that has *three major properties* coming forth now on the three top distribution platforms in America...Netflix, Nickelodeon, and Amazon Prime (and one of which in partnership with *Alibaba* to be distributed in the world's 2<sup>nd</sup> largest territory).

As we look forward, in 2020, Genius Brands is positioned to explode. It will be a pivotal year for us as we build both our distribution *and* our consumer products revenues, and we now look forward to *Stan Lee's Superhero Kindergarten* becoming a major contributor.

To our investors who have been patient, I thank you, and I am confident to tell you that your patience will be rewarded.

Sincerely,

**Andy Heyward**  
Chairman & CEO  
Genius Brands International, Inc.

***Forward Looking Statements:***

Certain statements in this notice 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 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.

A photo accompanying this announcement is available at

<https://www.globenewswire.com/NewsRoom/AttachmentNg/cb1f7c05-d36a-4f3e-aad8-e1b1bc397ab0>

Investor Relations  
Porter, LeVay and Rose  
Michael Porter  
T: 212-564-4700  
[mike@plinvest.com](mailto:mike@plinvest.com)



Source: Genius Brands International, Inc.





## Amazon Prime Video to Premiere Genius Brands International’s New Animated Children’s Series, Stan Lee’s Superhero Kindergarten, Starring Arnold Schwarzenegger, in Spring 2021

Amazon Debut in the U.S. in Spring 2021 to Coincide with the Launch on Alibaba’s Youku Streaming Service Across China

BEVERLY HILLS, Calif., April 20, 2020 (GLOBE NEWSWIRE) --Genius Brands International “Genius Brands” (NASDAQ: GNUS) announced today the spring 2021 premiere of its new children’s animated series, *Stan Lee’s Superhero Kindergarten*, starring **Arnold Schwarzenegger**, on Amazon Prime (NASDAQ:AMZN). Amazon Prime joins Alibaba Group’s (NYSE:BABA) which will launch the series in China on its video streaming platform for kids, Youku.



Genius Brands International’s new children’s animated series, Stan Lee’s Superhero Kindergarten, starring Arnold Schwarzenegger, will premiere in spring 2021 on Amazon Prime. The action-adventure comedy series for kids ages 4 – 7 is co-produced by China’s Alibaba Group, Stan Lee’s POW! Entertainment, and Schwarzenegger’s Oak Productions.

Genius Brands’ Chairman & CEO Andy Heyward stated: “With Amazon Prime in the U.S. and Alibaba in China, we are very excited to launch on these two premiere platforms in the two largest territories in the world.”

“Years ago, Stan Lee and I spoke of such a project, and I’m excited to finally bring great storytelling to kids around the world, which will also promote lessons of health, exercise, fitness, and anti-bullying,” commented Arnold Schwarzenegger.

*Stan Lee's Superhero Kindergarten* (52 x 11'), the action-adventure comedy series targeting kids ages 4 – 7, is co-produced by Alibaba Group, Stan Lee's POW! Entertainment, and Schwarzenegger's Oak Productions. In addition to his likeness, Schwarzenegger lends his voice as the lead character in the series. Co-creator of *Deadpool*, Fabian Nicieza, who has sold over 100 million comics worldwide, is scripting the series. Schwarzenegger joins Genius Brands' Chairman and CEO and multiple Emmy Award-winning producer of more than 5,000 episodes of children's programming Andy Heyward, as well as Paul Wachter, CEO of Main Street Advisors, and President of POW! Entertainment Gill Champion as Executive Producers.

"We are gathering steam with our latest tentpole series, *Stan Lee's Superhero Kindergarten*, and are thrilled to have two of the top digital streaming partners worldwide, Amazon and Alibaba, on board as launch partners, reaching a potential global audience of hundreds of millions, as well as the talents of Arnold and the genius that was Stan," added Heyward. "In an ever-changing children's media landscape and current viewing patterns of children around the globe, our strategy is to offer this dynamic series where kids predominantly go to find their entertainment now. We know we have a hit on our hands and cannot wait to share it with kids everywhere."

#### **About Superhero Kindergarten**

Five years ago, a tremendous superhero battle blanketed the small town of Greenvale in cosmic radiation. Shortly thereafter, a previously ordinary diverse group of boys and girls, are showing the most unusual superpowers! Their superpowers, however, rather than coming from Kryptonite, or a radioactive spider, come from items in their kindergarten classroom....white glue, wooden blocks, crayons, silly putty, etc.

A very special kindergarten teacher arrives in Greenvale to train these super-kids. Arnold Armstrong (Arnold Schwarzenegger) knows what it is like to control superpowers, because he used to be Captain Courage, the hero whose final battle resulted in the previously unknown powers of the super-kids! Arnold will teach the kids how to become the heroes of tomorrow, once he teaches them how to tie their shoes! This is a series of action, comedy, and fun, based on the genius and imagination of the great creative icon, Stan Lee, and with the important lessons of health, exercise, nutrition, and anti-bullying. Just as he appeared as a cameo in all of the Marvel movies, Stan himself will be an animated cameo in each episode, with a digitized recreation of his voice as well.

#### **About Genius Brands International**

Genius Brands International, Inc. (Nasdaq: GNUS) is a leading global kids media company developing, producing, marketing and licensing branded children's entertainment properties and consumer products for media and retail distribution. The Company's award-winning 'content with a purpose' portfolio includes *Stan Lee's Superhero Kindergarten*, starring Arnold Schwarzenegger; *Rainbow Rangers* for Nick Jr.; *Llama Llama*, starring Jennifer Garner, for Netflix; award-winning toddler brand *Baby Genius*; adventure comedy STEM series *Thomas Edison's Secret Lab*; entrepreneurship series *Warren Buffett's Secret Millionaires Club*; and *Stan Lee's Cosmic Crusaders*, created with Stan Lee's Pow! Entertainment. Through licensing agreements with leading partners, characters from Genius Brands' IP also appear on a wide range of consumer products for the worldwide retail marketplace. The Company's Genius Brands Network of channels, including *Kid Genius Cartoon Channel*, *Baby Genius TV*, and *Kid Genius Plus!*, are available on over 200M mobile devices and in over 100M U.S. television households via a multitude of distribution platforms, including Comcast, Cox, DISH, Amazon Prime, Sling TV, Apple TV, Roku, Amazon Fire and more. For additional information, please visit [www.gnusbrands.com](http://www.gnusbrands.com).

**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 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.

**MEDIA CONTACT:**

Michelle Orsi  
Three.Sixty Marketing & Communications  
Tel: (310) 418-6430  
[michelle@360-comm.com](mailto:michelle@360-comm.com)

**INVESTOR RELATIONS CONTACT:**

**PORTER LEVAY & ROSE**  
7 Pennsylvania Plaza, Suite 810  
New York, NY 10001  
T: 212-564-4700  
[ir@gnusbrands.com](mailto:ir@gnusbrands.com)

A photo accompanying this announcement is available at  
<https://www.globenewswire.com/NewsRoom/AttachmentNg/b3f8a5c3-c33a-4ae9-ab70-842acaef774b>



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