

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): May 13, 2020

GENIUS BRANDS INTERNATIONAL, INC.

(Exact name of registrant as specified in its charter)

Nevada
(State or other jurisdiction of
Incorporation or organization)

001-37950
(Commission File Number)

20-4118216
(I.R.S. Employer
Identification Number)

190 N. Canon Drive, 4th 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
Common Stock, par value \$0.001 per share	GNUS	The Nasdaq Capital Market

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.

On May 13, 2020, Genius Brands International, Inc. (the “Company”) issued a press release announcing the recent closings of two registered direct offerings of the Company’s common stock, par value \$0.001 per share, by the Company to long standing investors, the second of which occurred on May 12, 2020. A copy of the press release is 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.

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

Exhibit No.	Description
99.1	<u>Press Release of Genius Brands International, Inc., dated May 13, 2020.</u>

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: May 13, 2020



GENIUS BRANDS INTERNATIONAL RAISES EQUITY FINANCING TO FURTHER FUEL COMPANY GROWTH

Two Finance Deals Closed At-Market Following Key Announcements Last Week --*Rainbow Rangers* Toy Line to Debut at Walmart in August and Launch of New Digital Network, *Kartoon Channel!*, on June 15.

BEVERLY HILLS, Calif., May 13, 2020 -- Genius Brands International, Inc. ("Genius Brands" or the "Company") (NASDAQ: GNUS), a global brand management company that creates and licenses multimedia entertainment content for children, announced last week that it has completed a securities purchase agreement to raise \$2.8M through the issuance of Common Stock and another securities purchase agreement signed yesterday to raise \$5.4M through the issuance of Common Stock.

Genius Brands intends to use the proceeds to fund additional episodes of its hit series, *Rainbow Rangers*, to debut on Nick Jr. in conjunction with the August 2020 launch of the toy line from Mattel, Inc. at Walmart stores. The Company will also apply the financing to fuel the growth of its newly-announced digital network for children and families, *Kartoon Channel!* which will launch in June 2020 with availability in over 100M U.S. television households, and 200 million mobile devices. Genius Brands has announced the series, *Stan Lee's Superhero Kindergarten*, which stars Arnold Schwarzenegger and will debut on Amazon Prime in 2021. The Company has partnered with China's Alibaba Group on the series and will use a portion of the proceeds to produce *Stan Lee's Superhero Kindergarten*, as well as to pay down debt and to provide working capital.

Chairman & CEO of Genius Brands, Andy Heyward, commented, "I am pleased to report that Genius Brands is in a stronger position today than ever before in its history. With last week's announcement of *Kartoon Channel!*, launching on June 15 and available in over 100 million U.S. TV households and 200 million mobile devices, we have put an important stake in the ground to be one of the preeminent ad-supported kid's digital networks. In the Covid and post-Covid environment where there are more kids at home and in front of their devices, we will be well-positioned to take advantage of that growth. We have contracted over 4,000 animated episodes of quality children's content, much of which provide valuable lessons in these times where parents are increasingly concerned about healthy messages coming forth for kids. *Kartoon Channel!* will complement the launch of *Rainbow Rangers*' toys from Mattel at Walmart in August. We are also forging ahead with *Stan Lee's Superhero Kindergarten*, which has two sterling launch platforms with Amazon Prime in the US and Alibaba's Youku Kids in China; both are global leaders in entertainment and consumer products. While live-action production worldwide, has come to a halt, and put on hiatus, animated content has become a reliable source of fresh entertainment for increasing viewer appetites. We see robust and accelerated revenue growth coming forth in this arena."

The Special Equities Group, a division of Bradley Woods, served as the sole placement agent on the transaction. Additional details on the transaction are available in the Company's Form 8-K filed with the Securities and Exchange Commission, which is available on the Company's website and at www.sec.gov.

This news release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

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 Cartoons Plus!*, are available in over 100 million 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.

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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, our ability to generate revenue or achieve profitability; our ability to obtain additional financing on acceptable terms, if at all; our ability to repay our outstanding debt; the potential issuance of a significant number of shares to our convertible note holders which will dilute our equity holders; fluctuations in the results of our operations from period to period; general economic and financial conditions; our ability to anticipate changes in popular culture, media and movies, fashion and technology; competitive pressure from other distributors of content and within the retail market; our reliance on and relationships with third-party production and animation studios; our ability to market and advertise our products; our reliance on third-parties to promote our products; our ability to keep pace with technological advances; our ability to protect our intellectual property and those other risk factors set forth in the "Risk Factors" section of the Company's most recent Annual Report on Form 10-K and in the Company's subsequent filings with the Securities and Exchange Commission (the "SEC"). 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.

INVESTOR RELATIONS CONTACT:**PORTER LEVAY & ROSE**

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