

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): **June 15, 2020**

GENIUS BRANDS INTERNATIONAL, INC.

(Exact name of registrant as specified in its charter)

Nevada
(State or other jurisdiction
of incorporation)

001-37950
(Commission File Number)

20-4118216
(IRS Employer
Identification No.)

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 June 15, 2020, Genius Brands International, Inc. (the “Company”) issued a press release and released a letter to shareholders from Chairman & CEO Andy Heyward, each with respect to an Agreement with Arnold Schwarzenegger, pursuant to which, among other things, Mr. Schwarzenegger received warrants to purchase shares of the Company’s common stock as an advance against his profit participation in the new animated children’s series, *Stan Lee’s Superhero Kindergarten*. Copies of the press release and the letter are attached as Exhibits 99.1 and 99.2, respectively, 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 exhibits listed in the following Exhibit Index are 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 June 15, 2020.</u>
99.2	<u>Letter to Shareholders from Andy Heyward, dated June 15, 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 hereunto duly authorized.

GENIUS BRANDS INTERNATIONAL, INC.

Date: June 15, 2020

By: /s/ Andy Heyward
Name: Andy Heyward
Title: Chief Executive Officer



Arnold Schwarzenegger Enters Into Agreement to Become Significant Investor in Genius Brands International

Schwarzenegger Will Receive Warrants in Genius Brands Under the Agreement for His Role Starring in and Co-Producing the New Animated Children's Series, Stan Lee's Superhero Kindergarten

Agreement Underscores the Company's and Show's Potential for Long-Term Value Creation

BEVERLY HILLS, Calif., June 15, 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, today announced that Arnold Schwarzenegger, who is starring in and co-producing the new animated children's series, *Stan Lee's Superhero Kindergarten*, elected to receive warrants to purchase shares of the Company's common stock as an advance against his profit participation in the show. Any further payouts will likely be in the form of cash payments.

Created by Stan Lee as one of his final projects, *Stan Lee's Superhero Kindergarten*, which will premiere in 2021 on Amazon Prime in the U.S., is co-produced by Genius Brands with China's Alibaba Group, Lee's POW! Entertainment, and Schwarzenegger's Oak Productions. Schwarzenegger, who also serves as executive producer, lends his voice as the lead character in the series. Co-creator of *Deadpool*, Fabian Nicieza, who has sold over 100 million comic books worldwide, is scripting the series. Genius Brands' Chairman and CEO Andy Heyward, Paul Wachter, CEO of Main Street Advisors, and President of POW! Entertainment, Gill Champion, also serve as executive producers.

Mr. Schwarzenegger commented, "I am honored to help realize Stan's vision of creating a children's cartoon series that not only entertains with superhero adventures, but also imparts valuable lessons about the importance of health, exercise, nutrition, anti-bullying, and diversity. Andy Heyward is one of the industry's most respected producers of children's programming and working together we will be able to bring to life our shared vision of 'content with a purpose,' which parents can enjoy alongside their children while taking comfort in the moral and educational focus."

Andy Heyward, Chairman & CEO, Genius Brands, noted, "We are grateful to have Arnold, not only as a co-producer, but also as a warrant holder, which is a tribute to his belief in both the series and Genius Brands. Not only is Arnold a legendary entertainer and a leading voice in promoting children's education and fitness, he is a uniquely accomplished investor who brings the perspective of having been Governor of California, the 5th largest economy in the world. I can think of no better or smarter partner."

About Genius Brands International

Genius Brands International, Inc. (Nasdaq: GNUS) is a leading global kids media company developing, producing, marketing, licensing, and broadcasting, branded children's entertainment properties and consumer products for media and retail distribution. The Company's award-winning 'content with a purpose' portfolio includes the upcoming *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 manufacturers, characters from Genius Brands' IP, also appear on a wide range of consumer products for the worldwide retail marketplace. The Company's new digital network, Kartoon Channel!, is available in over 100 million U.S. television households and over 200 million mobile devices via a broad range 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.

CONTACTS:

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INVESTOR RELATIONS:

IR@GNUSbrands.com

Dear Friends and Shareholders:

This morning we announced that **ARNOLD SCHWARZENEGGER** has entered into an agreement to become a significant investor in Genius Brands International.

I want to share with you the importance of this event.

Our upcoming tentpole series **STAN LEE'S SUPERHERO KINDERGARTEN** not only stars Arnold, but he is also Co-Executive Producer. Governor Schwarzenegger will lend his signature voice, his likeness in animation, and his cache and standing to launch and promote the series.

The Governor has elected to take his compensation, not in cash, but in warrants to purchase shares of Genius Brands common stock (Nasdaq: GNUS)

His tens of millions of followers across Facebook, Instagram, and Twitter will bring not only a devoted following to the series, but to Genius Brands overall. This, added to the millions of **Stan Lee** followers, puts rocket fuel in our Genius Brands' tanks, and it would be impossible to overstate the importance of this event.

Governor Schwarzenegger and Stan Lee had been friends for years and sought to develop an animated children's property together. **STAN LEE'S SUPERHERO KINDERGARTEN** is now the result of this collaboration. The development was begun by **Fabian Nicieza**, one of Stan's longtime collaborators, and himself, creator of *Deadpool* and writer of over 1,000 Marvel and DC Comic books, including *Spider-Man*, *Batman*, and the *Avengers*, among others. The *Superhero Kindergarten* series episodic writing will be done by **Steven Banks** (head writer of *Sponge Bob Square Pants*). Added to this team is multi-E Emmy Award-winning director, **Mike Maliani**, who worked with me when we were in the Walt Disney Company together.

Stan Lee's Superhero Kindergarten is about as strong and perfect a property, as I have seen in almost four decades of children's television.

Stan Lee's Superhero Kindergarten
(series synopsis)

In a secret classroom, underneath what appears to be an ordinary school, a very special group of kids have come together with the most unusual superpowers, such that could only have come from the mind of Stan Lee, the creator of Spider-Man, Iron Man, the Incredible Hulk, X-Men, Black Panther, Thor, Guardians of the Galaxy, and The Avengers.

A diverse group of kindergarteners have been given unusual superpowers. Arnold Armstrong (a retired superhero, Captain Courage), was secretly recruited to teach these children how to develop their unusual gifts and use them for the good of mankind (learning lessons along the way in health, exercise, nutrition, anti-bullying, and inclusivity). Of course, as kindergarteners, not everything will go as planned, and often times, hi-jinks and the unforeseen, ensues.

In a wink to his Spider-Man creation, Stan said, "With great power, comes great mess." In fact, the great Stan Lee, who audiences worldwide know from his cameos in the Marvel films, will return in animated form with his digitally remastered voice and a cameo in each episode of Superhero Kindergarten. Whether the school janitor, or the bus driver, or a cafeteria server, the treat of discovering Stan Lee, will be like finding Where's Waldo in each episode.

We were fortunate to have been approached by **Alibaba**, the biggest company in China, where both Arnold Schwarzenegger and Stan Lee are celebrities of iconic stature, to be our partner, and with whom we have concluded a deal. Alibaba will broadcast the series in China on their national children's platform, and also will be the agent for all consumer products and commerce in China, which we will share with them as partners.

Between **Amazon Prime** as our U.S. broadcaster, and **Alibaba** as our Chinese broadcaster, we have secured the two most important platforms in the two most valuable territories in the world.

Having said the above, with the launch of our **KARTOON CHANNEL!** this week, and the extraordinary response we have seen from the series trailer, just completed last week, we have decided to place **STAN LEE'S SUPERHERO KINDERGARTEN** on not only Amazon Prime, but the full **KARTOON CHANNEL! footprint**. It reflects our commitment to providing the very best of top tier children's entertainment in building **KARTOON CHANNEL!** It will become the #1 pre-eminent destination for children and will become a 'tentpole of original content' for the channel.

Not only is Arnold Schwarzenegger a legendary entertainer and a leading voice in promoting children's education and fitness, he is a uniquely accomplished investor who brings the perspective of having been Governor of California, the 5th largest economy in the world. I can think of no better or smarter partner to have inside Genius Brands.

Now, relax and enjoy the link below for a "sneak peek" into **STAN LEE'S SUPERHERO KINDERGARTEN**.

As Arnold says to the class at the end of each day...

'Hasta Manana, Heroes!'

Watch the **Stan Lee Superhero Kindergarten** trailer:

Link: <https://app.shift.io/review/5ee54471e4b0fb689c722590>

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

P.S.

Kartoon Channel! has launched today and is up and running! It is available on the AppleTV app, Android App, Amazon Fire, and Roku, among others. Because of today's breaking news regarding Governor Schwarzenegger we will release the schedule tomorrow morning.

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.