

# FORM 4

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

OMB APPROVAL  
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**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

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

(Print or Type Responses)

1. Name and Address of Reporting Person* Heyward Andy <small>(Last) (First) (Middle)</small> C/O GENIUS BRANDS INTERNATIONAL, INC., 190 N. CANON DRIVE, FLOOR 4 <small>(Street)</small> BEVERLY HILLS, CA 90210 <small>(City) (State) (Zip)</small>	2. Issuer Name and Ticker or Trading Symbol Genius Brands International, Inc. [GNUS]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input 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) 06/19/2020		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
<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>		

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)	Price			
Common Stock, par value \$0.001 per share	06/19/2020		M		5,952,381	A	\$ 0.21	7,329,618	D	
Common Stock, par value \$0.001 per share	06/19/2020		S(1)		448,029	D	\$ 2.94	6,881,589	D	
Common Stock, par value \$0.001 per share	06/19/2020		M		166,667	A	\$ 1.10	7,048,256	D	
Common Stock, par value \$0.001 per share	06/19/2020		S(2)		12,545	D	\$ 2.94	7,035,711	D	
Common Stock, par value \$0.001 per share	06/23/2020		C		5,952,381	A	\$ 0.21	12,988,092	D	
Common Stock, par value \$0.001 per share								990,728	I	See Note (3)
Common Stock, par value \$0.001 per share								1,234	I	See Note (4)

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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Warrant to Purchase Common Stock	\$ 0.21	06/19/2020		M		5,952,381	03/13/2020	03/13/2025	Common Stock	5,952,381	\$ 0	0	D	
Warrant to Purchase Common Stock	\$ 1.10	06/19/2020		M		166,667 (5)	11/03/2015	11/03/2020	Common Stock	166,667	\$ 0	0	D	
Senior Secured Convertible Note	\$ 0.21	06/23/2020		C		1,250,000	(6)	(7)	Common Stock	5,952,381 (8)	\$ 0	0	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		Chief Executive Officer	
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## Signatures

/s/ Andy Heyward		06/25/2020
<small>Signature of Reporting Person</small>		<small>Date</small>

## 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).

On June 19, 2020, the Reporting Person exercised a warrant to purchase 5,952,381 shares of common stock, par value \$0.001 per share (the "Common Stock") of Genius Brands International, Inc. (the "Issuer") for \$0.21 per share. The Reporting Person paid the exercise price on a cashless basis, resulting in the Issuer's withholding of 448,029 of the warrant shares to pay the exercise price and issuing to the Reporting Person the remaining 5,504,352 shares.

(2) On June 19, 2020, the Reporting Person exercised a warrant to purchase 166,667 shares of Common Stock of the Issuer for \$1.10 per share. The Reporting Person paid the exercise price on a cashless basis, resulting in the Issuer's withholding of 12,545 of the warrant shares to pay the exercise price and issuing to the Reporting Person the remaining 154,122 shares.

(3) The Reporting Person indirectly owns 990,728 shares of common stock over which the Reporting Person holds voting and dispositive power.

(4) The Reporting Person indirectly owns 1,234 shares of common stock held by Heyward Living Trust.

(5) Represents post-reverse stock split share amounts.

(6) The Senior Secured Convertible Note was convertible, at the option of the Reporting Person, into shares of Common Stock at any time and from time to time.

(7) Unless earlier converted or redeemed, the Senior Secured Convertible Note was set to mature on September 30, 2021.

(8) Upon receipt of approval of the stockholders of the Issuer, the conversion price of the Senior Secured Convertible Note was reduced to \$0.21. Accordingly, the Reporting Person received 5,952,381 shares of Common Stock upon conversion of the Senior Secured Convertible Note.

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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