

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 26, 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 26, 2020, Genius Brands International, Inc. released a newsletter to shareholders from Chairman & CEO Andy Heyward, with respect to Mr. Heyward's debt conversion previously announced on June 23, 2020. A copy of the the letter is attached as Exhibit 99.1 hereto.

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>Newsletter from Andy Heyward, dated June 26, 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 26, 2020

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

ANDY HEYWARD, CHAIRMAN AND CEO OF GENIUS BRANDS INTERNATIONAL, ACQUIRES APPROXIMATELY 11.6 MILLION SHARES OF GNUS COMMON STOCK

Last night, I filed a Form 4 document which pertains to transactions in the company's securities by its executive officers and directors. You may have noticed that I converted notes (debt) along with the company's other note holders that otherwise sat at the top of the cap table into common stock (equity) as part of the debt conversion deal that was announced last Tuesday (June 23rd). This transaction reflects my strong confidence in the company and our future. It also reflects that as the largest shareholder in Genius Brands, myself, my interests are fully aligned with my fellow shareholders. *(It was wrongly reported that I sold shares in the company, which I did not do. In fact, it was a cashless exercise of warrants and a conversion of debt for equity without any sales of common stock. I should also point out that I have never sold a single share in the company, and I have no intention to do so.)*

I also want to take this opportunity to provide a little color around last week's debt conversion deal, and its benefit to the company:

- By agreeing to register the resale of the shares issued upon conversion of the notes, we added approximately \$4 million of additional cash to our balance sheet We now have over \$55 million in cash.
- We also removed all our debt. The \$13.75 million of previous debt is now gone.
- Our balance sheet is now pristine and powerful, and we are in a position to be opportunistic. *It's no secret that we are determined to grow Genius Brands into a dominant force in children's entertainment, and we believe that we have both the manpower and creative capital to do so. Now we also have taken the first step towards having the financial capital to do so.* In this business, those windows of opportunity can appear quickly, and we need to be nimble to meet them.

Genius Brands is a long-term story. As my friend Warren Buffett has said, "Someone's sitting in the shade today because someone planted a tree a long time ago."

I have been in the children's entertainment business my whole career. Along with the top-tier executives we have hired, we have an extraordinary team that knows how to create successful products and programming that will last for many years. For those who are patient investors, I believe the reward will come.

It begins with the very best talent. That means, creators, writers, directors, marketers, and broadcasters. That is where hits come from. And when those hits are put on a powerful distribution platform, they are seen wide, and that's when magic happens, because the toys and all the myriad products for kids, will come forth from that ground.

Please enjoy the attached trailer of STAN LEE'S SUPERHERO KINDERGARTEN, and the dream team that is now working for us, and you will see what we are talking about. Coming to Cartoon Channel!

<https://www.youtube.com/watch?v=Dd7wmWv5z2o&feature=youtu.be>

Sincerely,
Andy