

# FORM 4

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

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

## 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

(Print or Type Responses)

1. Name and Address of Reporting Person * <b>Heyward Andy</b>	2. Issuer Name and Ticker or Trading Symbol <b>Genius Brands International, Inc. [GNUS]</b>	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) <b>Chief Executive Officer</b>
(Last) (First) (Middle) <b>C/O GENIUS BRANDS INTERNATIONAL, INC., 190 N. CANON DRIVE, FLOOR 4</b>	3. Date of Earliest Transaction (Month/Day/Year) <b>06/19/2020</b>	
(Street) <b>BEVERLY HILLS, CA 90210</b>	4. If Amendment, Date Original Filed (Month/Day/Year) <b>06/25/2020</b>	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
(City) (State) (Zip)	<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		F(1)(2)		448,029	D	\$ 2.94	6,881,589	D	
Common Stock, par value \$0.001 per share	06/19/2020		F(1)(3)		12,545	D	\$ 2.94	7,035,711	D	

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)
						Date Exercisable	Expiration Date					
				Code	V	(A)	(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	

## Signatures

/s/ Andy Heyward		07/02/2020
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## 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).

This Form 4/A is being filed solely to amend the Form 4 filed by the Reporting Person on June 25, 2020, to correct the transaction code which was inadvertently reported as

(1) transaction code "S" instead of transaction code "F" since the withholding of shares to pay the applicable exercise price of the warrants was exempt from Section 16(b) by virtue of Rule 16b-3(e).

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

(2) 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.

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

(3) 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.

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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