

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): **July 6, 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 July 6, 2020, Genius Brands International, Inc. (the “Company”) issued a press release announcing a joint venture between the Company and POW! Entertainment to create “Stan Lee Universe.” A copy of the press release 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>Press Release of Genius Brands International, Inc., dated July 6, 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: July 6, 2020

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



GENIUS BRANDS INTERNATIONAL ANNOUNCES TRANSACTION TO CREATE “STAN LEE UNIVERSE”



Genius Brands Will Control New Joint Venture Drawing from Over 100 Original Stan Lee Creations

Beverly Hills, CA – July 6, 2020: Through a groundbreaking joint venture between Genius Brands International “Genius Brands” (NASDAQ:GNUS) and Stan Lee’s POW! Entertainment, an agreement has been struck to create *Stan Lee Universe*. *Stan Lee Universe* will assume worldwide rights, in perpetuity, to the *name, physical likeness, physical signature, live-action and animated motion picture, television, online, digital, publishing, comic book, merchandising and licensing* rights to Stan Lee and his IP creations past*, present, and going forward.

In announcing the deal today, Andy Heyward Chairman & CEO of Genius Brands said that, “In all of Hollywood, there is no greater prize. This is the Holy Grail. *Stan Lee Universe* is a *once in a lifetime* asset drawn from over 100 original, heretofore unexploited properties, created by the most successful creator of intellectual property of our time.”

Jointly owned and subject to due diligence and documentation, the deal will leave Genius Brands as the managing and controlling partner of the *Stan Lee Universe* joint venture.

Stan Lee was the creator of the most successful characters ever made, including *Spiderman, Iron Man, Black Panther, The Incredible Hulk, X Men, Thor, Captain America, Ms. Marvel, Silver Surfer, Antman, Nick Fury, Guardians of the Galaxy*, and of course the #1 movie box-office franchise of all time, *The Avengers*. For decades, Stan was the editor and creative force behind Marvel Comics, which was sold to the Walt Disney Company for \$4.4 billion and has since proved to be worth many multiples of that amount.

In addition to the #1 movie box office hit, *Avengers Endgame*, Stan Lee created *two of the Walt Disney Company’s top three blockbusters, and five of the top 12 grossing movies of all time.*

“It’s almost impossible to conceive that one mind created all this wealth,” said Heyward. “The spinoffs alone defy the imagination. From animated television, to toys, apparel, video games, and every conceivable licensed product imaginable, Stan Lee characters populate the screens and retail shelves worldwide.

There is no creator who has influenced pop culture and created more successful entertainment. Not even Walt Disney. Over and over, again and again, he created characters and stories that resonated in the hearts and minds of all peoples of all ages around the world, with billions and billions and billions of dollars of motion picture box-office, television, and consumer product licensing.”

Stan Lee Universe will be built from the repository of all of the characters and IP created by Stan Lee, post-Marvel Entertainment*, not otherwise elsewhere. It is drawn from over 100 original Stan Lee creations, from which it will develop and license approximately seven properties per year.

“Having worked with Stan and been a close friend for almost 30 years, nothing could make me prouder than for Genius Brands to become the guardian of both his brand and body of work,” commented Heyward. “I have no doubt that the greatest characters, the greatest stories, and the greatest hits from the mind of Stan Lee have yet to be told. As big as *Spider Man*, *Black Panther*, *X Men*, and the *Avengers* are today, tomorrow it will be Stan Lee’s **TOMORROW MEN**, his **STRINGBEAN**, his **BLACK FURY**, and **VIRUS**.”

Former President of Marvel Productions, Margaret Loesch, said, “Stan Lee was a one of a kind. So is this asset, **Stan Lee Universe** is going to be an unimaginable source of blockbuster entertainment for many years to come.”

Former President of Walt Disney Television and Chief Content Officer of Genius Brands’ new *Kartoon Channel!*, David Neuman said “The spinoff opportunities for *Kartoon Channel!* alone are mindboggling, including a dedicated **Stan Lee Universe** program block.”

Heyward concluded, “When we looked at the depth of these creations that sit in this library, the magnitude and value of this asset slowly began to sink in. There simply is no greater treasure chest of Intellectual Property anywhere. I feel like we went down to the basement of John Lennon and Paul McCartney’s recording studio and found 200 songs that had never been released. One was called *Yesterday*, another was called *Hey Jude*, and another called *Sergeant Pepper*. They were just waiting for us to bring them forth to the market, along with their names and likenesses, signatures, and the right to merchandise *the Beatles*. It feels that big to us!

We will be creating a dedicated business and creative unit specific to **Stan Lee Universe**. For the millions of Stan Lee fans, we look forward to taking this unique asset and faithfully bringing the characters to the movie screens, to comic books, to toys and licensed products worldwide.

For the Genius Brands’ shareholders, we look forward to effectively and smartly monetizing this asset across all platforms. I have no doubt that we will attract the most talented producers, directors, and marketers in the world as we unlock this one of a kind treasury and bring forth the next wave of Stan Lee creations for the world to experience and enjoy. We are proceeding immediately with our due diligence and expect final documentation to follow promptly thereafter.”

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 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*; and entrepreneurship series *Warren Buffett’s Secret Millionaires Club*. 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 new *Kartoon Channel!* is available in over 100 million U.S. television households 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 those set forth in the Company’s filings with the Securities and Exchange Commission (the “SEC”), not limited to Risk Factors relating to its patent business contained therein. 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.

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