

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): **April 6, 2022**

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 90210
(Address of principal executive offices) (Zip Code)

(310) 273-4222
Registrant's telephone number, including area code

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 April 6, 2022, Genius Brands International, Inc. (the "Company") issued a press release announcing the imminent completion of the previously disclosed arrangement to acquire Wow Unlimited Media Inc. A copy of the Company's 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.

Exhibit No.	Description
99.1	Press Release of Genius Brands International, Inc., dated April 6, 2022.

FORWARD-LOOKING STATEMENTS

Except for the historical information contained herein, the matters set forth in this Current Report on Form 8-K are forward-looking statements within the meaning of the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995, including, but not limited to: the Company's anticipated imminent completion of its acquisition of Wow Unlimited Media Inc. You are cautioned not to place undue reliance on these forward-looking statements. Forward-looking statements are only predictions based on our current expectations, estimates, and assumptions, valid only as of the date they are made, and subject to risks and uncertainties, some of which we are not currently aware. Forward-looking statements should not be read as a guarantee of future performance or results and may not necessarily be accurate indications of the times at, or by, which such performance or results will be achieved. These forward-looking statements are based on the Company's current expectations and inherently involve significant risks and uncertainties. Actual results and the timing of events could differ materially from those anticipated in such forward-looking statements as a result of these risks and uncertainties. These risks and uncertainties are described more fully in the section titled "Risk Factors" in the Company's filings with the Securities and Exchange Commission,

including the Company's most recent Annual Report on Form 10-K for the year ended December 31, 2021. The Company does not undertake any obligation to update forward-looking statements and expressly disclaims any obligation or undertaking to release publicly any updates or revisions to any forward-looking statements contained herein, except as may be required by law.

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: April 6, 2022

By: /s/ Andy Heyward

Name: Andy Heyward

Title: Chief Executive Officer



Genius Brands Announces 217% Increase in Revenue to \$7.9 Million for 2021 Versus \$2.5 Million for 2020

Expects to Imminently Announce Close of WOW! Acquisition

WOW! Achieved Revenue of USD \$64.2 Million in 2021*

CEO Andy Heyward Provides Letter to Shareholders and Sneak Peak of “Shaq’s Garage” Video

BEVERLY HILLS, Calif.; April 6, 2022: Genius Brands International, Inc. (“Genius Brands”) (NASDAQ: GNUS), a global brand management company that creates, produces, broadcasts, and licenses entertainment content for children, today announced it has filed its Form 10-K for the year ending December 31, 2021, and provided a business update in the form of a letter to shareholders from the Company’s Chairman & CEO, which is available on the blog section of the Company’s website.

Key Highlights:

- 217% increase in revenue to \$7.9 million versus \$2.5 million for 2020
- Expects to imminently announce closing of the WOW! Unlimited Media (TSXV:WOW) acquisition
- WOW! achieved revenue of USD \$64.2 million for 2021*
- Acquired a controlling stake in Your Family Entertainment (FRA:RTV)
- Net cash, cash equivalents and marketable securities of over \$116 million as of December 31, 2021
- Kartoon Channel! growing its viewership and now carried on virtually every major platform
- *Kartoon Channel! Kidaverse* on track to launch April 15
- *Kartoon Channel! Worldwide* now available in 67 countries
- Stan Lee Universe/Stan Lee Centennial expected to rollout in 2022 concurrent with his 100th birthday
- Stan Lee’s Superhero Kindergarten growing its global audience
- Moving rapidly towards the launch of *Shaq’s Garage animated series featuring Shaquille O’Neal*; a sneak peak for Shaq’s Garage is available online, along with an earlier interview with Shaquille O’Neal: Shaq’s Garage Interview and Animation Demo
- Season 3 of Rainbow Rangers in production
- Continued expansion of senior management team with appointment of industry leaders from Disney, Netflix and Warner Brothers

A link to the CEO letter is available online at: <https://www.gnusbrands.com/blog>

**Based on unaudited financial results of WOW! Unlimited Media for the year-ended December 31, 2021. Conversion of CAD to USD based on the exchange rate as of April 4, 2022. WOW’s audited financials are expected to be completed by the end of April 2022, in accordance with IFRS.*

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 IP portfolio of family-friendly content features the Stan Lee brand, Stan Lee’s Superhero Kindergarten, starring Arnold Schwarzenegger, on Kartoon Channel!; Shaq’s Garage, starring Shaquille O’Neal, coming to Kartoon Channel!; Rainbow Rangers on Kartoon Channel! and Netflix; Llama Llama, starring Jennifer Garner, on Netflix and more. Recently, Genius Brands entered into an agreement to acquire Canada’s WOW! Unlimited Media (TSX-V: WOW), which includes 2,500 channels under the Channel Federator Network, and has also made a strategic investment in Germany’s Your Family Entertainment AG (FRA:RTV), one of Europe’s largest distributors and broadcasters of high-quality programs for children and families.

Genius Brands’ Kartoon Channel! is a globally distributed entertainment platform with 100% penetration in the U.S. television market and international expansion with launches in key markets around the world. The channel is available in the U.S. via a broad range of distribution platforms, including Comcast, Cox, DISH, Amazon Prime, Amazon Fire, Apple TV, Apple iOS, Android TV, Android Mobil, Google Play, Roku, YouTube, KartoonChannel.com, Samsung Smart and LG TVs, the JetBlue Inflight platform and more. Genius Brands will soon launch the subscription-based Kartoon Channel! Kidaverse, featuring metaversal content and over 15,000 animated titles.

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; the potential issuance of a significant number of shares, 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.

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