

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

December 12, 2022

Date of Report (Date of earliest event reported)

GENIUS BRANDS INTERNATIONAL, INC.

(Exact name of registrant as specified in its charter)

Nevada
(State or other jurisdiction
of incorporation or organization)

001-37950
(Commission File Number)

20-4118216
(I.R.S. 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 5.07. Submission of Matters to a Vote of Security Holders.

(a) On December 12, 2022, the Company held its 2022 Annual Meeting of Stockholders (the "Annual Meeting"). At the Annual Meeting, the holders of 164,622,917 shares of the Company's common stock were present at the meeting or represented by proxy, which represents 51.83% of the total shares of outstanding common stock entitled to vote as of the record date of October 14, 2022.

(b) The following actions were taken in the Annual Meeting:

(1) The following nine nominees were elected to serve on the Company's Board of Directors until the Company's 2023 annual meeting of stockholders or until their respective successors have been elected and qualified, or until their earlier resignation or removal:

Name of Director Nominees	Votes For	Votes Withheld	Broker Non-Votes
Andy Heyward	73104077	7465946	84052894
Joseph "Gray" Davis	74360597	6209427	84052894
Lynne Segall	74537883	6032191	84052894
P. Clark Hallren	74731003	5839020	84052894
Anthony Thomopoulos	74399041	6170982	84052894
Margaret Loesch	74607697	5962326	84052894
Dr. Cynthia Turner-Graham	74411459	6158564	84052894
Michael Hirsh	75002203	5567821	84052894
Stefan Pičch	72459609	8110415	84052894

(2) The selection of Baker Tilly US, LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2022, was ratified, based on the following votes:

Votes For

Votes Against

Abstentions

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: December 14, 2022

By: /s/ Andy Heyward

Name: Andy Heyward

Title: Chief Executive Officer
