

# 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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person <b>BALABAN HOWARD</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 checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)				
(Last) (First) (Middle) <b>C/O GENIUS BRANDS INTERNATIONAL, INC., 3111 CAMINO DEL RIO NORTH, SUITE 400</b>		3. Date of Earliest Transaction (Month/Day/Year) <b>05/15/2013</b>		Executive VP of New Bus. Dev.				
(Street) <b>SAN DIEGO, CA 92108</b>		4. If Amendment, Date Original Filed (Month/Day/Year)		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				

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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Options	\$ 0.44	01/20/2009		D		2,000,000		(1)	01/20/2014	Common Stock	2,000,000	(1)	1,200,000	D	
Options	\$ 0.2	05/15/2013		A		750,000			05/15/2013 05/15/2018	Common Stock	750,000	(2)	1,950,000 (3)	D	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BALABAN HOWARD C/O GENIUS BRANDS INTERNATIONAL, INC. 3111 CAMINO DEL RIO NORTH, SUITE 400 SAN DIEGO, CA 92108	X	X	Executive VP of New Bus. Dev.	

## Signatures

/s/ Howard Balaban 06/21/2013  
Signature of Reporting Person Date

## 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).

(1) The Reporting Person agreed to cancel 2,000,000 options, 1,250,000 of which vested on 1/20/2009 and 750,000 of which vested on 12/31/2009.

(2) Issued directly to reporting person from issuer pursuant to Issuer's Stock Option Plan on May 15, 2013.

Represents, in addition to those options that are the subject of this report: (i) 1,000,000 options at an exercise price of \$0.44, granted on 4/11/2011, with 250,000 of such options vesting on the grant date and 250,000 vesting upon each of the first three anniversaries of the grant date, (ii) 100,000 options exercisable on 12/31/2011 and expiring on 12/31/2016 at an exercise price of \$0.22, and (iii) 100,000 options exercisable on 12/31/2012 and expiring on 12/31/2017 at an exercise price of \$0.20.

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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