FORM 4	4
--------	---

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

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

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden hours per response... 0.5

02)

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 Pe Handelman Michael D	2. Issuer Name ar Genius Brands II			0.		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner				
(Last) (First) 301 N. CANON DRIVE, SUITE	(Middle) E 305	3. Date of Earliest Transaction (Month/Day/Year) 10/19/2015					X Officer (give title below) Other (specify below) Chief Financial Officer			
(Street) BEVERLY HILLS, CA 90210	4. If Amendment, Date Original Filed(Month/Day/Year)						6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person Form filed by More than One Reporting Person			
BEVERLI HILLS, CA 90210										
(City) (State)	(Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								
1.Title of Security	2. Transaction	2A. Deemed	3. Transac	tion	4. Securi	ties Aco	auired	5. Amount of Securities	6.	7. Nature
(Instr. 3)	Date	Execution Date, if						Beneficially Owned Following	Ownership	of Indirect
× ,	(Month/Day/Year)	any	(Instr. 8)		· / ·			Reported Transaction(s)	· ·	Beneficial
	· · · · ·	(Month/Day/Year)	` '					(Instr. 3 and 4)	Direct (D)	Ownership
			Code	v	Amount	(A) or (D)	Í	X Z	or Indirect (I) (Instr. 4)	· ·
Common Stock	10/19/2015		А		15,007 (<u>1)</u>	А	<u>(1)</u>	15,007 <u>(1)</u>	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1474 (9-Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

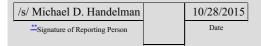
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, calls, warrants, options, convertible securities)														
1. Title of	2.	3. Transaction	3A. Deemed	4.	5. N	umber	6. Date Exer	cisable	7. Tit	le and	8. Price of	9. Number of	10.	11. Nature
Derivative	Conversion	Date	Execution Date, if	Transaction	of		and Expirati	on Date	Amo	unt of	Derivative	Derivative	Ownership	of Indirect
Security	or Exercise	(Month/Day/Year)	any	Code	Deri	vative	(Month/Day	/Year)	Unde	rlying	Security	Securities	Form of	Beneficial
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Secu	rities			Secu	rities	(Instr. 5)	Beneficially	Derivative	Ownership
	Derivative				Acq	uired			(Instr	. 3 and		Owned	Security:	(Instr. 4)
	Security				(A) (or			4)			Following	Direct (D)	
					Disp	osed						Reported	or Indirect	
					of (I))						Transaction(s)	(I)	
					(Inst	r. 3,						(Instr. 4)	(Instr. 4)	
					4, and 5)									
										Amount				
							Date	Evaluation		or				
							Exercisable	Expiration Date	Title	Number				
							Exercisable	Date		of				
				Code V	(A)	(D)				Shares				

Reporting Owners

Burneling Operation Name (Adda	Relationships							
Reporting Owner Name / Address	Director	10% Owner	Officer	Other				
Handelman Michael D 301 N. CANON DRIVE, SUITE 305 BEVERLY HILLS, CA 90210			Chief Financial Officer					

Signatures



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) Represents a restricted stock award under the Issuer's 2015 Incentive Plan which shall vest at a rate of 1/3 of such shares per year for three years beginning on the one year anniversary of the grant date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.