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

OMB APPRO	VAL
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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 or Section 30(h) of the Investment Company Act of 1940

of Reporting Person		2. Issuer Name and Ticker or Trading Symbol Genius Brands International, Inc. [GNUS]				5. F	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)							
	ΓΙΟΝΑL,	3. Date of Earliest Transaction (Month/Day/Year) 02/03/2016				X	Director							
(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)				_X_	6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person _Form filed by More than One Reporting Person							
(State)	(Zip)			Tabl	le I -	Non-Deri	ivative So	ecurities	s Acquired	, Disposed	of, or Bene	ficially Owne	ed	
	2. Transaction Date (Month/Day/Year)	Executi any	ion Da	Year)	ode istr. 8	3)	(A) or Di (Instr. 3,	sposed o	of (D) Own Tran	5. Amount of Securi O) Owned Following Re Transaction(s) (Instr. 3 and 4)		d C F I c	Ownership of orm: Oirect (D) Ovr Indirect (Ir	eneficial wnership
a separate line for eac	Table II -	Derivati	ve Sec	curities A	Acqu	Perso conta form o	ns who ined in the displays	this for a curr or Bene	m are not ently valid eficially Ow	required d OMB co	to respon	d unless the		74 (9-02)
e (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transac Code	tion I S	Derivative Derivative Decurities Acquired or Dispose of (D) Instr. 3, 4	nber of 6. Date Exercisable and Expiration Date (Month/Day/Year) 7. Of Secret (A) possed 3, 4,		te Exercisable and ation Date of Underly Securities		derlying Derivat ities Security (Instr. 5		Derivative Securities Beneficially Owned Following Reported Transaction(s	Ownership Form of Derivative Security: Direct (D) or Indirect (a(s)) (I)	Beneficial	
		Code	V	(A)	(D)	Date Exercisal		ation	Title	or Number of Shares		(msu. 1)	(msu. 1)	
		A	2	220,000		<u>(2)</u>	02/03	3/2026	Common	220,000	\$ 0	220,000	D	
	(First) ANDS INTERNA (ON DRIVE, SUIT (Street) 5, CA 90210 (State) a separate line for each	(First) (Middle) ANDS INTERNATIONAL, (ON DRIVE, SUITE 305 (Street) 5, CA 90210 (State) (Zip) 2. Transaction Date (Month/Day/Year) a separate line for each class of securities Table II -	Genius (First) (Middle) ANDS INTERNATIONAL, (ON DRIVE, SUITE 305 (Street) 4. If Am S, CA 90210 (State) 2. Transaction Date (Month/Day/Year) a separate line for each class of securities benefici Table II - Derivati (e.g., put any (Month/Day/Year) 3. Transaction Date (Month/Day/Year) (Month/Day/Year) 3. Transaction Date (Month/Day/Year) (Month/Day/Year)	Genius Bran (First) (Middle) ANDS INTERNATIONAL, (ON DRIVE, SUITE 305 (Street) 4. If Amendme S, CA 90210 (State) (Zip) 2. Transaction Date (Month/Day/Year) a separate line for each class of securities beneficially over the companies of th	Genius Brands Inter (First) (Middle) ANDS INTERNATIONAL, (ON DRIVE, SUITE 305 (Street) 4. 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Demonstra - Orange Name / Address	Relationships							
Reporting Owner Name / Address	Director	10% Owner	Officer	Other				
Payne Gregory C/O GENIUS BRANDS INTERNATIONAL, INC. 301 N. CANON DRIVE, SUITE 305 BEVERLY HILLS, CA 90210			EVP Oper. & Legal/Bus. Affairs					

Signatures

s/ Gregory Payne	02/04/2016
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 stock options have the following exercise prices: \$2.00 for options that vest on the first anniversary of the grant date, \$3.00 for options that vest on the second anniversary of the grant date and \$4.00 for options that vest on the third anniversary of the grant date.
- (2) The stock options shall vest over a three-year period as follows: options to purchase 55,000 shares shall vest on the first anniversary of the grant date, options to purchase 110,000 shares shall vest on the second anniversary of the grant date and options to purchase 55,000 shares shall vest on the third 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.