

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 A-Squared Holdings, LLC		2. Issuer Name and Ticker or Trading Symbol Genius Brands International, Inc. [GNUS]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director <input checked="" type="checkbox"/> 10% Owner ____ Officer (give title) ____ Other (specify below)	
(Last) (First) (Middle) 9401 WILSHIRE BOULEVARD, SUITE 608		3. Date of Earliest Transaction (Month/Day/Year) 11/15/2013		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	
(Street) BEVERLY HILLS, CA 90212		4. If Amendment, Date Original Filed (Month/Day/Year)			
(City) (State) (Zip)		Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned			

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	Amount	(A) or (D)	Price			
Common Stock	11/15/2013		J(1)		297,218,237	A	\$ 0	297,218,237 (2)	D	

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		Date Exercisable	Expiration Date					

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
A-Squared Holdings, LLC 9401 WILSHIRE BOULEVARD SUITE 608 BEVERLY HILLS, CA 90212		X		

Signatures

/s/ Andrew A. Heyward, Co-manager	11/18/2013
 Signature of Reporting Person	Date
/s/ Amy Moynihan Heyward, Co-manager	11/18/2013

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).

On 11/15/2013, Issuer entered into an Agreement and Plan of Reorganization with its wholly-owned subsidiary A2E Acquisition, LLC, a Delaware limited liability company ("A2E"), A Squared Holdings, LLC, a California limited liability company ("ASH"), and A Squared Entertainment, LLC, a Delaware limited liability company ("ASE"), and wholly-owned subsidiary of ASH, pursuant to which A2E merged (the "Merger") with and into ASE as the surviving entity and ASE became a wholly-owned subsidiary of Issuer. In the Merger, all issued and outstanding membership interests of ASE were cancelled and ASH received the shares (the "Shares") of Issuer's common stock reported herein. Reporting Person indirectly owns such Shares as a member and co-manager of ASH.

The Shares are subject to a lock-up agreement pursuant to which the Shares may not be sold or transferred for a period of time beginning on the closing date of the Merger and ending 90 days after the effective date of Issuer's registration statement to be filed pursuant to the terms of a Financing Registration Rights Agreement (the "Agreement") entered into by and among Issuer and certain Investors (defined in the Agreement), in a related private placement transaction.

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.