

FORM 4

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

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person Heyward Andy		2. Issuer Name and Ticker or Trading Symbol Genius Brands International, Inc. [GNUS]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chief Executive Officer	
(Last) (First) (Middle) C/O GENIUS BRANDS INTERNATIONAL, INC., 190 N. CANON DRIVE, FLOOR 4		3. Date of Earliest Transaction (Month/Day/Year) 12/07/2020			
(Street) BEVERLY HILLS, CA 90210		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)		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, par value \$0.001 per share								13,464,282	D	
Common Stock, par value \$0.001 per share								990,728	I	See Note (1)
Common Stock, par value \$0.001 per share								1,234	I	See Note (2)

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

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.

SEC 1474 (9-02)

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)
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option Grant (Right to Buy)	\$ 1.39	12/07/2020		A		5,000,000	(3)	12/06/2030	Common Stock, par value \$0.001 per share	5,000,000	\$ 0	5,000,000	D	
Restricted Stock Units	(4)	12/07/2020		A		7,500,000	(5)	(5)	Common Stock, par value \$0.001 per share	7,500,000	\$ 0	7,500,000	D	
Performance Shares	(6)	12/07/2020		A		7,500,000	(6)	(6)	Common Stock, par value \$0.001 per share	7,500,000	\$ 0	7,500,000	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Heyward Andy C/O GENIUS BRANDS INTERNATIONAL, INC. 190 N. CANON DRIVE, FLOOR 4 BEVERLY HILLS, CA 90210	X		Chief Executive Officer	

Signatures

/s/ Andy Heyward	12/09/2020
<small>**Signature of Reporting Person</small>	<small>Date</small>

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 indirectly owns 990,728 shares of common stock over which the Reporting Person holds voting and dispositive power.
 - (2) The Reporting Person indirectly owns 1,234 shares of common stock held by Heyward Living Trust.
 - (3) The option was fully vested on the date of grant.
 - (4) Each restricted stock unit represents a contingent right to receive one share of GNUS common stock.
 - (5) The restricted stock units vest in four equal installments on the first, second, third and fourth anniversaries of December 7, 2020, subject to the Reporting Person's continued employment. Vested shares will be delivered to the Reporting Person in equal installments in each calendar quarter following the vesting date.
 - (6) Each performance share represents a contingent right to receive one share of GNUS common stock. The performance shares vest in four equal installments on the first, second, third and fourth anniversaries of December 7, 2020, based on achievement of certain performance goals and subject to the Reporting Person's continued employment.

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.