

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

(Print or Type Responses)

1. Name and Address of Reporting Person* DENTON ROBERT L.		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 _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ Chief Financial 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			

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
Employee Stock Option Grant (Right to Buy)	\$ 1.39	12/07/2020		A		950,000		(1)	12/06/2030	Common Stock, par value \$0.001 per share	950,000	\$ 0	950,000	D	
Restricted Stock Units	(2)	12/07/2020		A		475,000		(3)	(3)	Common Stock, par value \$0.001 per share	475,000	\$ 0	475,000	D	
Employee Stock Option Grant (Right to Buy)	\$ 1.99	03/07/2019		A		15,000		(4)	03/06/2029	Common Stock, par value \$0.001 per share	15,000	\$ 0	15,000	D	
Employee Stock Option Grant (Right to Buy)	\$ 2.09	09/25/2018		A		85,088		(5)	09/25/2023	Common Stock, par value \$0.001 per share	85,088	\$ 0	85,088	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

DENTON ROBERT L. C/O GENIUS BRANDS INTERNATIONAL, INC. 190 N. CANON DRIVE, FLOOR 4 BEVERLY HILLS, CA 90210			Chief Financial Officer	
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Signatures

/s/ Robert L. Denton		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 option was fully vested on the date of grant with respect to 380,000 shares, and 190,000 shares vest on each of the first, second and third anniversaries of December 7, 2020, subject to the Reporting Person's continued employment of December 7, 2020, subject to the Reporting Person's continued employment.
- (2) Each restricted stock unit represents a contingent right to receive one share of GNUS common stock.
- (3) The restricted stock units vest as follows: 155,000 shares on December 7, 2021, 158,000 shares on December 7, 2022, and 162,000 shares on December 7, 2023, 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.
- (4) The option vested in full on December 31, 2019.
- (5) The options shall vest over three years as follows: options to purchase 28,363 shares shall vest on April 18, 2019, 28,363 shares shall vest on April 18, 2020 and 28,362 shares shall vest on April 18, 2021.

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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