

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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

1. Name and Address of Reporting Person * <u>Heyward Andy</u> (Last) (First) (Middle) C/O GENIUS BRANDS INTERNATIONAL, INC. 190 N. CANON DRIVE, FLOOR 4 (Street) BEVERLY HILLS CA 90210 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Genius Brands International, Inc. [GNUS]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) CEO and Chairman
	3. Date of Earliest Transaction (Month/Day/Year) 12/07/2022	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$0.001 per share	12/07/2022		M		937,500	A	(1)	15,339,282	D	
Common Stock, par value \$0.001 per share								990,728	I	See Footnote ⁽²⁾
Common Stock, par value \$0.001 per share								1,234	I	See Footnote ⁽³⁾

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 Securities Underlying Derivative Security (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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Restricted Stock Units	(1)	12/07/2022		M			937,500	(4)	(4)	Common Stock, par value \$0.001 per share	937,500	\$0	13,125,000	D	

Explanation of Responses:

- Each restricted stock unit represents a contingent right to receive one share of GNUS common stock.
- The Reporting Person indirectly owns 990,728 shares of common stock over which the Reporting Person holds voting and dispositive power.
- The Reporting Person indirectly owns 1,234 shares of common stock held by Heyward Living Trust.
- On December 7, 2020, the Reporting Person was granted 15,000,000 restricted stock units pursuant to a restricted stock unit agreement, of which (i) 7,500,000 shares vested in four equal installments on the first, second, third and fourth anniversaries of December 7, 2020, and (ii) 7,500,000 shares (characterized as Performance Shares in previous Form 4) vested in four equal installments on the first, second, third and fourth anniversaries of December 7, 2020, based on the achievement of certain performance goals, each subject to the Reporting Person's continued employment. Such agreement was amended and restated in June 2021 to revise the vesting provisions so that (i) an aggregate of 3,750,000 shares vested in four equal installments on the first, second, third and fourth anniversaries of December 7, 2020, and (ii) an aggregate of 11,250,000 shares vested based on achievement of certain performance goals, each subject to the Reporting Person's continued employment.

/s/ Andy Heyward

12/09/2022

** Signature of Reporting Person

Date

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

* 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).

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

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 Number.