

Genius Brands International, Inc.
Form 4
November 19, 2013

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 *
HEYWARD ANDREW A

2. Issuer Name and Ticker or Trading Symbol
Genius Brands International, Inc.
[GNUS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
9401 WILSHIRE
BOULEVARD, SUITE 608

3. Date of Earliest Transaction
(Month/Day/Year)
11/15/2013

Director 10% Owner
 Officer (give title below) Other (specify below)
CEO

(Street)
BEVERLY HILLS, CA 90212

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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 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 | I ⁽³⁾ | |

See footnote 3.

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)

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| 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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| HEYWARD ANDREW A 9401 WILSHIRE BOULEVARD SUITE 608 BEVERLY HILLS, CA 90212 | X | X | CEO | |

Signatures

/s/ Andrew A.
Heyward
Date: 11/18/2013

**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) 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.

(2) 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.

(3) Indirect ownership as a member, co-manager and controlling person of ASH, which holds 50% of the common stock of Issuer. As a co-managing member, Reporting Person has voting and dispositive power over all shares held by ASH, but otherwise disclaims beneficial ownership thereof except to the extent of his pecuniary interest therein.

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.