

Heyward Andy
Form 4
January 03, 2019

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
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, 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 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)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
12/31/2018

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

C/O GENIUS BRANDS INTERNATIONAL, INC., 131 S. RODEO DRIVE, SUITE 250

(Street)

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

BEVERLY HILLS, CA 90212

(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, par value \$0.001 per share	12/31/2018		P(1)		149,805 (2)	A	\$ 3.12
					377,237 (3)	D	
Common Stock, par value \$0.001 per share	12/31/2018		P(1)		470,596 (2)	A	\$ 3.12
					990,728 (4)	I	See Note (5)

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Common Stock, par value \$0.001 per share 1,234 I See Note (6)

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

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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. Code (Instr. 8)	5. Transaction 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. Pr Deri Secu (Inst	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
0% Series A Convertible Preferred Stock	\$ 2.5	12/31/2018		P ⁽¹⁾	50 ⁽²⁾	05/15/2014	⁽⁷⁾	Common Stock, par value \$0.001 per share	20,000 \$

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Heyward Andy C/O GENIUS BRANDS INTERNATIONAL, INC. 131 S. RODEO DRIVE, SUITE 250 BEVERLY HILLS, CA 90212	X	X	Chief Executive Officer	

Signatures

/s/ Andy Heyward 01/03/2019

**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).

- The Reporting Person previously held shares jointly with this former spouse, Amy Moynihan Heyward. The Reporting Person acquired the sole ownership of the shares formerly jointly owned with his former spouse pursuant to a divorce settlement agreement. The divorce settlement agreement ascribed a purchase price of \$2 million to a total of 620,401 shares of the Company's common stock and 50 shares of the Company's 0% Series A Convertible Preferred Stock formerly jointly owned by the Reporting Person and his former spouse. Pursuant to the divorce settlement agreement, the Reporting Person also obtained sole ownership of the other 50 percent of the shares formerly jointly owned.
- (1) Represents 50 percent of the shares the Reporting Person formerly jointly owned with his former spouse.
 - (2) The Reporting Person previously held 149,805 shares jointly with his former spouse. The Reporting Person acquired the sole ownership of the shares formerly jointly owned pursuant to a divorce settlement agreement.
 - (3) The Reporting Person previously held the shares jointly with his former spouse, Amy Moynihan Heyward. The Reporting Person acquired the sole ownership of the shares formerly jointly owned pursuant to a divorce settlement agreement.
 - (4) The Reporting Person indirectly owns 990,728 shares of common stock over which the Reporting Person holds voting and dispositive power.
 - (5) The Reporting Person indirectly owns 1,234 shares of common stock held by Heyward Living Trust.
 - (6) The Preferred Stock does not contain an expiration date.
 - (7) The Reporting Person previously held the shares jointly with his former spouse. The Reporting Person acquired the sole ownership of the shares formerly jointly pursuant to a divorce settlement agreement.

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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