Heyward Andy Form 4 October 20, 2017

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

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Section 16. Form 4 or

Form 5 obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. See Instruction 1(b).

SECURITIES

30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

Genius Brands International, Inc.

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

Symbol

[GNUS]

(Print or Type Responses)

(Last)

(City)

1. Name and Address of Reporting Person *

Heyward Andy

(First) (Middle)

C/O GENIUS BRANDS

INTERNATIONAL, INC., 301 N. **CANON DRIVE, SUITE 305**

BEVERLY HILLS, CA 90210

(Street)

(State)

4. If Amendment, Date Original

3. Date of Earliest Transaction

3.

(Month/Day/Year)

10/19/2017

Filed(Month/Day/Year)

(Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

4. Securities Acquired 5. Amount of

Price

Issuer

below)

_X__ Director

Applicable Line)

X_ Officer (give title

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

(Month/Day/Year)

Transaction(A) or Disposed of Code (D) (Instr. 8)

Code V Amount (D)

(Instr. 3, 4 and 5) (A)

Owned Following Reported

Securities

Beneficially

Transaction(s) (Instr. 3 and 4)

Common Stock, par

value 10/19/2017

\$0.001 per share Common

Stock, par value

\$0.001 per share

357,237

990,728

Ι

D

See Footnote

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

(Check all applicable)

Chief Executive Officer

6. Individual or Joint/Group Filing(Check

(D) or

Indirect (I)

(Instr. 4)

X Form filed by One Reporting Person Form filed by More than One Reporting

X__ 10% Owner Other (specify

6. Ownership 7. Nature of Form: Direct Indirect

Beneficial

Ownership (Instr. 4)

Estimated average

burden hours per

(1)

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Common

Stock, par See value 1,234 I Footnote

\$0.001 per (2)

share

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

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SEC 1474

(9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

Shares

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. Transactio Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	int of rlying	8. Price of Derivative Security (Instr. 5)
						Date Exercisable	Expiration Date	Title	Amount or Number	

Code V (A) (D)

Reporting Owners

Reporting Owner Name / Address	Relationships
reporting owner rame, reacted	

Director 10% Owner Officer Other

Heyward Andy C/O GENIUS BRANDS INTERNATIONAL, INC. 301 N. CANON DRIVE, SUITE 305 BEVERLY HILLS, CA 90210

X Chief Executive Officer

Signatures

/s/ Andy Heyward 10/20/2017

**Signature of Date
Reporting Person

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).

Reporting Owners 2

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- (1) The Reporting Person indirectly owns 990,728 shares of common stock over which the Reporting Person and his wife, Amy Moynihan Heyward, hold voting and dispositive power.
- (2) The Reporting Person indirectly owns 1,234 shares of common stock held by Heyward Living Trust.

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.