

Heyward Andy  
Form 4  
January 03, 2019

**FORM 4**

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

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

**OMB APPROVAL**

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Heyward Andy

(Last) (First) (Middle)

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

(Street)

BEVERLY HILLS, CA 90212

(City) (State) (Zip)

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

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

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

**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 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)
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)

# Edgar Filing: Heyward Andy - Form 4

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.

**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)

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. Pr Deri Secu (Inst
				Code	V	(A)	(D)	
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.
- (1) Pursuant to the divorce settlement agreement, the Reporting Person also obtained sole ownership of the other 50 percent of the shares formerly jointly owned.
- (2) Represents 50 percent of the shares the Reporting Person formerly jointly owned with his former spouse.
- (3) 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.
- (4) 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.
- (5) The Reporting Person indirectly owns 990,728 shares of common stock over which the Reporting Person holds voting and dispositive power.
- (6) The Reporting Person indirectly owns 1,234 shares of common stock held by Heyward Living Trust.
- (7) The Preferred Stock does not contain an expiration date.
- (8) 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.

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.