

Genius Brands International, Inc.
 Form 4
 September 01, 2015

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)
301 N. CANON DRIVE, SUITE 305
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/28/2015

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

BEVERLY HILLS, CA 90210

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 Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value, \$0.001 per share	08/28/2015		P		200	A	\$ 1.69	200	I	SEE NOTE (1)
Common Stock, par value, \$0.001 per share	08/28/2015		P		100	A	\$ 1.7	300	I	SEE NOTE (1)
Common Stock, par	08/28/2015		P		700	A	\$ 1.88	1,000	I	SEE NOTE (1)

value,
\$0.001 per
share

Common
Stock, par
value,
\$0.001 per
share

08/28/2015

P

562

A

\$ 1.97 1,562

I

SEE
NOTE (1)

Common
Stock, par
value,
\$0.001 per
share

08/28/2015

P

938

A

\$ 2 2,500

I

SEE
NOTE (1)

Common
Stock, par
value,
\$0.001 per
share

08/31/2015

P

700

A

\$ 1.95 3,200

I

SEE
NOTE (1)

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.

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(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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 6)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

HEYWARD ANDREW A
301 N. CANON DRIVE
SUITE 305
BEVERLY HILLS, CA 90210

X

X

CEO, Chairman

Signatures

/s/ Andrew
Heyward

08/31/2015

__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) Represents shares of Common Stock held by the Heyward Living Trust, over which the Reporting Person holds voting and dispositive power.

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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