

Genius Brands International, Inc.

Form SC 13G

June 03, 2014

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**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, DC 20549**

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934**

**(Amendment No.)\***

**Genius Brands International, Inc.**

(Name of Issuer)

**Common Stock, \$0.001 par value**

(Title of Class of Securities)

**37229T103**

(CUSIP Number)

**May 14, 2014**

(Date of Event Which Requires Filing of this Statement)

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Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

SRule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act, but shall be subject to all other provisions of the Act (however, see the Notes).

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Names of Reporting Persons

1.

**Iroquois Capital Management L.L.C.**

Check the Appropriate Box if a Member of a Group (*See*  
Instructions)

2.

(a) " (b) "

3.

SEC Use Only

4.

Citizenship or Place of Organization

**Delaware**

5. Sole Voting Power 0

Shared Voting Power

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person  
With

6. **375,000 shares of Common Stock issuable upon  
conversion of shares of convertible preferred stock  
(see Item 4)**

7. Sole Dispositive Power 0

Shared Dispositive Power

8. **375,000 shares of Common Stock issuable upon  
conversion of shares of convertible preferred stock  
(see Item 4)**

Aggregate Amount Beneficially Owned by Each Reporting  
Person

9.

**375,000 shares of Common Stock issuable upon  
conversion of shares of convertible preferred stock  
(see Item 4)**

Check if the Aggregate Amount in Row (9) Excludes Certain  
Shares (*See* Instructions) "

10.

Percent of Class Represented by Amount in Row 9

11.

**5.8% (see item 4)**

Type of Reporting Person (*See* Instructions)

12.

**OO**

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- Names of Reporting Persons
1. **Joshua Silverman**  
Check the Appropriate Box if a Member of a Group (*See*  
Instructions)  
2. (a) " (b) "
3. SEC Use Only
- Citizenship or Place of Organization
4. **United States of America**  
5. Sole Voting Power **0**  
Shared Voting Power
- Number of Shares Beneficially Owned by Each Reporting Person With
6. **375,000 shares of Common Stock issuable upon conversion of shares of convertible preferred stock (see Item 4)**  
7. Sole Dispositive Power **0**  
Shared Dispositive Power
8. **375,000 shares of Common Stock issuable upon conversion of shares of convertible preferred stock (see Item 4)**
- Aggregate Amount Beneficially Owned by Each Reporting Person
9. **375,000 shares of Common Stock issuable upon conversion of shares of convertible preferred stock (see Item 4)**  
Check if the Aggregate Amount in Row (9) Excludes Certain Shares (*See* Instructions) "
- 10.
- Percent of Class Represented by Amount in Row 9
11. **5.8% (see item 4)**  
Type of Reporting Person (*See* Instructions)
12. **IN; HC**

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- Names of Reporting Persons
1. **Richard Abbe**  
Check the Appropriate Box if a Member of a Group (*See*  
Instructions)  
(a) " (b) "
  2. SEC Use Only
  3. Citizenship or Place of Organization
  4. **United States of America**
    5. Sole Voting Power **0**  
Shared Voting Power
- Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person  
With
6. **375,000 shares of Common Stock issuable upon  
conversion of shares of convertible preferred stock  
(see Item 4)**
  7. Sole Dispositive Power **0**  
Shared Dispositive Power
  8. **375,000 shares of Common Stock issuable upon  
conversion of shares of convertible preferred stock  
(see Item 4)**
- Aggregate Amount Beneficially Owned by Each Reporting  
Person
9. **375,000 shares of Common Stock issuable upon  
conversion of shares of convertible preferred stock  
(see Item 4)**  
Check if the Aggregate Amount in Row (9) Excludes Certain  
Shares (*See* Instructions) "
  10. Percent of Class Represented by Amount in Row 9
  11. **5.8% (see item 4)**  
Type of Reporting Person (*See* Instructions)
  12. **IN; HC**

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**Item 1.**

(a) Name of  
Issuer:

Genius  
Brands  
International,  
Inc.

Address of  
Issuer's

(b) Principal  
Executive  
Offices:

9401 Wilshire  
Boulevard  
Suite 608  
Beverly Hills,  
California  
90212

**Item 2.**

(a) Name of  
Person Filing:

Address of  
Principal  
Business

(b) Office or, if  
None,  
Residence:

(c) Citizenship:

This Schedule  
13G is being  
filed on  
behalf of (i)  
Iroquois  
Capital  
Management  
L.L.C., a  
Delaware  
limited  
liability  
company

(“**Iroquois**”),  
(ii) Joshua  
Silverman, an  
individual  
who is a  
citizen of the  
United States  
of America  
(“**Mr.  
Silverman**”)  
and (iii)  
Richard  
Abbe, an  
individual  
who is a  
citizen of the  
United States  
of America  
(“**Mr. Abbe,**”  
together with  
Iroquois and  
Mr.  
Silverman,  
the  
“**Reporting  
Persons**”).

The  
Reporting  
Persons have  
entered into a  
Joint Filing  
Agreement, a  
copy of  
which is filed  
with this  
Schedule 13G  
as Exhibit 1,  
pursuant to  
which the  
Reporting  
Persons have  
agreed to file  
this Schedule  
13G jointly in  
accordance  
with the  
provisions of  
Rule 13d-1(k)  
of the  
Securities

Exchange Act  
of 1934, as  
amended.

The principal  
business  
office of all  
of the  
Reporting  
Persons is  
641  
Lexington  
Avenue, 26th  
Floor, New  
York, New  
York 10022.

(d) Title of Class  
of Securities:

Common  
Stock, par  
value \$0.001  
per share

(e) CUSIP  
Number:

37229T103

**Item 3.** If this statement is filed pursuant to §§ 240.13d-1(b), or 240.13d-2(b) or (c), check whether the person filing is a:

Not applicable.

(a) £Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);

(b) £Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);



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- (c) £ Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) £ Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) S An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);
- (f) £ An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);
- (g) £ A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h) £ A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) £ A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act (15 U.S.C. 80a-3);
- (j) £ A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J);
- (k) £ Group, in accordance with § 240.13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution: \_\_\_\_\_

#### Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) and (b)

As of the date hereof, each of the Reporting Persons may be deemed to be the beneficial owner of 375,000 shares of Common Stock, which represents 375,000 shares of Common Stock which are issuable upon conversion of shares of Series A Convertible Preferred Stock of the Issuer (the “**Convertible Preferred Stock**”) held by Iroquois Master Fund Ltd. (“**Iroquois Master Fund**”), and such shares of Common Stock represent beneficial ownership of approximately 5.8% of the Common Stock, based on (1) 6,077,707 shares of Common Stock issued and outstanding as reported in the Form 10-Q filed by the Issuer on May 20, 2014, plus (2) 375,000 shares of Common Stock issuable upon conversion of the Convertible Preferred Stock.

The Convertible Preferred Stock may not be converted to the extent that the holder or any of its affiliates would own more than 9.99% of the outstanding common stock of the Issuer after such conversion. To the extent that holders of

the Convertible Preferred Stock are entitled to vote on a matter with holders of shares of common stock, the Convertible Preferred Stock may not be voted to the extent that the holder or any of its affiliates would control more than 9.99% of the voting power of the Issuer.

Mr. Abbe and Mr. Silverman are the members of Iroquois who have the authority and responsibility for the investments made on behalf of the Iroquois Master Fund. As such, Mr. Abbe and Mr. Silverman may be deemed to be the beneficial owner of the Shares held for the account of the Iroquois Master Fund.

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Each of Messrs. Abbe and Silverman disclaims beneficial ownership of the Shares held by the Iroquois Master Fund, except to the extent of their pecuniary interest therein.

(c) Number of shares as to which each Reporting Person has:

(i) Sole power to vote or to direct the vote: 0

(ii) Shared power to vote or to direct the vote: 375,000

(iii) Sole power to dispose or to direct the disposition of: 0

(iv) Shared power to dispose or to direct the disposition of: 375,000

**Item 5. Ownership of Five Percent or Less of a Class**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following .

**Item 6. Ownership of More than Five Percent on Behalf of Another Person**

Not applicable.

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person**

Not applicable.

**Item 8. Identification and Classification of Members of the Group**

See Exhibit 1.

**Item 9. Notice of Dissolution of Group**

Not applicable.

**Item 10. Certification**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having

that purpose or effect.

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**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: June 2, 2014

IROQUOIS CAPITAL MANAGEMENT  
L.L.C.

By: /s/ Joshua Silverman  
Joshua Silverman, Authorized Signatory

/s/ Joshua Silverman  
Joshua Silverman

/s/ Richard Abbe  
Richard Abbe

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EXHIBIT INDEX

Exhibit 1 Joint Filing Agreement as required by Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended.

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**Exhibit 1**

JOINT FILING AGREEMENT PURSUANT TO RULE 13d-1(k)(1)

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G shall be filed on behalf of each of the undersigned without the necessity of filing additional joint filing statements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him, her or it contained herein, but shall not be responsible for the completeness and accuracy of the information concerning the other entities or persons, except to the extent that he, she or it knows or has reason to believe that such information is inaccurate.

Date: June 2, 2014

IROQUOIS CAPITAL MANAGEMENT  
L.L.C.

By: /s/ Joshua Silverman  
Joshua Silverman, Authorized Signatory

/s/ Joshua Silverman  
Joshua Silverman

/s/ Richard Abbe  
Richard Abbe