

Heyward Andy
Form 4
January 03, 2019

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 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)
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)

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.

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.