

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
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(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 (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 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)

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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.

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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. Pr Deri Secu (Inst		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
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.

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