

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-K

Current Report

Pursuant To Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): February 19, 2019

GENIUS BRANDS INTERNATIONAL, INC.
(Name of registrant as specified in its charter)

Nevada
*(State or other jurisdiction of
Incorporation or organization)*

000-54389
(Commission File Number)

20-4118216
*(I.R.S. Employer
Identification Number)*

8383 Wilshire Blvd., Suite 412
Beverly Hills, CA
(Address of principal executive offices)

90211
(Zip Code)

*Registrant's telephone number, including area code: (310) 499-2402
(Former Address: 301 N. Canon Drive, Suite 305, Beverly Hills, CA 90210)*

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

ITEM 7.01 REGULATION FD DISCLOSURE.

A letter from Genius Brands International, Inc. to its shareholders, dated February 19, 2019, is attached as Exhibit 99.1 hereto.

The information disclosed under this Item 7.01, including Exhibit 99.1 hereto, is being furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, nor shall it be incorporated by reference into any registration statement or other document pursuant to the Securities Act of 1933, as amended, except as expressly set forth in such filing.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits.

The exhibit listed in the following Exhibit Index is filed as part of this Current Report on Form 8-K.

| Exhibit No. | Description |
|--------------------|---|
| 99.1 | <u>Genius Brands International, Inc. Letter to Shareholders, dated February 19, 2019.</u> |

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

GENIUS BRANDS INTERNATIONAL, INC.

Date: February 19, 2019

By: /s/ Andy Heyward
Name: Andy Heyward
Title: Chief Executive Officer

GENIUS BRANDS CLOSES \$2 MILLION FINANCING, PREPARES FOR 2ND SEASON OF *RAINBOW RANGERS*

On Friday, we closed a small financing of \$2 million.

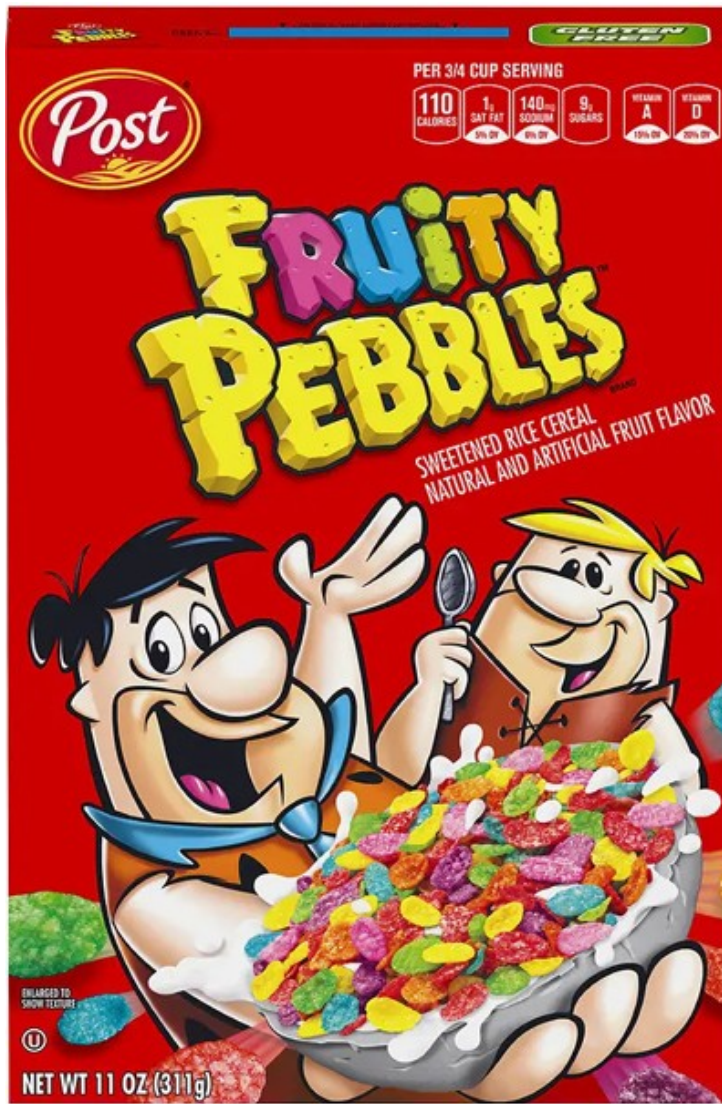
On Friday we also delivered the last episode of our 26 half hours (52 x 11 mins) of *Rainbow Rangers* to Nickelodeon, which will continue to be broadcast over the coming months, and hopefully much, much longer.

These seemingly disconnected events are, in fact, quite positively connected. The *Rainbow Rangers* show continues to perform successfully, and we anticipate moving forward and greenlighting a 2nd season shortly. We want to make sure that we have adequate liquidity to undertake the production and move quickly. We have over 300 products (samples below) contracted and coming into the marketplace this year and early next year. New episodes being broadcast will insure a continuing presence for the *Rainbow Rangers* brand on TV for a long time. The presence on TV, of course, stimulates the appetite for the children's consumer products when they arrive on shelf, and every *Rainbow Rangers* product sold generates immediate royalty income for the company.

Many of our investors have been patient with us since the beginning. As I have often said, it takes *4 years* to go from the creation of a concept to see an animated series produced, distributed, licensed, and consumer products from it on the retail shelf.

The road to making hit shows is bumpy. Some shows succeed. Some don't. Building a catalogue of quality entertainment is like building a portfolio of quality stocks. There are ups and downs, but one thing has been clearly demonstrated again and again and again. It only takes one hit to pay for the entire catalogue investment.

Something else which is certain is that animated catalogues are an extremely valuable asset class. They *endure*. They are *international*. They spawn *multiple income streams* through the consumer products that come from the characters. They are *impervious to technology*, as we see good content, will always find distribution regardless of whatever new platforms and technologies emerge. *Tom and Jerry* was made in 1939 as shorts to run in movie theaters. They eventually played on television, home video, and ultimately on every new digital format that was invented. *Tom and Jerry* is STILL successful and discovered by kids every day. One of the first shows I had the privilege to work on, when I was a young writer was *The Flintstones*. Today one can still buy *Flintstones* cereals in the supermarkets and buy *Flintstones* vitamins in the drug stores.





Rainbow Rangers today has over 300 consumer products coming to shelves and, in fact, one of them is a *licensed vitamin*. We also have toys and books and apparel, and bikes and costumes and bedding and footwear and even a toothpaste.

sleep wear



back to school





We will always have need for cash to fund new productions, as we continue to grow our catalogue and build our asset base. The important point to note, however, is that the increased asset base is *accretive*, and we will never raise money unless we believe, the value added is greater than the impact of dilution.

As the largest shareholder of Genius Brands, nobody is more focused on that reality than myself. It was recently disclosed in a SEC Form 4 filing that I just bought a large block of stock. It could only be had by paying a premium of over \$3/share, to the trading price which was then a little over \$2. I did so, to acquire that large block which I knew existed, and I did so because I believed it would ultimately be worth significantly more than what I was paying for it.

In the world of content creation, *those who are patient, ultimately win*. It is not insignificant to note that Marvel closed the year 2000 trading at \$1.42/share. In that year, the assets of Marvel were *Spider-Man, Iron Man, The Incredible Hulk, X-Men, Captain America, Thor, and The Avengers*, among others. In 2009, that same Marvel with essentially *the same character assets*, was sold to the Walt Disney Company for **\$4.2 billion**.



Personally, I have sold my last company to Cap Cities/ABC and the Walt Disney Company in the past. It too, had animated characters, which we then established: *Inspector Gadget*, and *Strawberry Shortcake*, and *Care Bears*, and *Dennis the Menace* and *The Archies* and *Sabrina the Teenage Witch*. I am familiar with the appetite globally for animated content. It is growing, not receding, and I believe stronger than ever, those who show patience, will ultimately win. Often, they win BIG.

The characters we are producing and developing at Genius are tiffany brands. *Llama Llama* has sold over 20 million books and has become a staple of kids publishing. Our *Baby Genius* property is a classic in its own right, with huge brand equity. *Warren Buffett's Secret Millionaires Club* is like no other and the lessons will stand the test of time, as will also be the case with *Thomas Edison's Secret Lab*. It will also be the case with several brands that we have through our joint venture with the great Stan Lee, *Stan Lee Comics*. Meanwhile, *Rainbow Rangers* is well along that same road.



Llama Llama



Baby Genius



Thomas Edison's Secret Lab



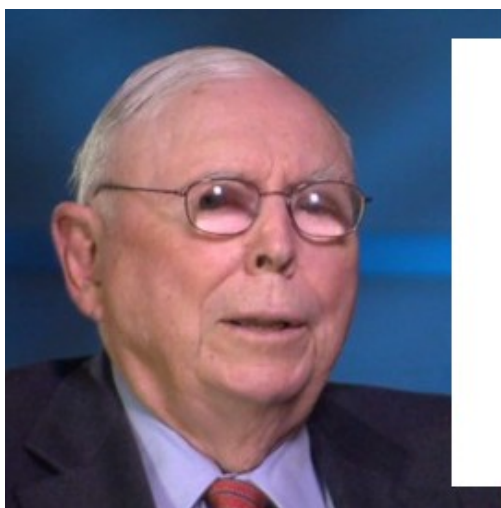
Stan Lee

I often like to quote Warren Buffett, because we have worked together for many years, and he has been in many of our cartoons, and his lessons are well documented in our animated *Secret Millionaires Club*. However, Warren's partner Charlie Munger, another super billionaire is equally wise, and I think that his lessons are no less valuable.

**"The Big Money is
not in the money
and the selling,
but in the waiting."
-Charlie Munger**



**"It's waiting that
helps you as an
investor, and a lot
of people just can't
stand to wait."
-Charlie Munger**



**“The stock market
is a device for
transferring money
from the impatient
to the patient.”
-Warren Buffett**



I want to thank all our shareholders who have shown patience as we have built our catalogue and as we continue to build our business. As I have often said and continue to believe more than ever, *patience will be rewarded*.

Sincerely,

Andy Heyward

Chairman & CEO

Genius Brands International, Inc.

Forward Looking Statements:

Certain statements in this notice constitute "forward-looking statements" within the meaning of the federal securities laws. Words such as "may," "might," "will," "should," "believe," "expect," "anticipate," "estimate," "continue," "predict," "forecast," "project," "plan," "intend" or similar expressions, or statements regarding intent, belief, or current expectations, are forward-looking statements. While the Company believes these forward-looking statements are reasonable, undue reliance should not be placed on any such forward-looking statements, which are based on information available to us on the date of this release. These forward- looking statements are based upon current estimates and assumptions and are subject to various risks and uncertainties, including without limitation those set forth in the Company's filings with the Securities and Exchange Commission (the "SEC"), not limited to Risk Factors relating to its patent business contained therein. Thus, actual results could be materially different. The Company expressly disclaims any obligation to update or alter statements whether as a result of new information, future events or otherwise, except as required by law.