

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): July 15, 2020

GENIUS BRANDS INTERNATIONAL, INC.

(Exact name of registrant as specified in its charter)

Nevada
(State or other jurisdiction
of incorporation)

001-37950
(Commission File Number)

20-4118216
(IRS Employer
Identification No.)

190 N. Canon Drive, 4th Fl.
Beverly Hills, CA
(Address of principal executive offices)

90210
(Zip Code)

Registrant's telephone number, including area code: (310) 273-4222

(Former name or former address, if changed since last report)

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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.001 per share	GNUS	The Nasdaq Capital Market

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

On July 15, 2020, Genius Brands International, Inc. released a letter to shareholders from Andy Heyward, its Chairman and Chief Executive Officer. A copy of the letter 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>Letter from Andy Heyward to shareholders of Genius Brands International, Inc., dated July 15, 2020.</u>

SIGNATURES

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

GENIUS BRANDS INTERNATIONAL, INC.

Date: July 15, 2020

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



Dear Friends and Shareholders,

This morning, Genius Brands announced an agreement for *Stan Lee Universe* to be distributed by *Archie Comic Publications*, the #1 most widely distributed comic book company in the United States. Concurrently, we announced that Oscar winning producer (*Batman*), long-time Stan Lee friend and collaborator, *Michael Uslan*, has been appointed as Creative Director of the *Stan Lee Universe* brand, for comic books, motion pictures, and television.

Let me be clear. **In *Stan Lee Universe*, we are building out the next MARVEL, based on the creations of the man who built the original Marvel... Stan Lee.** We are doing so through the single most widely distributed comic book publisher, **Archie Comics**, and its visionary Publisher, Jon Goldwater, under the creative leadership of the most respected and accomplished authority in comic books today, **Michael Uslan**.

Michael Uslan and Stan Lee were lifelong friends and collaborators, Michael Uslan known for having developed the Batman franchise for film and having Executive Produced, *all of the Batman films*, starting with Tim Burton's 1989 film, continuing through Christopher Nolan's *The Dark Knight Trilogy*, Todd Phillips' *Joker*, and the upcoming *The Batman* in 2021. He also served as Executive Producer of Warner Bros. *The Lego Movie* (2014) and *The Lego Movie 2: The Second Part* (2019).



Michael is recognized as the top guru of comic book culture. He has written and been an editor for Marvel, for Archie Comics, and for DC where he actually brought Stan Lee at one point to 're-imagine' *Batman*, *Superman*, *Wonder Woman*, *Aquaman*, *Justice League* and *Shazam* for DC.

The Batman franchise under Michael's vision and stewardship, with its associated merchandise, became a multi-billion dollar business.

Over the coming days, there will be more announcements, as we continue to build out the **Stan Lee Universe** team and will announce our film, television, consumer products, and retail roll-out strategy.



Today's announcement is another building block in putting together the absolute *'Best in Class'* team of assets at Genius Brands, in kids and family entertainment, to drive value for our shareholders and bring positive and enriching entertainment to our audience.

The model for *Stan Lee Universe* will be no different than the model for *Kartoon Channel!*

- Get the **best content.**
- Get the **best distribution.**
- Get the **best people to execute.**

Genius Brands now has 3 drivers of value:



Amidst this 'pyramid power', we have a robust library with prideful products like *Llama Llama*, *Warren Buffett's Secret Millionaires Club*, and a powerful PIPELINE which we will begin rolling out.

The team that has been assembled is the best.

They have been at the pinnacle of their profession, and their creations and achievements are well known in the children and family entertainment world. They know how to create value and will be doing just that for our shareholders.

Stay Tuned...

Good things coming!

Sincerely,

A handwritten signature in black ink, appearing to read 'Andy', with a long, sweeping tail that extends downwards and to the right.

Andy Heyward
Chairman & CEO
Genius Brands International, Inc.

(P.S. Including the upcoming *Kartoon Channel!* iOS app!!!)

Forward Looking Statements:

Certain statements in this press release 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, our ability to generate revenue or achieve profitability; our ability to obtain additional financing on acceptable terms, if at all; our ability to repay our outstanding debt; the potential issuance of a significant number of shares to our convertible note holders which will dilute our equity holders; fluctuations in the results of our operations from period to period; general economic and financial conditions; our ability to anticipate changes in popular culture, media and movies, fashion and technology; competitive pressure from other distributors of content and within the retail market; our reliance on and relationships with third-party production and animation studios; our ability to market and advertise our products; our reliance on third-parties to promote our products; our ability to keep pace with technological advances; our ability to protect our intellectual property and those other risk factors set forth in the "Risk Factors" section of the Company's most recent Annual Report on Form 10-K and in the Company's subsequent filings with the Securities and Exchange Commission (the "SEC"). 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.