

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response...	0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

(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) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) CEO and Chairman		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 12/07/2021			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
C/O GENIUS BRANDS INTERNATIONAL, INC., 190 N. CANON DRIVE, FLOOR 4			4. If Amendment, Date Original Filed (Month/Day/Year)					
(Street) BEVERLY HILLS, CA 90210								
(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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$0.001 per share	12/07/2021		M		937,500	A	(1)	14,401,782	D	
Common Stock, par value \$0.001 per share								990,728	I	See Note (2)
Common Stock, par value \$0.001 per share								1,234	I	See Note (3)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V		Date Exercisable	Expiration Date						
Restricted Stock Units	(1)	12/07/2021		M		937,500	(4)	(4)	Common Stock, par value \$0.001 per share	937,500	\$ 0	14,062,500	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Heyward Andy C/O GENIUS BRANDS INTERNATIONAL, INC. 190 N. CANON DRIVE, FLOOR 4 BEVERLY HILLS, CA 90210	X		CEO and Chairman	

Signatures

/s/ Andy Heyward	01/21/2022
<small>Signature of Reporting Person</small>	<small>Date</small>

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).

(1) Each restricted stock unit represents a contingent right to receive one share of GNUS common stock.

(2) The Reporting Person indirectly owns 990,728 shares of common stock over which the Reporting Person holds voting and dispositive power.

(3) The Reporting Person indirectly owns 990,728 shares of common stock over which the Reporting Person holds voting and dispositive power.

(4) On December 7, 2020, the Reporting Person was granted 15,000,000 restricted stock units pursuant to a restricted stock unit agreement, of which (i) 7,500,000 shares vested in four equal installments on the first, second, third and fourth anniversaries of December 7, 2020, and (ii) 7,500,000 shares (characterized as Performance Shares in previous Form 4) vested in four equal installments on the first, second, third and fourth anniversaries of December 7, 2020, based on the achievement of certain performance goals, each subject to the Reporting Person's continued employment. Such agreement was amended and restated in June 2021 to revise the vesting provisions so that (i) an aggregate of 3,750,000 shares vested in four equal installments on the first, second, third and fourth anniversaries of December 7, 2020, and (ii) an aggregate of 11,250,000 shares vested based on achievement of certain performance goals, each subject to the Reporting Person's continued employment.

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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