

BALABAN LARRY

Form 4

May 17, 2012

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
BALABAN LARRY

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)

5820 OBERLIN DR. SUITE 203

(Street)

SAN DIEGO, CA 92121

(City)

(State)

(Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
12/31/2011

4. If Amendment, Date Original
Filed(Month/Day/Year)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

Chief Creative 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	05/02/2012		A	V	Amount 5,017,999 (1)	A	2	6,017,999	D
Common Stock	05/16/2012		J(4)		76,000	A	\$ 0.25	5,941,999	D

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

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information contained in this form are not
required to respond unless the form
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(9-02)

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount of Underlying Securities (Instr. 3 and 4)
Options	\$ 0.22	12/31/2011		A	100,000	12/31/2011 12/31/2016	Common Stock 100,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
BALABAN LARRY 5820 OBERLIN DR. SUITE 203 SAN DIEGO, CA 92121	X X Chief Creative Officer

Signatures

/s/ Larry
Balaban 05/16/2012
 **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).
- Represents 3,938,567 shares acquired through the redistribution of the shares formerly owned by the Balaban Family Trust dated December 31, 2005 with Ms. Sara Balaban and 1,079,432 acquired pursuant to a conversion of a then outstanding note balance of
- (1) \$431,772.73 into 2,158,864 shares of the Company's common stock (half of which was then transferred to Sara Balaban) and 1,000,000 shares of common stock held in the Balaban Children's Trust dated October 15, 2006 (the "Children's Trust"), over which Mr. Balaban is a co-trustee with Sara Balaban. Mr. Balaban disclaims ownership of shares held by the Children's Trust.
- (2) Issued to Reporting Person after the redistribution of the shares formerly owned by the Balaban Family Trust dated December 31, 2005 and through a note conversion agreement with the Company.
- (3) Issued directly from the Issuer pursuant to the Issuer's Stock Option Plan on December 31, 2011.
- (4) Shares transferred to a third party for services provided on May 16, 2012.

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.