## Edgar Filing: Genius Brands International, Inc. - Form 4

Genius Brands International, Inc. Form 4 November 19, 2013

November	19, 2013										
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION									OMB APPROVAL		
	Washington, D.C. 20549							OMB Number:	3235-0287		
Check t if no lou subject Section Form 4 Form 5 obligati may con <i>See</i> Inst 1(b).	nger to 16. or Filed pu ons ntinue.	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 20(b) of the Investment Company Act of 1040							Expires: January 31, 2005 Estimated average burden hours per response 0.5		
(Print or Type	Responses)										
1. Name and Address of Reporting Person <u>*</u> HEYWARD AMY MOYNIHAN			2. Issuer Flame und Flemer of Flaming				5. Relationship of Reporting Person(s) to ssuer (Check all applicable)				
(Last) 9401 WILS BOULEVA	. ,	(Mon	Ionth/Dav/Year)				_X_ Director _X_ 10% Owner _X_ Officer (give title Other (specify below) President				
				onth/Day/Year) Ap _X				Individual or Joint/Group Filing(Check pplicable Line) K_ Form filed by One Reporting Person _ Form filed by More than One Reporting erson			
(City)	(State)	(Zip)	fable I - Non	-Derivative Secur	ities A	Acquir	ed, Disposed of,	or Beneficially	y Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, i any (Month/Day/Year	Code	4. Securities Acq orDisposed of (D) (Instr. 3, 4 and 5) Amount		(A) or Price	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	11/15/2013		J <u>(1)</u>	297,218,237	A	\$0	297,218,237 (2)	I <u>(3)</u>	See footnote 3.		

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 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. Transact Code (Instr. 8)	5. tionNumber of ) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration D (Month/Day, e	6. Date Exercisable and Expiration Date (Month/Day/Year)		le and unt of rlying ities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
				Code V	/ (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
r o	Director	10% Owner	Officer	Other			
HEYWARD AMY MOYNIHAN 9401 WILSHIRE BOULEVARD SUITE 608 BEVERLY HILLS, CA 90212	х	Х	President				
Signatures							
/s/ Amy Moynihan Heyward	11/18/201	3					

\*\*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).

On 11/15/2013, Issuer entered into an Agreement and Plan of Reorganization with its wholly-owned subsidiary A2E Acquisition, LLC, a Delaware limited liability company ("A2E"), A Squared Holdings, LLC, a California limited liability company ("ASH"), and A Squared Entertainment, LLC, a Delaware limited liability company ("ASE"), and wholly-owned subsidiary of ASH, pursuant to which A2E

Entertainment, EEC, a Deraware minited nability compary ("ASE"), and whony-owned subsidiary of ASH, pursuant to which AZE merged (the "Merger") with and into ASE as the surviving entity and ASE became a wholly-owned subsidiary of Issuer. In the Merger, all issued and outstanding membership interests of ASE were cancelled and ASH received the shares (the "Shares") of Issuer's common stock reported herein. Reporting Person indirectly owns such Shares as a member and co-manager of ASH.

The Shares are subject to a lock-up agreement pursuant to which the Shares may not be sold or transferred for a period of time beginning on the closing date of the Merger and ending 90 days after the effective date of Issuer's registration statement to be filed pursuant to the

(2) On the closing date of the Merger and chang yo days after the effective date of issue s registration statement to be med parsuant to the terms of a Financing Registration Rights Agreement (the "Agreement") entered into by and among Issuer and certain Investors (defined in the Agreement), in a related private placement transaction.

Indirect ownership as a member, co-manager and controlling person of ASH, which holds 50% of the common stock of Issuer. As a(3) co-managing member, Reporting Person has voting and dispositive power over all shares held by ASH, but otherwise disclaims beneficial ownership thereof except to the extent of her pecuniary interest therein.

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.