

Genius Brands International, Inc.
Form SC 13G/A
February 14, 2018
UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 4)*

Genius Brands International, Inc.

(Name of Issuer)

Common Stock, \$0.001 par value

(Title of Class of Securities)

37229T301

(CUSIP Number)

December 31, 2017

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act, but shall be subject to all other provisions of the Act (however, see the Notes).

1. Names of Reporting Persons
Iroquois Capital Management L.L.C.
- Check the
Appropriate
2. Box if a (a) o
Member of a (b) o
Group (*See*
Instructions)
3. SEC Use Only
4. Citizenship or Place of Organization
Delaware
5. Sole Voting Power
0
Shared Voting Power
135,290 shares of Common Stock
- Number of
Shares 6. **80,000 shares of Common Stock issuable upon conversion of Series A Convertible Preferred**
Beneficially **371,858 shares of Common Stock issuable upon exercise of Warrants**
Owned by **(see Item 4)***
- Each 7. Sole Dispositive Power
Reporting **0**
Person Shared Dispositive Power
With **135,290 shares of Common Stock**
8. **80,000 shares of Common Stock issuable upon conversion of Series A Convertible Preferred**
371,858 shares of Common Stock issuable upon exercise of Warrants
(see Item 4)*
- Aggregate Amount Beneficially Owned by Each Reporting Person
135,290 shares of Common Stock
9. **80,000 shares of Common Stock issuable upon conversion of Series A Convertible Preferred Stock**
371,858 shares of Common Stock issuable upon exercise of Warrants
(see Item 4)*
- Check if the
Aggregate
Amount in
10. Row (9) o
Excludes
Certain Shares
(*See*
Instructions)
11. Percent of Class Represented by Amount in Row 9
4.9% (see item 4)*
12. Type of Reporting Person (*See* Instructions)
OO

* As more fully described in Item 4, the Reported Warrants are subject to a 4.9% blocker and the Series A Convertible Preferred Stock are subject to a 9.9% blocker and the percentage set forth in row (11) gives effect to such blocker. However, as more fully described in Item 4, the securities reported in rows (6), (8) and (9) show the number of shares of Common Stock that would be issuable upon full exercise of such reported securities and do not give effect to such blockers. Therefore, the actual number of shares of Common Stock beneficially owned by such Reporting Person, after giving effect to such blockers, is less than the number of securities reported in rows (6), (8) and (9).

1. Names of Reporting Persons
Richard Abbe
2. Check the
Appropriate
Box if a (a)
Member of a (b)
Group (*See*
Instructions)
3. SEC Use Only
4. Citizenship or Place of Organization
United States of America
5. Sole Voting Power
35,550 shares of Common Stock
5,156 shares of Common Stock issuable upon conversion of Series A Convertible Preferred S
125,000 shares of Common Stock issuable upon exercise of Warrants (see Item 4) *
6. Number of
Shares
Beneficially
Owned by
Each
Reporting
Person
With
Shared Voting Power
135,290 shares of Common Stock
80,000 shares of Common Stock issuable upon conversion of Series A Convertible Preferred S
371,858 shares of Common Stock issuable upon exercise of Warrants (see Item 4)*
7. Sole Dispositive Power
35,550 shares of Common Stock
5,156 shares of Common Stock issuable upon conversion of Series A Convertible Preferred S
125,000 shares of Common Stock issuable upon exercise of Warrants (see Item 4)*
8. Shared Dispositive Power
135,290 shares of Common Stock
80,000 shares of Common Stock issuable upon conversion of Series A Convertible Preferred S
371,858 shares of Common Stock issuable upon exercise of Warrants (see Item 4)*
9. Aggregate Amount Beneficially Owned by Each Reporting Person
170,840 shares of Common Stock
85,156 shares of Common Stock issuable upon conversion of Series A Convertible Preferred Stock
496,858 shares of Common Stock issuable upon exercise of Warrants (see Item 4)*
10. Check if the
Aggregate
Amount in
Row (9)
Excludes
Certain Shares
(*See*
Instructions)
11. Percent of Class Represented by Amount in Row 9
4.9% (see item 4)*
12. Type of Reporting Person (*See* Instructions)
IN

* As more fully described in Item 4, the Reported Warrants are subject to a 4.9% blocker and the Convertible Preferred Stock are subject to a 9.9% blocker and the percentage set forth in row (11) gives effect to such blocker. However, as more fully described in Item 4, the securities reported in rows (6), (8) and (9) show the number of shares of Common Stock that would be issuable upon full exercise of such reported securities and do not give effect to such blockers. Therefore, the actual number of shares of Common Stock beneficially owned by such Reporting Person, after giving effect to such blockers, is less than the number of securities reported in rows (6), (8) and (9).

1. Names of Reporting Persons
Kimberly Page
- Check the
Appropriate
2. Box if a (a)
Member of a (b)
Group (*See*
Instructions)
3. SEC Use Only
4. Citizenship or Place of Organization
United States of America
5. Sole Voting Power
- Number of
Shares
Beneficially
Owned by
Each
Reporting
Person
With
6. Shared Voting Power
135,290 shares of Common Stock
80,000 shares of Common Stock issuable upon conversion of Series A Convertible Preferred S
371,858 shares of Common Stock issuable upon exercise of Warrants (see Item 4)*
7. Sole Dispositive Power
8. Shared Dispositive Power
135,290 shares of Common Stock
80,000 shares of Common Stock issuable upon conversion of Series A Convertible Preferred S
371,858 shares of Common Stock issuable upon exercise of Warrants
(see Item 4)*
9. Aggregate Amount Beneficially Owned by Each Reporting Person
135,290 shares of Common Stock
80,000 shares of Common Stock issuable upon conversion of Series A Convertible Preferred Stock
371,858 shares of Common Stock issuable upon exercise of Warrants
(see Item 4)*
10. Check if the
Aggregate
Amount in
Row (9)
Excludes 0
Certain Shares
(*See*
Instructions)
11. Percent of Class Represented by Amount in Row 9
4.9% (see item 4)*
12. Type of Reporting Person (*See* Instructions)
IN

* As more fully described in Item 4, the Reported Warrants are subject to a 4.9% blocker and the Convertible Preferred Stock are subject to a 9.9% blocker and the percentage set forth in row (11) gives effect to such blocker. However, as more fully described in Item 4, the securities reported in rows (6), (8) and (9) show the number of shares of Common Stock that would be issuable upon full exercise of such reported securities and do not give effect to such blockers. Therefore, the actual number of shares of Common Stock beneficially owned by such Reporting Person, after giving effect to such blockers, is less than the number of securities reported in rows (6), (8) and (9).

This Amendment No. 4 (this “Amendment”) amends the statement on Schedule 13G filed on June 3, 2014 as amended on February 17, 2015, February 8, 2016 and February 14, 2017 (the “Original Schedule 13G”) with respect to the shares of common stock, par value \$0.001 per share, (the “Common Stock”) of Genius Brands International, a Nevada corporation (the “Company”). Capitalized terms used herein and not otherwise defined in this Amendment have the meanings set forth in the Original Schedule 13G. This Amendment amends and restates Item 4 in its entirety as set forth below.

Item 4. Ownership.

The information as of the date of the event which requires filing of this statement required by Items 4(a) – (c) is set forth in Rows 5 – 11 of the cover page for each Reporting Person hereto and is incorporated herein by reference for each such Reporting Person. The percentage set forth in Row 11 of the cover page for each Reporting Person is based on 7,610,794 shares outstanding as of December 15, 2017, as reported in Company’s Amendment No. 1 to Registration Statement on Form S-1 filed with the Securities and Exchange Commission on December 22, 2017, and the conversion of the Convertible Preferred Stock (the “Reported Preferred Stock”) and the exercise of the reported warrants (the “Reported Warrants”), in each case subject to the Blockers (as defined below).

Pursuant to the terms of the Certificate of Designations governing the Reported Preferred Stock and the terms of the Reported Warrants, the Reporting Persons cannot convert the Reported Preferred Stock or exercise the Reported Warrants to the extent the Reporting Persons would beneficially own, after any such conversion or exercise, more than 9.99% of the outstanding shares of Common Stock with respect to the Reported Preferred Stock and more than 4.99% of the outstanding shares of Common Stock with respect to the Reported Warrants (each a “Blocker” and collectively, the “Blockers”), and the percentage set forth in Row 11 of the cover page for each Reporting Person gives effect to the Blockers. Consequently, as of the date of the event which requires filing of this statement, the Reporting Persons were not able to convert all of the Reported Warrants due to the Blocker.

As of the date of the event which requires filing of this statement, (i) Iroquois Master Fund Ltd. (the “Fund”) held 135,290 shares of Common Stock, 80,000 shares of Common Stock underlying the Reported Preferred Stock and Reported Warrants to purchase 371,858 shares of Common Stock, (ii) Iroquois Capital Investment Group LLC (“ICIG”) held 35,550 shares of Common Stock and Reported Warrants to purchase 125,000 shares of Common Stock, and (iii) Richard Abbe indirectly held 5,156 shares of Common Stock underlying the Reported Preferred Stock. Mr. Abbe has the sole authority and responsibility for the investments made on behalf of ICIG as its managing member and shares authority and responsibility for the investments made on behalf of the Fund with Ms. Page, each of whom is a director of the Fund. As such, Mr. Abbe may be deemed to be the beneficial owner of all shares of Common Stock held by, and underlying the Reported Preferred Stock and Reported Warrants (subject to the Blockers) held by, the Fund and ICIG. Iroquois is the investment manager for the Fund and Mr. Abbe is the President of Iroquois. The securities held by American Capital Management, LLC (“ACM”) were distributed to its members in connection with ACM’s dissolution as of December 31, 2017. The foregoing should not be construed in and of itself as an admission by any Reporting Person as to beneficial ownership of shares of Common Stock owned by another Reporting Person. Each of the Iroquois Funds and the Reporting Individuals hereby disclaims any beneficial ownership of any such shares of Common Stock, except to the extent of their pecuniary interest therein.

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 14, 2018

IROQUOIS
CAPITAL
MANAGEMENT
L.L.C.

By: /s/ Richard Abbe
Richard Abbe,
Authorized Signatory

/s/ Richard Abbe
Richard Abbe

/s/ Kimberly Page
Kimberly Page