

Genius Brands International, Inc.  
Form 8-K  
November 18, 2016

**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): November 15, 2016

**GENIUS BRANDS INTERNATIONAL, INC.**

*(Name of registrant as specified in its charter)*

**Nevada**

*(State or other jurisdiction of*

*Incorporation or organization)*

**301 N. Canon Drive, Suite 305  
Beverly Hills, CA**

*(Address of principal executive offices)*

**20-4118216**

**000-54389**

*(Commission File Number)*

*(I.R.S. Employer*

*Identification Number)*

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))

**Item 3.03 Material Modifications of Rights of Security Holders.**

The information set forth in Item 5.03 is incorporated herein by reference.

**Item 5.03 Amendments to Articles of Incorporation or Bylaws.**

Effective November 15, 2016, the board of directors (the “**Board**”) of Genius Brands International, Inc. (the “**Company**”) amended the Company’s by-laws by amending Article VIII, Sections 4 and 5 in order to accommodate issuances and transfers of uncertificated shares of the Company’s common stock.

A copy of the amendment to the by-laws is being filed as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

**Exhibit**

**Number Description**

3.1 Amendment to the By-laws of Genius Brands International, Inc., effective as of November 15, 2016

**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 thereunto duly authorized.

**GENIUS BRANDS  
INTERNATIONAL, INC.**

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

Date: November 18, 2016

