

KLEIN MICHAEL G
 Form 3
 March 18, 2019

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL
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INITIAL STATEMENT OF 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

(Print or Type Responses)

| | | | | |
|---|---------|--|--|--|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| KLEIN MICHAEL G | | (Month/Day/Year) | Genius Brands International, Inc. [GNUS] | |
| (Last) | (First) | (Middle) | 03/07/2019 | |
| 8383 WILSHIRE BLVD., | | 4. Relationship of Reporting Person(s) to Issuer | | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| SUITE 412 | | | | |
| (Street) | | (Check all applicable) | | |
| BEVERLY | | <input checked="" type="checkbox"/> Director | | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| HILLS, CA 90211 | | <input type="checkbox"/> 10% Owner | | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| (City) | (State) | (Zip) | <input type="checkbox"/> Officer | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | (give title below) | (specify below) |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|
| Common Stock, par value \$0.001 per share | 55,000 | I | See Note ⁽¹⁾ |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | | Title | | | |

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| | Date Exercisable | Expiration Date | Amount or Number of Shares | or Indirect (I) (Instr. 5) |
|-------------------------------|------------------|-----------------|--|----------------------------|
| Secured Convertible Note | 08/20/2018 | ∞ (2)(3) | Common Stock, par value \$0.001 per share 40,000 (4) \$ 2.5 | I See Note (1) |
| Common Stock Purchase Warrant | 02/20/2018 | 02/20/2023 | Common Stock, par value \$0.001 per share 40,000 \$ 3 | I See Note (1) |
| Common Stock Purchase Warrant | 08/15/2019 | 08/15/2024 | Common Stock, par value \$0.001 per share 40,000 \$ 2.55 | I See Note (1) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| KLEIN MICHAEL G 8383 WILSHIRE BLVD., SUITE 412 BEVERLY HILLS, CA 90211 | ∞ X | ∞ | ∞ | ∞ |

Signatures

/s/ Michael Klein 03/18/2019

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) Represents securities held of record by the Michael G. Klein Living Trust dated 3/25/2002.
The Secured Convertible Notes became convertible into common stock on the original date of issuance and are convertible into common stock at the option of the holder at any time and from time to time until August 20, 2019, subject to earlier repayment, redemption or conversion in accordance with their terms.
- (2) The Secured Convertible Notes Mature on August 20, 2019, subject to earlier repayment, redemption or conversion in accordance with their terms.
- (3) Consists of an aggregate principal amount of \$100,000 of Secured Convertible Notes, which are initially convertible into 40,000 shares of common stock.

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.