

Genius Brands International, Inc.
Form 4
June 21, 2013

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BALABAN LARRY

(Last) (First) (Middle)

**C/O GENIUS BRANDS
INTERNATIONAL, INC., 3111
CAMINO DEL RIO NORTH,
SUITE 400**

(Street)

SAN DIEGO, CA 92108

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
**Genius Brands International, Inc.
[GNUS]**

3. Date of Earliest Transaction
(Month/Day/Year)
05/15/2013

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ 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)
			Code	V	Amount	(D)	Price

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

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SEC 1474
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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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 Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Options	\$ 0.44	01/20/2009		D		2,000,000		<u>(1)</u>	01/20/2014	Common Stock	2,000
Options	\$ 0.2	05/15/2013		A		750,000		05/15/2013	05/15/2018	Common Stock	750,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BALABAN LARRY C/O GENIUS BRANDS INTERNATIONAL, INC. 3111 CAMINO DEL RIO NORTH, SUITE 400 SAN DIEGO, CA 92108	X	X	Chief Creative Officer	

Signatures

/s/ Larry

Balaban

06/21/2013

__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).

(1) The Reporting Person agreed to cancel 2,000,000 options, 1,250,000 of which vested on 1/20/2009 and 750,000 of which vested on 12/31/2009.

(2) Issued directly to reporting person from issuer pursuant to Issuer's Stock Option Plan on May 15, 2013.

(3) Represents, in addition to those options that are the subject of this report: (i) 1,000,000 options at an exercise price of \$0.44, granted on 4/11/2011, with 250,000 of such options vesting on the grant date and 250,000 vesting upon each of the first three anniversaries of the grant date, (ii) 100,000 options exercisable on 12/31/2011 and expiring on 12/31/2016 at an exercise price of \$0.22, and (iii) 100,000 options exercisable on 12/31/2012 and expiring on 12/31/2017 at an exercise price of \$0.20.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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