

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 *

KLEIN MICHAEL G

(Last) (First) (Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)

03/07/2019

3. Issuer Name and Ticker or Trading Symbol

Genius Brands International, Inc. [GNUS]

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer ☐ Other
(give title below) (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting Person

8383 WILSHIRE BLVD.,
SUITE 412

(Street)

BEVERLY
HILLS, CA 90211

(City) (State) (Zip)

Table I - Non-Derivative Securities Beneficially Owned1. 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)
Title

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security:
Direct (D)6. Nature of Indirect Beneficial Ownership
(Instr. 5)

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

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.

(3) The Secured Convertible Notes Mature on August 20, 2019, subject to earlier repayment, redemption or conversion in accordance with their terms.

(4) 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.

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