

BALABAN LARRY

Form 4

May 17, 2012

**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**

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)  
**5820 OBERLIN DR. SUITE 203**  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
**12/31/2011**

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

**SAN DIEGO, CA 92121**

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

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

(City) (State) (Zip)

**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)		
Common Stock	05/02/2012		A	V	Amount 5,017,999 (1)	A	2	6,017,999	D
Common Stock	05/16/2012		J(4)		76,000	A	\$ 0.25	5,941,999	D

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

**Persons who respond to the collection of  
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SEC 1474  
(9-02)

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

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 of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options	\$ 0.22	12/31/2011		A		100,000		12/31/2011	12/31/2016	Common Stock	100,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BALABAN LARRY 5820 OBERLIN DR. SUITE 203 SAN DIEGO, CA 92121	X	X	Chief Creative Officer	

## Signatures

/s/ Larry  
Balaban  
Date 05/16/2012  
Signature of Reporting Person

## 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).

- Represents 3,938,567 shares acquired through the redistribution of the shares formerly owned by the Balaban Family Trust dated December 31, 2005 with Ms. Sara Balaban and 1,079,432 acquired pursuant to a conversion of a then outstanding note balance of \$431,772.73 into 2,158,864 shares of the Company's common stock (half of which was then transferred to Sara Balaban) and 1,000,000 shares of common stock held in the Balaban Children's Trust dated October 15, 2006 (the "Children's Trust"), over which Mr. Balaban is a co-trustee with Sara Balaban. Mr. Balaban disclaims ownership of shares held by the Children's Trust.
- Issued to Reporting Person after the redistribution of the shares formerly owned by the Balaban Family Trust dated December 31, 2005 and through a note conversion agreement with the Company.
  - Issued directly from the Issuer pursuant to the Issuer's Stock Option Plan on December 31, 2011.
  - Shares transferred to a third party for services provided on May 16, 2012.

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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