

Genius Brands International, Inc.

Form SC 13G/A

February 14, 2019

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, DC 20549**

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 5)\***

**Genius Brands International, Inc.**

(Name of Issuer)

**Common Stock, \$0.001 par value**

(Title of Class of Securities)

**37229T301**

(CUSIP Number)

**December 31, 2018**

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act, but shall be subject to all other provisions of the Act (however, see the Notes).

1. Names of Reporting Persons  
Iroquois Capital Management L.L.C.
2. Check the  
Appropriate  
Box if a  (a)   
Member of a (b)   
Group (*See*  
Instructions)
3. SEC Use Only
4. Citizenship or Place of Organization  
Delaware
5. Sole Voting Power  
 0  
Shared Voting Power  
102,886 shares of Common Stock
- Number of Shares Beneficially Owned by Each Reporting Person With
  6. 80,000 shares of Common Stock issuable upon conversion of Series A Convertible Preferred Stock  
471,858 shares of Common Stock issuable upon exercise of Warrants  
100,000 shares of Common Stock issuable upon conversion of Convertible Notes  
(see Item 4)\*
  7. Sole Dispositive Power  
 0  
Shared Dispositive Power  
102,886 shares of Common Stock
  8. 80,000 shares of Common Stock issuable upon conversion of Series A Convertible Preferred Stock  
471,858 shares of Common Stock issuable upon exercise of Warrants  
100,000 shares of Common Stock issuable upon conversion of Convertible Notes  
(see Item 4)\*
- Aggregate Amount Beneficially Owned by Each Reporting Person  
102,886 shares of Common Stock
9. 80,000 shares of Common Stock issuable upon conversion of Series A Convertible Preferred Stock  
471,858 shares of Common Stock issuable upon exercise of Warrants  
100,000 shares of Common Stock issuable upon conversion of Convertible Notes  
(see Item 4)\*
10. Check if the  
Aggregate  
Amount in  
Row (9)  0  
Excludes  
Certain  
Shares (*See*  
Instructions)
11. Percent of Class Represented by Amount in Row 9  
4.99% (see item 4)\*
12. Type of Reporting Person (*See* Instructions)  
OO

\* As more fully described in Item 4, the Reported Warrants are subject to a 4.99% blocker and the Series A Convertible Preferred Stock and Convertible Notes are subject to a 9.99% blocker and the percentage set forth in row (11) gives effect to such blockers. However, as more fully described in Item 4, the securities reported in rows (6), (8) and (9) show the number of shares of Common Stock that would be issuable upon full exercise of such reported securities and do not give effect to such blockers. Therefore, the actual number of shares of Common Stock beneficially owned by such Reporting Person, after giving effect to such blockers, is less than the number of securities

reported in rows (6), (8) and (9).

1. Names of Reporting Persons  
Richard Abbe
2. Check the  
Appropriate  
Box if a (a)   
Member of a (b)   
Group (*See*  
Instructions)
3. SEC Use Only
4. Citizenship or Place of Organization  
United States of America  
Sole Voting Power  
57,936 shares of Common Stock
5. 295,000 shares of Common Stock issuable upon exercise of Warrants  
170,000 shares of Common Stock issuable upon conversion of Convertible Notes  
(see Item 4)\*  
Shared Voting Power  
102,886 shares of Common Stock
6. Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person  
With  
80,000 shares of Common Stock issuable upon conversion of Series A Convertible Preferred Stock  
471,858 shares of Common Stock issuable upon exercise of Warrants  
100,000 shares of Common Stock issuable upon conversion of Convertible Notes  
(see Item 4)\*  
Sole Dispositive Power  
57,936 shares of Common Stock
7. 295,000 shares of Common Stock issuable upon exercise of Warrants  
170,000 shares of Common Stock issuable upon conversion of Convertible Notes  
(see Item 4)\*  
Shared Dispositive Power  
102,886 shares of Common Stock
8. 80,000 shares of Common Stock issuable upon conversion of Series A Convertible Preferred Stock  
471,858 shares of Common Stock issuable upon exercise of Warrants  
100,000 shares of Common Stock issuable upon conversion of Convertible Notes  
(see Item 4)\*
9. Aggregate Amount Beneficially Owned by Each Reporting Person  
160,822 shares of Common Stock  
80,000 shares of Common Stock issuable upon conversion of Series A Convertible Preferred Stock  
766,858 shares of Common Stock issuable upon exercise of Warrants  
270,000 shares of Common Stock issuable upon conversion of Convertible Notes  
(see Item 4)\*
10. Check if the  
Aggregate  
Amount in  
Row (9)   
Excludes   
Certain  
Shares (*See*  
Instructions)
11. Percent of Class Represented by Amount in Row 9  
5.1% (see item 4)\*
12. Type of Reporting Person (*See* Instructions)  
IN

\* As more fully described in Item 4, the Reported Warrants are subject to a 4.99% blocker and the Series A Convertible Preferred Stock and Convertible Notes are subject to a 9.99% blocker and the percentage set forth in row (11) gives effect to such blockers. However, as more fully described in Item 4, the securities reported in rows (6), (8) and (9) show the number of shares of Common Stock that would be issuable upon full exercise of such reported securities and do not give effect to such blockers. Therefore, the actual number of shares of Common Stock beneficially owned by such Reporting Person, after giving effect to such blockers, is less than the number of securities reported in rows (6), (8) and (9).

1. Names of Reporting Persons  
Kimberly Page
2. Check the  
Appropriate  
Box if a  (a)   
Member of a (b)   
Group (*See*  
Instructions)
3. SEC Use Only
4. Citizenship or Place of Organization  
United States of America
5. Sole Voting Power  
Shared Voting Power  
102,886 shares of Common Stock
- Number of Shares Beneficially Owned by Each Reporting Person With
  6. 80,000 shares of Common Stock issuable upon conversion of Series A Convertible Preferred Stock  
471,858 shares of Common Stock issuable upon exercise of Warrants  
100,000 shares of Common Stock issuable upon conversion of Convertible Notes  
(see Item 4)\*
  7. Sole Dispositive Power  
Shared Dispositive Power  
102,886 shares of Common Stock
  8. 80,000 shares of Common Stock issuable upon conversion of Series A Convertible Preferred Stock  
471,858 shares of Common Stock issuable upon exercise of Warrants  
100,000 shares of Common Stock issuable upon conversion of Convertible Notes  
(see Item 4)\*
- Aggregate Amount Beneficially Owned by Each Reporting Person  
102,886 shares of Common Stock
9. 80,000 shares of Common Stock issuable upon conversion of Series A Convertible Preferred Stock  
471,858 shares of Common Stock issuable upon exercise of Warrants  
100,000 shares of Common Stock issuable upon conversion of Convertible Notes  
(see Item 4)\*
10. Check if the  
Aggregate  
Amount in  
Row (9)   
Excludes   
Certain  
Shares (*See*  
Instructions)
11. Percent of Class Represented by Amount in Row 9  
4.99% (see item 4)\*
12. Type of Reporting Person (*See* Instructions)  
IN

\* As more fully described in Item 4, the Reported Warrants are subject to a 4.99% blocker and the Convertible Preferred Stock are subject to a 9.99% blocker and the percentage set forth in row (11) gives effect to such blocker. However, as more fully described in Item 4, the securities reported in rows (6), (8) and (9) show the number of shares of Common Stock that would be issuable upon full exercise of such reported securities and do not give effect to such blockers. Therefore, the actual number of shares of Common Stock beneficially owned by such Reporting Person, after giving effect to such blockers, is less than the number of securities reported in rows (6), (8) and (9).

This Amendment No. 5 (this “Amendment”) amends the statement on Schedule 13G filed on June 3, 2014 as amended on February 17, 2015, February 8, 2016, February 14, 2017 and February 14, 2018 (the “Original Schedule 13G”) with respect to the shares of common stock, par value \$0.001 per share, (the “Common Stock”) of Genius Brands International, a Nevada corporation (the “Company”). Capitalized terms used herein and not otherwise defined in this Amendment have the meanings set forth in the Original Schedule 13G. This Amendment amends and restates Item 4 in its entirety as set forth below.

#### **Item 4. Ownership.**

The information as of the date of the event which requires filing of this statement required by Items 4(a) – (c) is set forth in Rows 5 – 11 of the cover page for each Reporting Person hereto and is incorporated herein by reference for each such Reporting Person. The percentage set forth in Row 11 of the cover page for each Reporting Person is based on 9,272,000 shares outstanding as of November 9, 2018, as reported in Company’s Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 14, 2018, and the conversion of the Convertible Preferred Stock (the “Reported Preferred Stock”) and the Convertible Notes (the “Reported Convertible Notes”) and the exercise of the reported warrants (the “Reported Warrants”), in each case subject to the Blockers (as defined below).

Pursuant to the terms of the Certificate of Designations governing the Reported Preferred Stock and the Convertible Notes and the terms of the Reported Warrants, the Reporting Persons cannot convert the Reported Preferred Stock and Reported Convertible Notes or exercise the Reported Warrants to the extent the Reporting Persons would beneficially own, after any such conversion or exercise, more than 9.99% of the outstanding shares of Common Stock with respect to the Reported Preferred Stock and Reported Convertible Notes and more than 4.99% of the outstanding shares of Common Stock with respect to the Reported Warrants (each a “Blocker” and collectively, the “Blockers”), and the percentage set forth in Row 11 of the cover page for each Reporting Person gives effect to the Blockers. Consequently, as of the date of the event which requires filing of this statement, the Reporting Persons were not able to convert any of the Reported Warrants due to the Blocker.

As of the date of the event which requires filing of this statement, (i) Iroquois Master Fund Ltd. (the “Fund”) held 102,886 shares of Common Stock, 80,000 shares of Common Stock underlying the Reported Preferred Stock, 100,000 shares of Common Stock underlying the Reported Convertible Notes, and Reported Warrants to purchase 471,858 shares of Common Stock, and (ii) Iroquois Capital Investment Group LLC (“ICIG”) held 57,936 shares of Common Stock, 170,000 shares of Common Stock underlying the Reported Convertible Notes, and Reported Warrants to purchase 295,000 shares of Common Stock. Mr. Abbe has the sole authority and responsibility for the investments made on behalf of ICIG as its managing member and shares authority and responsibility for the investments made on behalf of the Fund with Ms. Page, each of whom is a director of the Fund. As such, Mr. Abbe may be deemed to be the beneficial owner of all shares of Common Stock held by, and underlying the Reported Preferred Stock, the Reported Convertible Notes and Reported Warrants (subject to the Blockers) held by, the Fund and ICIG. Iroquois is the investment manager for the Fund and Mr. Abbe is the President of Iroquois. The foregoing should not be construed in and of itself as an admission by any Reporting Person as to beneficial ownership of shares of Common Stock owned by another Reporting Person. Each of the Iroquois Funds and the Reporting Individuals hereby disclaims any beneficial ownership of any such shares of Common Stock, except to the extent of their pecuniary interest therein.

**Item 10. Certification**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 14, 2019

IROQUOIS CAPITAL MANAGEMENT L.L.C.

By: /s/ Richard Abbe

Richard Abbe, Authorized Signatory

/s/ Richard Abbe

Richard Abbe

/s/ Kimberly Page

Kimberly Page