

Genius Brands International, Inc.
Form SC 13G/A
February 14, 2017

CUSIP No. 37229T301

Schedule 13G/A

Page 1 of 11 Pages

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 3)*

Genius Brands International, Inc.
(Name of Issuer)

Common Stock, \$0.001 par value
(Title of Class of Securities)

37229T301
(CUSIP Number)

December 31, 2016
(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).

CUSIP No. 37229T301

Schedule 13G/A

Page 2 of 11 Pages

1. Names of Reporting Persons

Iroquois Capital Management L.L.C.

2. Check the Appropriate Box if a Member of a Group (See Instructions) (a)
(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

0

6. Shared Voting Power

70,254 shares of Common Stock
 250,000 shares of Common Stock issuable upon conversion of Series A Convertible Preferred Stock
 66,667 shares of Common Stock issuable upon exercise of Warrants

Number of
 Shares
 Beneficially
 Owned by
 Each
 Reporting
 Person
 With

(see Item 4)

7. Sole Dispositive Power

0

8. Shared Dispositive Power

70,254 shares of Common Stock
 250,000 shares of Common Stock issuable upon conversion of Series A Convertible Preferred Stock
 66,667 shares of Common Stock issuable upon exercise of Warrants

(see Item 4)

9. Aggregate Amount Beneficially Owned by Each Reporting Person

70,254 shares of Common Stock
 250,000 shares of Common Stock issuable upon conversion of Series A Convertible Preferred Stock
 66,667 shares of Common Stock issuable upon exercise of Warrants

(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

7.5% (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 4.9% blocker and the Series A Convertible Preferred Stock are subject to a 9.9% 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).

CUSIP No. 37229T301

Schedule 13G/A

Page 3 of 11 Pages

1. Names of Reporting Persons

Richard Abbe

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

United States of America

5. Sole Voting Power

0

28,216 shares of Common Stock

25,000 shares of Common Stock issuable upon exercise of Warrants

(see Item 4)

6. Shared Voting Power

70,254 shares of Common Stock

250,000 shares of Common Stock issuable upon conversion of Series A Convertible Preferred Stock

66,667 shares of Common Stock issuable upon exercise of Warrants

(see Item 4)

7. Sole Dispositive Power

0

28,216 shares of Common Stock

25,000 shares of Common Stock issuable upon exercise of Warrants

(see Item 4)

8. Shared Dispositive Power

70,254 shares of Common Stock

250,000 shares of Common Stock issuable upon conversion of Series A Convertible Preferred Stock

66,667 shares of Common Stock issuable upon exercise of Warrants

(see Item 4)

9. Aggregate Amount Beneficially Owned by Each Reporting Person

98,470 shares of Common Stock

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person
With

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250,000 shares of Common Stock issuable upon conversion of Series A Convertible Preferred Stock
91,667 shares of Common Stock issuable upon exercise of Warrants

(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

8.2% (see item 4)

12. Type of Reporting Person (See Instructions)

IN

CUSIP No. 37229T301

Schedule 13G/A

Page 4 of 11 Pages

* As more fully described in Item 4, the Reported Warrants are subject to a 4.9% blocker and the Convertible Preferred Stock are subject to a 9.9% 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).

CUSIP No. 37229T301

Schedule 13G/A

Page 5 of 11 Pages

1. Names of Reporting Persons

Kimberly Page

2. Check the Appropriate Box if a Member of a Group (See Instructions) (a)
 (b)

3. SEC Use Only

4. Citizenship or Place of Organization

United States of America

Number of
 Shares
 Beneficially
 Owned by
 Each
 Reporting
 Person
 With

5. Sole Voting Power

0
 16,667 shares of Common Stock
 33,333 shares of Common Stock issuable upon conversion of Series A Convertible
 Preferred Stock
 16,667 shares of Common Stock issuable upon exercise of Warrants
 (see Item 4)

6. Shared Voting Power

70,254 shares of Common Stock
 250,000 shares of Common Stock issuable upon conversion of Series A Convertible
 Preferred Stock
 66,667 shares of Common Stock issuable upon exercise of Warrants
 (see Item 4)

7. Sole Dispositive Power

0
 16,667 shares of Common Stock
 33,333 shares of Common Stock issuable upon conversion of Series A Convertible
 Preferred Stock
 16,667 shares of Common Stock issuable upon exercise of Warrants
 (see Item 4)

8. Shared Dispositive Power

70,254 shares of Common Stock
 250,000 shares of Common Stock issuable upon conversion of Series A Convertible
 Preferred Stock
 66,667 shares of Common Stock issuable upon exercise of Warrants

(see Item 4)

9. Aggregate Amount Beneficially Owned by Each Reporting Person

86,921 shares of Common Stock

283,333 shares of Common Stock issuable upon conversion of Series A Convertible Preferred Stock

83,334 shares of Common Stock issuable upon exercise of Warrants

(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

8.6% (see item 4)

12. Type of Reporting Person (See Instructions)

IN

CUSIP No. 37229T301

Schedule 13G/A

Page 6 of 11 Pages

* As more fully described in Item 4, the Reported Warrants are subject to a 4.9% blocker and the Convertible Preferred Stock are subject to a 9.9% 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).
