

Genius Brands International, Inc.
Form 8-K
October 02, 2018

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

FORM 8-K

Current Report

Pursuant To Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): October 2, 2018

GENIUS BRANDS INTERNATIONAL, INC.

(Name of registrant as specified in its charter)

Nevada

(State or other jurisdiction of

Incorporation or organization)

20-4118216

(I.R.S. Employer

Identification Number)

000-54389

(Commission File Number)

131 S. Rodeo Drive, Suite 250

Beverly Hills, CA

(Address of principal executive offices)

90212

(Zip Code)

Registrant's telephone number, including area code: (310) 273-4222

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company.

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.07. Submission of Matters to a Vote of Security Holders.

(a) On October 2, 2018, Genius Brands International, Inc. (the “**Company**”) held its 2018 Annual Meeting of Stockholders (the “**Annual Meeting**”). At the Annual Meeting, the holders of 5,887,281 shares of the Company’s common stock were present in person or represented by proxy, which represents 65.78% of the total shares of outstanding common stock entitled to vote as of the record date of August 3, 2018.

(b) The following actions were taken in the Annual Meeting:

The following eight nominees were elected to serve on the Company’s Board of Directors until the Company’s 2019 (1) annual meeting of stockholders or until their respective successors have been elected and qualified, or until their earlier resignation or removal:

| <u>Name of Director Nominees</u> | <u>Votes For</u> | <u>Votes Withheld</u> | <u>Broker Non-Vote</u> |
|--------------------------------------|----------------------|---------------------------|----------------------------|
| Andy Heyward | 2,477,356 | 738 | 3,409,187 |
| Amy Moynihan Heyward | 2,476,690 | 1,404 | 3,409,187 |
| Joseph “Gray” Davis | 2,474,828 | 3,266 | 3,409,187 |
| Lynne Segall | 2,477,539 | 555 | 3,409,187 |
| P. Clark Hallren | 2,453,513 | 24,581 | 3,409,187 |
| Anthony Thomopoulos | 2,453,763 | 24,331 | 3,409,187 |
| Bernard Cahill | 2,477,606 | 488 | 3,409,187 |
| Margaret Loesch | 2,477,606 | 488 | 3,409,187 |

The amendment to the Company’s 2015 Amended Incentive Plan, to increase the number of shares of common (2) stock available for grant of awards under the 2015 Amended Incentive Plan from 1,666,667 to an aggregate of 2,666,667, was approved, based on the following votes:

| <u>Votes For</u> | <u>Votes Against</u> | <u>Abstentions</u> | <u>Broker Non-Vote</u> |
|------------------|----------------------|--------------------|------------------------|
| 2,324,483 | 141,965 | 11,646 | 3,409,187 |

(3) The selection of Squar Milner LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2018, was ratified, based on the following votes:

| <u>Votes For</u> | <u>Votes Against</u> | <u>Abstentions</u> | <u>Broker Non-Vote</u> |
|------------------|----------------------|--------------------|------------------------|
| 5,876,438 | 10,710 | 133 | 0 |

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**GENIUS BRANDS
INTERNATIONAL, INC.**

Date: October 2, 2018 By: /s/ Andy Heyward
Name: Andy Heyward
Title: Chief Executive Officer