

Genius Brands International, Inc.
Form SC 13G/A
February 04, 2019

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 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)

37229T103

(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)

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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 disclosures provided in a prior cover page.

The information required on 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. 37229T103

Names of Reporting Persons

1. Brio Capital Master Fund Ltd.

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

- (a)
2. (b)

SEC Use Only

- 3.

Citizenship or Place of Organization

4. Cayman Islands

Sole Voting Power

5. 927,299 shares of common stock⁽¹⁾ ⁽²⁾

Number of Shares

Shared Voting Power

Beneficially Owned 6.
0

By Each Reporting

Person With: 7. Sole Dispositive Power

927,299 shares of common stock⁽¹⁾ ⁽²⁾

Shared Dispositive Power

8.
0

Aggregate Amount Beneficially Owned by Each Reporting Person

9.
927,299 shares of common stock⁽¹⁾ ⁽²⁾

Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares

10. See footnote (1) below.

Percent of Class Represented by Amount in Row (9)

11.
9.99%

Type of Reporting Person (See Instructions)

12.
CO

(1) Includes shares of common stock, shares of common stock issuable upon conversion of preferred stock and shares issuable upon exercise of certain warrants and conversion of a secured convertible note held by Brio Capital Master Fund Ltd., which are subject to a 9.99% blocker but does not include the 422,872 shares in excess of the 9.99% blocker.

(2) Brio Capital Management LLC, is the investment manager of Brio Capital Master Fund Ltd. and has the voting and investment discretion over securities held by the Brio Capital Fund Ltd. Shaye Hirsch, in his capacity as Managing Member of Brio Capital Management LLC, makes voting and investment decisions on behalf of Brio Capital Management LLC in its capacity as the investment manager of Brio Capital Master Fund Ltd.

Item 1(a). Name of Issuer

Genius Brands International, Inc.

Item 1(b). Address of the Issuer's Principal Executive Offices

301 North Canon Drive, Suite 305, Beverly Hills, CA 90210

Item 2(a). Names of Person Filing

Brio Capital Master Fund Ltd.

Item 2(b). Address of the Principal Business Office, or if none, Residence:

c/o Brio Capital Management LLC, 100 Merrick Road, Suite 401 W. Rockville Center, NY 11570.

Item 2(c). Citizenship

Cayman Islands

Item 2(d). Title of Class of Securities

Common Stock, \$0.001 par value

Item 2(e). CUSIP Number

37229T103

Item 3. If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

- “(a) Broker or Dealer registered under Section 15 of the Exchange Act.
- “(b) Bank as defined in Section 3(a)(b) or the Exchange Act.
- “(c) Insurance company as defined in Section 3(a)(19) of the Exchange Act.
- “(d) Investment company registered under Section 8 of the Investment Company Act.
- “(e) An Investment adviser in accordance with Rule 13d-1 (b)(1)(ii)(e).

“(f) An employee benefit plan or endowment fund in accordance with Rule 13d 1(b)(1)(ii)(f).

“(g) A Parent Holding Company or control person in accordance with Rule 13d 1(b)(1)(ii)(g).

“(h) A Savings Association as defined in Section 3(b) of the Federal Deposit Insurance Act.

“(i) A Church Plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act.

“(j) Group, in accordance with Rule 13d-1 (b)(1)(ii)(j).

Not applicable

Ownership

Item

4.

The information required by Items 4(a)-(c) is set forth in Rows 5-11 of the Cover Page and is incorporated herein by reference.

Item

5. **Ownership of Five Percent or Less of a Class**

Not Applicable

Item

6. **Ownership of More than Five Percent on Behalf of Another Person**

Not Applicable

Item **Identification and Classification of the Subsidiary Which Acquired the Security Being Reported On By**
7. **the Parent Holding Company**

Not Applicable

Item

8. **Identification and Classification of Members of the Group**

Not Applicable

Item

9. **Notice of Dissolution of Group**

Not Applicable

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, other than activities solely in connection with a nomination under § 240.14a-11.

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 4, 2019

Brio Capital Master Fund Ltd.,

a Cayman Islands Exempted Company

By: Brio Capital Management LLC, its Investment Manager

By: /s/ Shaye Hirsch
Name: Shaye Hirsch
Title: Managing Member

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations

(See 18 U.S.C. 1001)