

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

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

**SCHEDULE 13G**

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(AMENDMENT NO. 1)

**GENIUS BRANDS INTERNATIONAL, INC.**

(Name of Issuer)

**COMMON STOCK, \$0.001 PAR VALUE**

(Title of Class of Securities)

**37229T103**

(CUSIP Number)

**February 13, 2017**

(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)

2.

(a) "

(b) "

SEC Use Only

3.

Citizenship or Place of Organization

4.

Cayman Islands

Sole Voting Power

5.

431,648 shares of common stock\*

Shared Voting Power

Number of Shares 6.

Beneficially Owned 0

By Each Reporting Sole Dispositive Power

Person With: 7.

431,648 shares of common stock\*

Shared Dispositive Power

8.

0

Aggregate Amount Beneficially Owned by Each Reporting Person

9.

431,648 shares of common stock\*

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares ☐  
Percent of Class Represented by Amount in Row (9)

11.

7.99%

Type of Reporting Person (See Instructions)

12.

CO

\*Includes shares of common stock, shares of common stock issuable upon conversion of preferred stock and shares issuable upon exercise of certain warrants held by Brio Capital Master Fund Ltd., which are subject to a 9.99% blocker.

**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

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(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**

#### **7. On By 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 14, 2017

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)**