



DIVISION OF  
CORPORATION FINANCE

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

January 23, 2020

Andy Heyward  
Chief Executive Officer  
Genius Brands International, Inc.  
190 N. Canon Drive, 4th Floor  
Beverly Hills, CA 90210

**Re: Genius Brands International, Inc.**  
**Registration Statement on Form S-3**  
**Filed January 17, 2020**  
**File No. 333-235962**

Dear Mr. Heyward:

This is to advise you that we have not reviewed and will not review your registration statement.

Please refer to Rules 460 and 461 regarding requests for acceleration. We remind you that the company and its management are responsible for the accuracy and adequacy of their disclosures, notwithstanding any review, comments, action or absence of action by the staff.

Please contact Jacqueline Kaufman at 202-551-3797 with any questions.

Sincerely,

Division of Corporation Finance  
Office of Trade & Services