



DIVISION OF
CORPORATION FINANCE

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

December 9, 2011

Via E-mail

Mr. John Benfield
Chief Executive Officer
The Brainy Brands Company, Inc.
460 Brogdon Road, Suite 400
Suwanee, GA 30024

**Re: The Brainy Brands Company, Inc.
Item 4.01 Form 8-K
Filed December 2, 2011, as amended December 8, 2011
File No. 000-54344**

Dear Mr. Benfield:

We have completed our review of your filing. We remind you that our comments or changes to disclosure in response to our comments do not foreclose the Commission from taking any action with respect to the company or the filings and the company may not assert staff comments as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States. We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filings to be certain that the filings include the information the Securities Exchange Act of 1934 and all applicable rules require.

Sincerely,

/s/ Steve Lo

Steve Lo
Staff Accountant