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Certnas
file # 1-37950
Nasdaq Stock Market

William Slattery, CFA
Vice President
Listing Qualifications

Received SEC
NOV 18 2016
Washington, DC 20549

By Electronic Mail

November 18, 2016

Mr. Jeffrey Thomas
Chief, IT Services
Division of Corporation Finance
U.S. Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549

Dear Mr. Thomas:

This is to certify that on November 18, 2016 The Nasdaq Stock Market (the "Exchange") received from **Genius Brands International, Inc.** (the "Registrant") a copy of the Registrant's application on Form 8-A 12(b) for the registration of the following security:

Common Stock, par value \$0.001 per share

We further certify that the security described above has been approved by the Exchange for listing and registration.

We understand that the Registrant is seeking immediate acceleration of the effective date of registration, and we hereby join in such request.

Sincerely,

William Slattery