

Genius Brands International, Inc.  
Form RW  
November 04, 2015

**Genius Brands International, Inc.**

**301 N. Canon Drive, Suite 305**

**Beverly Hills, CA 90210**

November 4, 2015

VIA EDGAR

Securities and Exchange Commission

Division of Corporation Finance

100 F. Street, N.E.

Washington, D.C. 20549

Re: Genius Brands International, Inc.  
Registration Statement on Form S-1  
File No. 333-206515

Dear Sir or Madam:

Pursuant to Rule 477 promulgated under the Securities Act of 1933, as amended, Genius Brands International, Inc. (the "Company") hereby requests that the Securities and Exchange Commission (the "Commission") consent to the withdrawal of the Company's Registration Statement on Form S-1 (Registration No. 333-206515), together with all amendments and exhibits thereto (collectively, the "Registration Statement"). The Company is requesting withdrawal of the Registration Statement because the Company has elected to complete alternative financing arrangements. No securities were sold pursuant to the Registration Statement. The Company also requests that all fees paid to the Commission in connection with the filing of the Registration Statement be credited to the Company's account for future use.

Questions concerning this application for withdrawal may be directed to the Company's legal counsel, Harvey Kesner of Sichenzia Ross Friedman Ference LLP, at (212) 930-9700.

Thank you for your assistance in this matter.

Sincerely,

Genius Brands International,  
Inc.

By: /s/ Andrew Heyward  
Andrew Heyward  
Chief Executive Officer