



Amy Aniobi, Prentice Penny and  
Melina Matsoukas at Darby Park in  
Inglewood, South Los Angeles





THE COVER

# From 'Insecure' Beginnings To Secure Futures

THREE PRINCIPALS REFLECT ON THE GROUNDBREAKING SHOW THAT BECAME AN INCUBATOR FOR AN EXTRAORDINARY ARRAY OF TALENT.

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When the cast and crew of *Insecure* started posting their fifth and final season wrap photos and messages on social media earlier this year, they were unabashedly emotional about an important chapter in their lives coming to an end. What they didn't anticipate, however, was the outpouring of emotions from millions of their fans.

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"I didn't realize how thirsty we were to see ourselves, and then I knew we're really feeding this need," says director-producer Melina Matsoukas. "That was an overwhelming emotion, and seeing how much more that necessity has been fed after us has been so satisfying. That was what was so emotional when our show was ending, that we were really able to create space."

"It's so crazy to know now that we are a part of a cultural moment and to see culture accepting and embracing us and celebrating with us and mourning with us as we're ending, in real time," adds writer-producer Amy Aniobi.

The response speaks to the vast impact that *Insecure* has had since it premiered on HBO in 2016, when it broke new ground with the stylized vision and storytelling on screen and launched the careers of young Black creatives behind the scenes.

The series follows Issa Rae's Issa Dee, a Black woman in her late 20s drifting through life as she tries to find her place within her community, charting her friendships and relationships along the way. Upon its debut, it immediately stood out as one of the few shows centered on the lives of Black millennial women, and most importantly, it was being told almost entirely by Black talent.

Behind the scenes, Rae and showrunner Prentice Penny were already building an ecosystem that would nurture BIPOC creators, especially women.

"I like to say that *Insecure* is a bit of a teaching hospital," Aniobi explains. "So many



of us were doing things for the first time. It was Melina's first time directing a television series, it was Prentice's first time being a showrunner, and it was my first time being a producer, writer, and on-set producer since I had been a staff writer, and Issa's first time starring in a show at that budget level."

Ahead of the final season's airing in fall, *Produced By* spoke with three of its key producers on how they shaped the show on screen and created a system on set to discover, nurture and champion new talent in Hollywood.

## Prentice Penny

### THE RISK TAKER

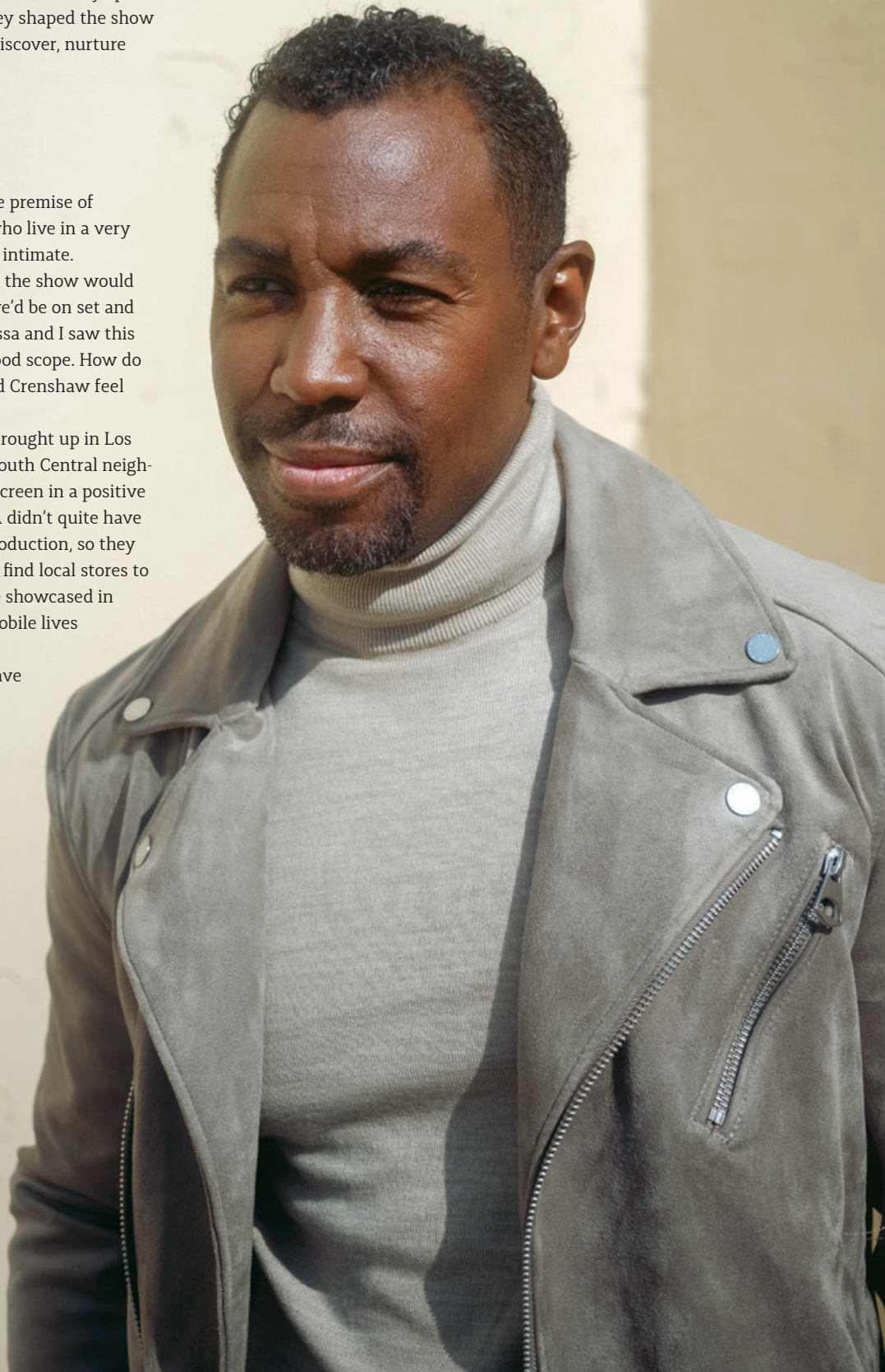
When Penny and Rae first talked about the premise of *Insecure*—the story of two Black women who live in a very specific part of Los Angeles—the show felt intimate.

"I think HBO thought in some ways that the show would be filmed or made like *Silicon Valley*, like we'd be on set and have that energy," Penny says. "The way Issa and I saw this show was that we wanted to give Inglewood scope. How do you make Baldwin Hills and View Park and Crenshaw feel bigger than what they are?"

As Penny and Rae were both born and brought up in Los Angeles, they wanted to set the show in South Central neighborhoods that were rarely showcased on screen in a positive light. The only problem was that South LA didn't quite have the infrastructure to shoot a large-scale production, so they brought on location scout Alison Taylor to find local stores to feature, and new restaurants that could be showcased in the context of the stylish and upwardly mobile lives of the show's four women.

"Those areas that we were filming in have shaped who we are as people. We have so much love for those neighborhoods because we're from there," Penny says. "So that meant we had to go film in these areas. It meant we had to not re-create a network version of these places, but make them be real. But that becomes difficult to produce."

Penny, 46, had been working since the early 2000s, writing on comedies such as *Scrubs*, *Happy Endings* (on which he first met Anobi, who was an assistant) and *Brooklyn Nine-Nine*, but *Insecure* marked the first time he was hired as a showrunner on a series of this scale. With Rae also new to the experience, Penny said they went through a few trials and errors during the first season to land on the tone and style of the show.







Melina Matsoukas (left) and Prentice Penny (middle) set up a scene with the show's co-creator and star, Issa Rae (right).

"In the beginning, a lot of it was figuring out what are the stories that we feel are important," he says. "We initially had all the episodes that are in the front of the first season at the end of the season and HBO was like, 'No, move all that sexy stuff up, with Daniel and Lawrence and Tasha, move all of that up to the beginning.'"

In 2015, HBO's roster was stacked with shows that featured high-profile talent—Martin Scorsese and Mick Jagger's co-creation *The Vinyl*, *Game of Thrones*, *Silicon Valley*, Dwayne "The Rock" Johnson on *Ballers* and ultimate HBO star Sarah Jessica Parker returning with *Divorced*. In comparison, *Insecure* didn't feature any stars.

"We were just three nobodies, making our own little beats and that all proves that we were having fun being as creative as we could be. If it excites us, it'll excite the audience—that was always our barometer," Penny says.

Still, as showrunner, Penny felt the pressure to not make any missteps. In the first season, he says they were "over budget all the time" as they figured out how to tell the story as a location-based show rather than on sound stages, and realizing how much time was needed to set shots

up with perfectly saturated, glow-filled lighting. The North Star that drove him and the rest of the team was to make sure Rae was "always able to tell the story that she wants to tell," and to be fully in service of that.

One of the first things Penny and Rae did was build out a writers room with many millennial women of color, including Aniobi, in order to make sure that the four women at the center of the show—Issa, Molly, Kelli and Tiffany—were well represented. But both Penny and Rae were also careful to not "whitewash" this show, and to break free of the stereotypes that Black characters are often shouldered with on screen.

"We were protective of the Issa-Molly friendship because we always felt that's the love story—like the guys can come and go, but Issa and Molly are the real love story we're watching. So they were friends. We didn't want them to be frenemies," he explains. "We felt it would be hard to root for Issa and Molly as Black women if they were going at it."

As the seasons went on, Penny said, he and Rae found a good rhythm for shooting, planning out the days and locations needed, staying within budgets, and

allocating resources to pull off the bigger set pieces such as the Coachella episodes in season 3 (filmed between fields in Calabasas and a Ferris wheel in Kentucky), the Mexico trip that Molly takes, and the block party that Issa orchestrates in season 4.

Throughout this time, Penny and Rae established an ecosystem on set that would nurture new talent through the ropes, be it writers, actors, producers, directors or any other key role on set. A similar ecosystem was also being established at Ava DuVernay's *Queen Sugar* series and Lena Waithe's roster of shows, fostering a thriving playground for BIPOC talent.

"Hollywood gets into this thing of recycled talent, like, 'That's the guy we're going to use and we're going to use him every time,'" Penny says. "They'll always want to find new white voices, but for people of color, there's just no interest, right? Because it's like, you just don't matter; because what they'll tell you is that you don't travel internationally, which is bullshit."

Penny himself recognizes that he was able to come up via showrunner Mara Brock Akil on his first job on the 2000 series *Girlfriends*, working with such writers as Regina Hicks, Karin Gist, Kenya





Barris and even Waithe, who was an assistant.

"All of those people are shaping Hollywood in very specific ways, and I wanted to do the same thing, I wanted to leave a lineage that's like, I'm paying it forward," he says. "If we're not giving each other a shot, if we're not helping, then who will?"

Penny says they put the word out to agents and managers in Hollywood that they were seeking young creators of color to work on the show, and even held the "HBO Insecure On Set Contest" to recruit young people to be production assistants on set. The success stories are numerous. Penny's former assistant Syreeta Singleton is now running Rae's new HBO Max series *Rap Sh\*t*; another assistant, Nicole Bilbrew, now writes on *The Upshaws*; and Kindsey Young, one of the contest winners, rose up from production assistant to writer's assistant and then wrote on *A Black Lady Sketch Show*.

"In our business, I think typically when you're a person of color, you either have to make it on your own or you need some white producer to validate you; you can't link up with your own," Penny says. "Now we're in a very sweet spot where we can link up with our own and we're actively wanting to link up with our own—without needing another outside white person to say they are OK."

## Melina Matsoukas

### THE VISIONARY

After a decade making some of the most notable music videos of the 2000s for some of the most iconic artists—Beyoncé, Lady Gaga, Rihanna and Katy Perry, to name just a few—Melina Matsoukas, 40, was itching to find a narrative project to direct. The problem she faced was breaking out of the music box.

"Music videos, as a form of film media, are completely discredited. Unless you're a David Fincher or a Mark Romanek, if you're a person of color in the music video space, narrative looks very different and that world isn't open to you," she says.



Matsoukas eschewed offers to do music-related narrative. Then the pilot of *Insecure* came her way and she quickly found a fan and kindred spirit in Rae.

"I didn't ever plan to go into comedy," she says. "But it spoke to me. I related to Issa as a person, Issa as a character, and I understood what it was to be a Black woman having to code switch and navigate through all these different worlds."

To shoot the pilot, Matsoukas and her assistant at the time, Deniese Davis (another *Awkward Black Girl* alum) hopped in a car and drove around South LA to look for locations in communities that weren't used to being showcased on screen.

"We were going into places and landscapes and neighborhoods that aren't usually shot. To incorporate the community we were illuminating, it was important that we were actually there and that it was authentic, that we weren't trying to cheat Inglewood and Pasadena, which some people had suggested at a time," she says.

Comedies tend to be shot in bright-

ness, to accentuate the humor. But given Matsoukas' background in music videos, she was used to visual storytelling, weaving direction with cinematography, production design and costume design to tell a narrative. With the *Insecure* pilot, Matsoukas helped to cement the rich, stylized look of the show, not shying away from making scenes look dark, spotlighting dark-skin Black actors through color lighting. For example, Issa's world is much warmer and soulful than Molly's world, which is more cold and composed.

"We did it in our voice, in our way and in our language. It was always a battle about how dark things can look, and I'm like, it can be dark and still be funny," she says. "We were changing the way and the boundaries put upon comedy. We were portraying these beautiful Black women and their friendships and their relationships—and Black men—and it was important that we did it our way. We got there, and I think that was the emotional."

Most of the directors on *Insecure* are people of color, including such women

as Regina King and Stella Meghie.

Matsoukas names cinematographer Ava Berkofsky, who made her narrative series debut with *Insecure* and has directed a couple of episodes, with helping her formulate the show's visual language. Another mentee, Lacey Duke, was able to direct a TV episode for the first time, under Matsoukas' guidance.

"We've given so many people chances who have gone on to have really incredible careers, and that's including myself," she says. Indeed, Matsoukas has become a go-to director in television and made her feature film debut with 2019's *Queen & Slim*, written and produced by Waithe.

Matsoukas says *Insecure* offered a supportive environment for people to raise their hand if they were interested in trying out a new skill, and the show would help them learn, notably those coming from other mediums or looking to get their first shot in television. Through the seasons, Matsoukas would have someone shadowing her on each episode—including Kerry Washington

Melina Matsoukas (left), looks over Issa Rae's shoulder as they work on *Insecure*.



PHOTOGRAPH COURTESY JOHN P. FLEENOR

in season 2—with the objective that the shadow would have a chance to direct. Washington ended up directing an episode in the fourth season and has another one in the final season.

The show has also been an immense learning experience for Matsoukas as she transitioned from the world of music videos and wore many hats, including bearing the responsibilities of a producer.

"My strongest skill as a producer I think is empowering and advocating and using my experience and then also allowing them space, because I am a director and I have so much respect for other directors," she says. "Before this, I never worked with other directors, so it was really exciting for me to get to work with other creatives and see how they could take what I brought and reinterpret it and put themselves into the show."

## Amy Aniobi

### THE WORDSMITH

If there's one example to illustrate the inclusive and nurturing environment that *Insecure* fostered to allow newcomers to thrive, it's writer-producer Amy Aniobi.

A native of Texas and a graduate of Stanford (Rae's alma mater) and UCLA, 36-year-old Aniobi's journey to *Insecure* began when she was hired as a staff writer on Rae's 2011 web series *The Misadventures of Awkward Black Girl*. From there, Aniobi was an assistant to the showrunner of *Happy Endings*, during which she met Prentice Penny, a producer on the sitcom, before moving onto stints at *The Michael J. Fox Show*, *Silicon Valley* and a few unproduced pilots.

Throughout this time, Aniobi said she always kept an eye on *Insecure* as Rae set the show up at HBO, hiring Penny as her showrunner and casting actor and comedian Yvonne Orji—who, like Aniobi, is Nigerian—to play Issa Dee's best friend, Molly. It was when Rae brought on Matsoukas—whom Aniobi had become a big fan of during her internship at a music video production company—that the young writer knew she had to go for it.

"I emailed Issa and said, 'I know you have a lot of mouths to feed, but I would just kick myself forever if I didn't make it clear how badly I want to work with you on this show.' She sent me something like, 'Thank you so much, I'll find you when the time is right.' I emailed back and said, 'Let me be clear—I'm standing in an open field and I'm not wearing camouflage. You have found me; say the word. No matter what I'm doing, I will leave and come and work for you.'"

The gamble paid off. Rae brought Aniobi on as a writer and producer in season 1 and the rest, as they say, is history. "I felt safe to fail and to suggest things that didn't work when I worked with her before, and I wanted that experience again," Aniobi says.

Some of the show's biggest risks take place in the writers room, where the team crafts plots and dialogue that are anchored in the authenticity of Black millennial women. From the perils of oral sex to the breakdown in Issa and Molly's friendship, the show doesn't shy away from explicit scenarios or discomfort. Aniobi says they were also able to steer away from "let me explain race to you" conversations because within the world that they created, their characters were mainly interacting with people of color.

"We didn't want conversations that other shows could do," Aniobi explains. "If this conversation can exist on *Blackish* or *Queen Sugar* or any other show that was contemporary at the time, we shouldn't be doing it. We need to have a spin on it that makes it unique for our show."

Of course, the show still subtly wove in examples of systemic discrimination or racial prejudice within the lives of the characters that were drawn from the writers' own experiences. But not having to spell everything out was a refreshing change.

"Issa was like, 'I watched Larry David and *Curb Your Enthusiasm*, and there was a whole episode about the Palestinian conflict related to chicken. He didn't explain what it meant. He just assumed you knew, so I'm going to assume people know,'" Aniobi says. "We don't have to overexplain ourselves. If (audiences) want to, they can look it up."

From the very beginning of her career, Aniobi demonstrated a desire to not just be in writers rooms, but also to pick up any extra responsibilities. While assisting *Happy Endings* showrunner Jonathan Groff, Aniobi observed the flow of conversation on budgets and scripts behind the scenes and made sure she was present on set—something staff writers tend not to do. But it was a chance encounter with an episode director that sparked the trajectory of Aniobi's career.

"Andrew Fleming got hired to be an episode director, and I decided I was going to take him out for drinks because I just need to get to know him," she remembers. "Honestly, I don't know what made me decide to do it except that he came from New York and he's all alone, but it's the best thing I ever did."

Aniobi and another EP socialized with Fleming after work and "established a rapport before the week of shooting." When they were back on set and Fleming needed something, he looked to Aniobi for help. After the week was up, the network was so happy with the episode that they moved it up in the season and gave Aniobi another episode to run.

It'd be another two years before Aniobi was back on set, but this time she was able to approach *Insecure* with confidence. She says she was given many chances to take on more responsibility, including times when Penny asked her to take over for him in writers meetings. "I guess he picked me because I have a strong opinion, but I also realized that he picked me because I'm a good leader and I'm good at being able to bring things out of people," she explains.

Since then, Aniobi has earned award recognition for her writing, from Emmy nominations to NAACP Image Awards. In season 5, not only did she write and produce, she also stepped behind the camera to direct the seventh episode.

Aniobi says the one thing she's honed from producing the series and becoming the go-to person on set is an ability to "pull the super special. Someone can have an idea that is nebulous, and I will home









Writer-producer Amy Aniobi sits behind the scenes during filming. She directed an episode in the final season.

PHOTOGRAPH COURTESY MERIE WALLACE

in on that gold ore," she explains. "I also give very decisive and quick feedback."

## The Final Farewell

The fifth and final season of *Insecure* had to be filmed in the midst of the COVID pandemic, forcing Penny, Matsoukas, Aniobi and the rest of the team to adapt to a strict new normal. As they concluded the story, the team said they made sure the focus on screen was on the central friendship between two women.

"We really keyed into the fact that this show is a love story about friends. It's about Issa and Molly," Aniobi says. "Going into this final season, we didn't want it to feel bogged down with the men's stuff. Even though they're both going to have heartbreaks and yearnings and love, and there's always going to be sex in the show, this is a story about these women."

Off screen, the talents that have flourished over the past five years are now setting up their next steps, each with the intention of continuing to build the ecosystem for BIPOC creators in Hollywood.

Penny just announced his move from HBO, where he's been producing new content, to a new multi-year overall deal with Disney General Entertainment's Onyx Collective. He's also planning to launch a comic book company to be an incubator for independent Black comics—to identify talent and cultivate new IP—as well as online mentorship programs to inspire aspiring creatives.

Matsoukas launched film and TV production company De La Revolución Films, through which she is working on Annapurna Television and Apple TV+'s upcoming dark fantasy series *The Changeling*, marking a new style and tone for her to play with.

"I don't like to repeat myself. I'm very conscious about not getting boxed into anything," she says. "As an artist, I like to challenge myself to go into spaces that I'm not comfortable in, as I feel like that's when I create my best work."

She is also launching a new company for commercials, music videos and photography to help empower new artists and "essentially create my own pipeline" of talent.

Lastly, Aniobi secured an overall deal with HBO in 2019 and is now launching her own production company, Super Special, to start developing her own material, although she doesn't rule out a reunion with Rae in the future.

"I really want to focus on getting back to my own voice. I love writing for Issa, and I also love exploring what I have to say on my own," Aniobi says.

"I know we will work together

again, because we work very well together and I'm really excited for that prospect. But I think I need something a little different, a little bit of a break from *Insecure*."

She's also hoping to discover and nurture the next wave of creators and underrepresented voices. "I think what I've learned on *Insecure* is that what I'm best at is finding what's super special in every idea and every voice and every project. That's what I do, and I'm excited to keep doing it for emerging writers." ■