

OMB APPROVAL	
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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>ACON Equity GenPar, L.L.C.</u> (Last) (First) (Middle) C/O ACON INVESTMENTS, L.L.C. 1133 CONNECTICUT AVE., NW, SUITE 700 (Street) WASHINGTON DC 20036 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 11/02/2017	3. Issuer Name and Ticker or Trading Symbol <u>Funko, Inc. [FNKO]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class A common stock	4,971,870	I	By ACON Funko Investors Holdings 1, L.L.C. ⁽¹⁾⁽²⁾
Class A common stock	2,096,368	I	By ACON Funko Investors Holdings 2, L.L.C. ⁽¹⁾⁽²⁾
Class A common stock	5,852,801	I	By ACON Funko Investors Holdings 3, L.L.C. ⁽¹⁾⁽²⁾
Class B common stock ⁽³⁾	10,495,687	I	By ACON Funko Investors, L.L.C. ⁽¹⁾⁽²⁾

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Common units of Funko Acquisition Holdings, L.L.C. ⁽⁴⁾	(4)	(4)	Class A common stock	10,495,687	(4)	I	By ACON Funko Investors, L.L.C. ⁽¹⁾⁽²⁾⁽⁴⁾

1. Name and Address of Reporting Person* <u>ACON Equity GenPar, L.L.C.</u> (Last) (First) (Middle) C/O ACON INVESTMENTS, L.L.C. 1133 CONNECTICUT AVE., NW, SUITE 700 (Street) WASHINGTON DC 20036 (City) (State) (Zip)		
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1. Name and Address of Reporting Person*

[ACON Funko Manager, L.L.C.](#)

(Last) (First) (Middle)
C/O ACON INVESTMENTS, L.L.C.
1133 CONNECTICUT AVE., NW, SUITE 700

(Street)
WASHINGTON DC 20036

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[ACON Funko Investors, L.L.C.](#)

(Last) (First) (Middle)
C/O ACON INVESTMENTS, L.L.C.
1133 CONNECTICUT AVE., NW, SUITE 700

(Street)
WASHINGTON DC 20036

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[ACON Funko Investors Holdings 1, L.L.C.](#)

(Last) (First) (Middle)
C/O ACON INVESTMENTS, L.L.C.
1133 CONNECTICUT AVE., NW, SUITE 700

(Street)
WASHINGTON DC 20036

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[ACON Funko Investors Holdings 2, L.L.C.](#)

(Last) (First) (Middle)
C/O ACON INVESTMENTS, L.L.C.
1133 CONNECTICUT AVE., NW, SUITE 700

(Street)
WASHINGTON DC 20036

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[ACON Funko Investors Holdings 3, L.L.C.](#)

(Last) (First) (Middle)
C/O ACON INVESTMENTS, L.L.C.
1133 CONNECTICUT AVE., NW, SUITE 700

(Street)
WASHINGTON DC 20036

(City) (State) (Zip)

Explanation of Responses:

1. ACON Funko Manager, L.L.C. is (x) the sole manager of, and exercises voting and investment power over shares held by, ACON Funko Investors, L.L.C. and (y) the sole managing member of, and exercises voting and investment power over shares held by, ACON Funko Investors Holdings 1, L.L.C. ACON Equity GenPar, L.L.C. is the sole managing member of, and exercises voting and investment power over shares held by, each of ACON Funko Investors Holdings 2, L.L.C. and ACON Funko Investors Holdings 3, L.L.C. [footnote cont'd]
2. [continuation]Voting and investment decisions at ACON Funko Manager, L.L.C. are made by a board of managers, the members of which are Bernard Aronson, Kenneth Brotman, Jonathan Ginns, Daniel Jinich, Andre Bhatia and Aron Schwartz. Voting and investment decisions at ACON Equity GenPar, L.L.C. are made by an investment committee, the members of which are Bernard Aronson, Kenneth Brotman, Jonathan Ginns, Daniel Jinich, Andre Bhatia and Aron Schwartz. Pursuant to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), each Reporting Person disclaims beneficial ownership of these securities except to the extent of its respective pecuniary interest therein, if any, and the inclusion of these shares in their report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 of the Exchange Act or any other purpose.
3. The shares of Class B common stock (i) confer no incidents of economic ownership on the holders thereof, (ii) only confer voting rights on the holders thereof and (iii) may only be issued, on a one-for-one basis, to the permitted holders of common units of Funko Acquisition Holdings, L.L.C.
4. At the request of the holder, the common units may be redeemed for, at the Issuer's election, newly-issued shares of Class A common stock on a one-for-one basis or a cash payment equal to a volume weighted average market price of one share of Class A common stock for each common unit redeemed.

Remarks:

The Reporting Persons are jointly filing this Form 3 pursuant to Rule 16a-3(j) under the Exchange Act.

/s/ Teresa Bernstein, Secretary 11/02/2017
and Assistant Treasurer

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.