

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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>Brotman Kenneth R.</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. Issuer Name and Ticker or Trading Symbol <u>Funko, Inc. [FNKO]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/19/2019</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	09/19/2019		C		1,613,567 ⁽¹⁾	A	(1)	1,613,567	I	By ACON Funko Investors, L.L.C. ⁽²⁾⁽³⁾
Class A Common Stock	09/19/2019		S		1,613,567	D	\$25.42	0	I	By ACON Funko Investors, L.L.C. ⁽²⁾⁽³⁾
Class A Common Stock	09/19/2019		S		764,357	D	\$25.42	4,207,513	I	By ACON Funko Investors Holdings 1, L.L.C. ⁽²⁾⁽³⁾
Class A Common Stock	09/19/2019		S		322,288	D	\$25.42	1,774,080	I	By ACON Funko Investors Holdings 2, L.L.C. ⁽²⁾⁽³⁾
Class A Common Stock	09/19/2019		S		899,788	D	\$25.42	4,953,013	I	By ACON Funko Investors Holdings 3, L.L.C. ⁽²⁾⁽³⁾
Class B Common Stock ⁽⁴⁾	09/19/2019		D		1,613,567	D	(5)	8,882,120	I	By ACON Funko Investors, L.L.C. ⁽²⁾⁽³⁾

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Common Units of Funko Acquisition Holdings, L.L.C.	(6)	09/19/2019		C			1,613,567	(6)	(6)	Class A common stock	1,613,567	(6)	8,882,120	I	By ACON Funko Investors, L.L.C. ⁽²⁾⁽³⁾

Explanation of Responses:

- Represents the redemption by the Issuer of common units of Funko Acquisition Holdings, L.L.C. in exchange for newly-issued shares of Class A common stock on a one-for-one basis.
- 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. 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.
- The Reporting Person is employed by an affiliate of ACON Funko Manager, L.L.C. and ACON Equity GenPar, L.L.C., and may be deemed to beneficially own securities owned by them. Pursuant to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), the Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, if any, and the inclusion of these shares in this 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.
- 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.
- Reflects the cancellation for no consideration of a number of shares of Class B common stock equal to the number of common units of Funko Acquisition Holdings, L.L.C. redeemed by the Issuer pursuant to their terms in connection with the redemption.
- 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:

/s/ Teresa Bemstein, Attorney- in-fact 09/23/2019

** 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 4 (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.

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