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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, DC 20549

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**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934  
(Amendment No. )\***

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**FUNKO, INC.**  
(Name of Issuer)

**Class A Common Stock, par value \$0.0001 per share**  
(Title of Class of Securities)

**361008105**  
(CUSIP Number)

**December 31, 2017**  
(Date of Event That Requires Filing of This Statement)

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Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1 (b)
- Rule 13d-1 (c)
- Rule 13d-1 (d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, *see the Notes*).

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1.	NAMES OF REPORTING PERSONS  <b>Fundamental Capital, LLC</b>	
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3.	SEC USE ONLY	
4.	CITIZENSHIP OR PLACE OF ORGANIZATION  <b>Delaware</b>	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5.	SOLE VOTING POWER  <b>0</b>
	6.	SHARED VOTING POWER  <b>1,243,138</b>
	7.	SOLE DISPOSITIVE POWER  <b>0</b>
	8.	SHARED DISPOSITIVE POWER  <b>1,243,138</b>
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  <b>1,243,138</b>	
10.	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  <input type="checkbox"/>	
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  <b>5.1%</b>	
12.	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  <b>OO</b>	

1.	NAMES OF REPORTING PERSONS <b>Funko International, LLC</b>	
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3.	SEC USE ONLY	
4.	CITIZENSHIP OR PLACE OF ORGANIZATION <b>Delaware</b>	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5.	SOLE VOTING POWER <b>0</b>
	6.	SHARED VOTING POWER <b>5,686,538</b>
	7.	SOLE DISPOSITIVE POWER <b>0</b>
	8.	SHARED DISPOSITIVE POWER <b>5,686,538</b>
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON <b>5,686,538</b>	
10.	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) <b>19.6%</b>	
12.	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) <b>OO</b>	

1.	NAMES OF REPORTING PERSONS <b>Fundamental Capital Partners, LLC</b>	
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3.	SEC USE ONLY	
4.	CITIZENSHIP OR PLACE OF ORGANIZATION <b>Delaware</b>	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5.	SOLE VOTING POWER <b>0</b>
	6.	SHARED VOTING POWER <b>6,929,676</b>
	7.	SOLE DISPOSITIVE POWER <b>0</b>
	8.	SHARED DISPOSITIVE POWER <b>6,929,676</b>
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON <b>6,929,676</b>	
10.	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) <b>22.9%</b>	
12.	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) <b>OO</b>	

1.	NAMES OF REPORTING PERSONS  <b>Richard L. McNally</b>	
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3.	SEC USE ONLY	
4.	CITIZENSHIP OR PLACE OF ORGANIZATION  <b>United States</b>	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5.	SOLE VOTING POWER  <b>0</b>
	6.	SHARED VOTING POWER  <b>6,929,676</b>
	7.	SOLE DISPOSITIVE POWER  <b>0</b>
	8.	SHARED DISPOSITIVE POWER  <b>6,929,676</b>
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  <b>6,929,676</b>	
10.	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  <input type="checkbox"/>	
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  <b>22.9%</b>	
12.	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  <b>IN</b>	

1.	NAMES OF REPORTING PERSONS  <b>Kevin G. Keenley</b>	
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3.	SEC USE ONLY	
4.	CITIZENSHIP OR PLACE OF ORGANIZATION  <b>United States</b>	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5.	SOLE VOTING POWER  <b>0</b>
	6.	SHARED VOTING POWER  <b>6,929,676</b>
	7.	SOLE DISPOSITIVE POWER  <b>0</b>
	8.	SHARED DISPOSITIVE POWER  <b>6,929,676</b>
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  <b>6,929,676</b>	
10.	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  <input type="checkbox"/>	
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  <b>22.9%</b>	
12.	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  <b>IN</b>	

- Item 1(a). Name of Issuer:  
**Funko, Inc. (the "Issuer")**
- Item 1(b). Address of Issuer's Principal Executive Offices:  
**2802 Wetmore Avenue  
Everett, Washington 98201**
- Item 2(a). Name of Person(s) Filing:  
**This statement (the "Statement") is being filed by: (i) Funko International, LLC, a Delaware limited liability company ("Funko International"), (ii) Fundamental Capital, LLC a Delaware limited liability company ("Fundamental Capital"), which serves as the Manager of Funko International, (iii) Fundamental Capital Partners, LLC, a Delaware limited liability company ("FCP"), which serves as the Manager of Fundamental Capital, (iv) Richard L. McNally, a director of the Issuer and a voting member of FCP, and (v) Kevin G. Keenley, a voting member of FCP (all of the foregoing, collectively, the "Reporting Persons").**
- Item 2(b). Address of Principal Business Office, or, if None, Residence:  
**The business address of each of the Reporting Persons is:  
4 Embarcadero Center  
Suite 1400  
San Francisco, CA 94111**
- Item 2(c). Citizenship:  
**Funko International, Fundamental Capital and FCP are limited liability companies organized in Delaware.  
Richard L. McNally and Kevin G. Keenley are citizens of the United States.**
- Item 2(d). Title of Class of Securities:  
**Class A Common Stock, par value \$0.0001 per share ("Class A Common Stock")**
- Item 2(e). CUSIP Number:  
**361008105**
- Item 3. **Not Applicable.**

Item 4. Ownership:

The ownership information below represents beneficial ownership of Class A Common Stock of the Issuer as of December 31, 2017, based upon 23,337,705 shares of Class A Common Stock outstanding as of December 5, 2017 and assumes the conversion of the Common Units ("Common Units") of Funko Acquisition Holdings, L.L.C. held by the Reporting Persons into shares of Class A Common Stock on a one-for-one basis.

Reporting Person	Amount beneficially owned	Percent of class:	Sole power to vote or to direct the vote:	Shared power to vote or to direct the vote:	Sole power to dispose or to direct the disposition of:	Shared power to dispose or to direct the disposition of:
Fundamental Capital	1,243,138	5.1%	0	1,243,138	0	1,243,138
Funko International	5,686,538	19.6%	0	5,686,538	0	5,686,538
FCP	6,929,676	22.9%	0	6,929,676	0	6,929,676
Richard L. McNally	6,929,676	22.9%	0	6,929,676	0	6,929,676
Kevin G. Keenley	6,929,676	22.9%	0	6,929,676	0	6,929,676

Item 5. Ownership of Five Percent or Less of a Class.

**Not Applicable.**

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

**Not Applicable.**

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

**Not Applicable.**

Item 8. Identification and Classification of Members of the Group.

**Not Applicable.**

Item 9. Notice of Dissolution of Group.

**Not Applicable.**

Item 10. Certification.

**Not Applicable.**



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**EXHIBIT INDEX**

Exhibit No.

Document

99.1

Joint Filing Agreement, dated February 12, 2018, among Fundamental Capital, LLC, Funko International, LLC, Fundamental Capital Partners, LLC, Richard L. McNally and Kevin G. Keenley to file this joint statement on Schedule 13G.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

**Funko International, LLC**

Date: February 12, 2018

By: /s/ Kevin G. Keenley  
Name: Kevin G. Keenley  
Title: Manager

**Fundamental Capital, LLC**

Date: February 12, 2018

By: /s/ Kevin G. Keenley  
Name: Kevin G. Keenley  
Title: Member

**Fundamental Capital Partners, LLC**

Date: February 12, 2018

By: /s/ Kevin G. Keenley  
Name: Kevin G. Keenley  
Title: Member

Date: February 12, 2018

/s/ Richard L. McNally  
**Richard L. McNally**

Date: February 12, 2018

/s/ Kevin G. Keenley  
**Kevin G. Keenley**

**JOINT FILING AGREEMENT**

In accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, the persons named below agree to the joint filing on behalf of each of them of a Statement on Schedule 13G (including amendments thereto) with respect to the Class A Common Stock of Funko, Inc. beneficially owned by each of them, and further agree that this Joint Filing Agreement be included as an Exhibit to such joint filing.

The undersigned further agree that each party hereto is responsible for the timely filing of such Statements on Schedule 13G and any amendments thereto, and for the accuracy and completeness of the information concerning such party contained therein; provided, however, that no party is responsible for the accuracy or completeness of the information concerning any other party, unless such party knows or has reason to believe that such information is inaccurate.

IN WITNESS WHEREOF, the undersigned hereby execute this Agreement as of February 12, 2018.

**Funko International, LLC**

Date: February 12, 2018

By: /s/ Kevin G. Keenley

Name: Kevin G. Keenley

Title: Manager

**Fundamental Capital, LLC**

Date: February 12, 2018

By: /s/ Kevin G. Keenley

Name: Kevin G. Keenley

Title: Member

**Fundamental Capital Partners, LLC**

Date: February 12, 2018

By: /s/ Kevin G. Keenley

Name: Kevin G. Keenley

Title: Member

Date: February 12, 2018

/s/ Richard L. McNally

**Richard L. McNally**

Date: February 12, 2018

/s/ Kevin G. Keenley

**Kevin G. Keenley**