

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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>Mariotti Brian Richard</u> (Last) (First) (Middle) C/O FUNKO, INC. 2802 WETMORE AVENUE (Street) EVERETT WA 98201 (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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) CHIEF EXECUTIVE OFFICER
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/20/2019</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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	09/20/2019		C ⁽¹⁾		50,000	A	\$0.00	58,665	D	
Class B Common Stock	09/20/2019		D ⁽²⁾		50,000	D	\$0.00	2,581,689	D	
Class A Common Stock	09/20/2019		S ⁽³⁾		23,344	D	\$22.1 ⁽⁴⁾	35,321	D	
Class A Common Stock	09/20/2019		S ⁽³⁾		26,656	D	\$23.2083 ⁽⁵⁾	8,665	D	

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		Date Exercisable	Expiration Date						Title
Common Units	(1)	09/20/2019		C ⁽¹⁾		50,000	(1)	(1)	Class A Common Stock	50,000	\$0.00	3,308,496 ⁽⁶⁾	D	

Explanation of Responses:

- Vested Common Units of Funko Acquisition Holdings, L.L.C. ("Common Units") may be redeemed by the Reporting Person at any time for Class A common stock of Funko, Inc. (the "Issuer"), par value \$0.0001 per share ("Class A Shares"), on a 1-to-1 basis. The Common Units have no expiration date.
- Reflects the cancellation for no consideration of a number of shares of Class B Common Stock of the Issuer, par value \$0.0001 per share, in connection with the redemption by the Reporting Person of an equal number of Common Units for Class A Shares.
- The sales reported in this Form 4 were effected pursuant to a 10b5-1 trading plan adopted by the Reporting Person in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934, as amended.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$21.805 to \$22.795, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$22.82 to \$23.73, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
- 3,066,227 Common Units are vested and 242,269 Common Units will vest on December 21, 2019, subject to the Reporting Person's continued service with the Issuer.

Remarks:

/s/ Tracy Daw, as Attorney-in-Fact for Brian Richard Mariotti 09/24/2019

** 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.

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.