

**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>Nickel Russell Eugene</u> <hr/> (Last) (First) (Middle) C/O FUNKO, INC. 2802 WETMORE AVENUE <hr/> (Street) EVERETT WA 98201 <hr/> (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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>CHIEF FINANCIAL OFFICER</u>		
			3. Date of Earliest Transaction (Month/Day/Year) <u>06/27/2019</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
			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	06/27/2019		M		2,155	A	(1)	2,155	D	
Class A Common Stock	06/27/2019		C <sup>(2)</sup>		11,514	A	\$0.00	13,669	D	
Class A Common Stock	06/27/2019		S <sup>(3)</sup>		11,514	D	\$25.0873 <sup>(4)</sup>	2,155	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	(A)	(D)	Date Exercisable	Expiration Date						Title
Restricted Stock Units	(1)	06/27/2019		M		2,155		(5)	(5)	Class A Common Stock	2,155	\$0.00	6,465	D	
Common Units	(2)	06/27/2019		C <sup>(2)</sup>		11,514		(2)	(2)	Class A Common Stock	11,514	\$0.00	191,823 <sup>(6)</sup>	D	

**Explanation of Responses:**

- Each restricted stock unit ("RSU") represents a contingent right to receive one share of Class A Common Stock, par value \$0.0001 per share ("Class A Shares"), or, at the election of the Issuer, an equivalent cash payment.
- 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 Shares, on a 1-to-1 basis. The Common Units have no expiration date.
- 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 \$25.00 to \$25.35, 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.
- On June 27, 2018, the Reporting Person was granted 8,620 RSUs, vesting in four equal installments on each of the first through fourth anniversaries of the date of grant, subject to the Reporting Person's continued employment with the Issuer through each applicable vesting date.
- 122,603 Common Units are vested and 69,220 Common Units will vest on December 21, 2019, subject to the Reporting Person's continued service with the Issuer.

**Remarks:**

/s/ Tracy D. Daw, as Attorney-in-Fact for Russell Eugene Nickel 07/01/2019

\*\* 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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