

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* <b>Fundamental Capital Partners, LLC</b>  (Last) (First) (Middle) C/O FUNDAMENTAL CAPITAL, LLC 4 EMBARCADERO CENTER, SUITE 1400  (Street) SAN FRANCISCO CA 94111  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>Funko, Inc. [ FNKO ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <b>02/28/2019</b>	
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 B Common Stock <sup>(1)</sup>								973,138	I	By Fundamental Capital, LLC <sup>(2)</sup>
Class A Common Stock	02/28/2019		S		14,573	D	\$20.5208 <sup>(3)</sup>	167,777	I	By Fundamental Capital, LLC <sup>(2)</sup>
Class A Common Stock	03/01/2019		S		16,918	D	\$21.3251 <sup>(4)</sup>	150,859	I	By Fundamental Capital, LLC <sup>(2)</sup>
Class A Common Stock	03/01/2019		S		5,338	D	\$22.6632 <sup>(5)</sup>	145,521	I	By Fundamental Capital, LLC <sup>(2)</sup>
Class A Common Stock	03/01/2019		S		2,166	D	\$23.224 <sup>(6)</sup>	143,355	I	By Fundamental Capital, LLC <sup>(2)</sup>
Class A Common Stock	03/01/2019		S		4,194	D	\$24.2039 <sup>(7)</sup>	139,161	I	By Fundamental Capital, LLC <sup>(2)</sup>
Class A Common Stock	03/04/2019		S		1,607	D	\$21.0031 <sup>(8)</sup>	137,554	I	By Fundamental Capital, LLC <sup>(2)</sup>
Class B Common Stock <sup>(1)</sup>								4,456,538	I	By Funko International, LLC <sup>(2)</sup>
Class A Common Stock	02/28/2019		S		66,390	D	\$20.5208 <sup>(3)</sup>	764,312	I	By Funko International, LLC <sup>(2)</sup>

**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	03/01/2019		S		77,069	D	\$21.3251 <sup>(4)</sup>	687,243	I	By Funko International, LLC <sup>(2)</sup>
Class A Common Stock	03/01/2019		S		24,319	D	\$22.6632 <sup>(5)</sup>	662,924	I	By Funko International, LLC <sup>(2)</sup>
Class A Common Stock	03/01/2019		S		9,866	D	\$23.224 <sup>(6)</sup>	653,058	I	By Funko International, LLC <sup>(2)</sup>
Class A Common Stock	03/01/2019		S		19,106	D	\$24.2039 <sup>(7)</sup>	633,952	I	By Funko International, LLC <sup>(2)</sup>
Class A Common Stock	03/04/2019		S		7,319	D	\$21.0031 <sup>(8)</sup>	626,633	I	By Funko International, LLC <sup>(2)</sup>

**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					

1. Name and Address of Reporting Person\*  
[Fundamental Capital Partners, LLC](#)

(Last) (First) (Middle)

C/O FUNDAMENTAL CAPITAL, LLC  
 4 EMBARCADERO CENTER, SUITE 1400

(Street)  
 SAN FRANCISCO CA 94111

(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
[Keenley Kevin G.](#)

(Last) (First) (Middle)

C/O FUNDAMENTAL CAPITAL, LLC  
 4 EMBARCADERO CENTER, SUITE 1400

(Street)  
 SAN FRANCISCO CA 94920

(City) (State) (Zip)

1. Name and Address of Reporting Person*		
<a href="#">McNally Richard L.</a>		
(Last)	(First)	(Middle)
C/O FUNDAMENTAL CAPITAL, LLC		
4 EMBARCADERO CENTER, SUITE 1400		
(Street)		
SAN FRANCISCO CA		94920
(City)	(State)	(Zip)

1. Name and Address of Reporting Person*		
<a href="#">Funko International, LLC</a>		
(Last)	(First)	(Middle)
C/O FUNDAMENTAL CAPITAL, LLC		
4 EMBARCADERO CENTER, SUITE 1400		
(Street)		
SAN FRANCISCO CA		94920
(City)	(State)	(Zip)

**Explanation of Responses:**

- Shares of Class B common stock, par value \$0.0001 per share ("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. ("Common Units"). Common Units may be redeemed by the Reporting Person at any time for shares of Class A common stock, par value \$0.0001 per share ("Class A Common Stock"), on a one-for-one basis.
- Fundamental Capital, LLC ("Fundamental Capital") is the Manager of Funko International, LLC ("Funko International") and Fundamental Capital Partners, LLC ("FCP") is the Manager of Fundamental Capital. Richard McNally and Kevin Keenley are the sole members of and hold voting membership interests in FCP. Each Reporting Person disclaims beneficial ownership of the securities reported herein except to the extent of their respective pecuniary interests therein, if any.
- The price reported is a weighted average price. These shares of Class A Common Stock were sold in multiple transactions at prices ranging from \$20.25 to \$20.85, 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 is a weighted average price. These shares of Class A Common Stock were sold in multiple transactions at prices ranging from \$21.00 to \$21.83, 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 is a weighted average price. These shares of Class A Common Stock were sold in multiple transactions at prices ranging from \$22.50 to \$22.99, 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 is a weighted average price. These shares of Class A Common Stock were sold in multiple transactions at prices ranging from \$23.00 to \$23.70, 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 is a weighted average price. These shares of Class A Common Stock were sold in multiple transactions at prices ranging from \$24.04 to \$24.28, 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 is a weighted average price. These shares of Class A Common Stock were sold in multiple transactions at prices ranging from \$21.00 to \$21.12, 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.

**Remarks:**

/s/ Kevin G. Keenley,  
individually, as Attorney-in-  
Fact for Richard L. McNally,  
as Member of Fundamental  
Capital Partners, LLC, and for  
Funko International, LLC, as  
Member of Fundamental  
Capital Partners, LLC      03/04/2019

\*\* 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.**