

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> <hr/> (Last) (First) (Middle) <b>C/O FUNDAMENTAL CAPITAL, LLC</b> <b>4 EMBARCADERO CENTER, SUITE 1400</b> <hr/> (Street) <b>SAN FRANCISCO CA 94111</b> <hr/> (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>08/15/2019</b>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person								

**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	08/15/2019		C <sup>(1)</sup>		180,000	A	\$0.00	203,721	I	By Fundamental Capital, LLC <sup>(2)</sup>
Class B Common Stock <sup>(3)</sup>	08/15/2019		D <sup>(4)</sup>		180,000	D	\$0.00	433,138	I	By Fundamental Capital, LLC <sup>(2)</sup>
Class A Common Stock	08/15/2019		C <sup>(1)</sup>		820,000	A	\$0.00	928,062	I	By Funko International, LLC <sup>(2)</sup>
Class B Common Stock <sup>(3)</sup>	08/15/2019		D <sup>(4)</sup>		820,000	D	\$0.00	1,996,538	I	By Funko International, LLC

**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
Common Units	(1)	08/15/2019		C <sup>(1)</sup>			180,000	(1)	(1)	Class A Common Stock	180,000	\$0.00	433,138	I	By Fundamental Capital, LLC <sup>(2)</sup>
Common Units	(1)	08/15/2019		C <sup>(1)</sup>			820,000	(1)	(1)	Class A Common Stock	820,000	\$0.00	1,996,538	I	By Funko International, LLC <sup>(2)</sup>

1. Name and Address of Reporting Person *		
<a href="#">Fundamental Capital Partners, LLC</a>		
(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 *		
<a href="#">Keenley Kevin G.</a>		
(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 *		
<a href="#">McNally Richard L.</a>		
(Last)	(First)	(Middle)
C/O FUNDAMENTAL CAPITAL, LLC		
4 EMBARCADERO CENTER, SUITE 1400		
(Street)		
SAN FRANCISCO CA		94111
(City) (State) (Zip)		

**Explanation of Responses:**

- Common Units of Funko Acquisition Holdings, L.L.C. ("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.
- 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.
- Reflects the cancellation for no consideration of a number of shares of Class B Common Stock in connection with the redemption by the Reporting Person of an equal number of Common Units for Class A Common Stock.

**Remarks:**

/s/ Kevin G. Keenley,  
individually, as Attorney-in-  
Fact for Richard L. McNally, 08/19/2019  
and as Member of  
Fundamental Capital Partners,  
LLC

\*\* 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.