

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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 * | | | 2. Date of Event Requiring Statement (MM/DD/YYYY) | | 3. Issuer Name and Ticker or Trading Symbol | | |
| Walt Disney Co | | | 7/29/2020 | | FaceBank Group, Inc. [FBNK] | | |
| (Last) (First) (Middle) | | | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | |
| 500 SOUTH BUENA VISTA ST | | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) | | | | |
| (Street) | | | 5. If Amendment, Date Original Filed(MM/DD/YYYY) | | 6. Individual or Joint/Group Filing(Check Applicable Line) | | |
| BURBANK, CA 91521 | | | | | <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person | | |
| (City) (State) (Zip) | | | | | | | |

Table I - Non-Derivative Securities Beneficially Owned

| | | | |
|---------------------------------|---|--|---|
| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivate Security (Instr. 4) | 2. Date Exercisable and Expiration Date (MM/DD/YYYY) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|-----------------|---|----------------------------|--|---|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| Series AA Convertible Preferred Stock | (1) | (1) | Common Stock | 6630012 (2) | (1) | I | See footnote (3) |

Explanation of Responses:

- Each share of Series AA Convertible Preferred Stock of FaceBank Group, Inc. (the "Issuer") is convertible into two shares of Common Stock in connection with a bona fide transfer to a third party. Subject to such automatic conversion, the shares of Series AA Convertible Preferred Stock have no expiration date.
- Based on 38,684,136 shares of common stock of the Issuer outstanding as of July 2, 2020, as disclosed by the Issuer in its Form 10-Q filed with the Securities and Exchange Commission on July 6, 2020, The Walt Disney Company's holding of shares of Series AA Convertible Preferred Stock may be deemed to represent beneficial ownership of greater than 10% of the outstanding shares of Common Stock.
- TFCF America, Inc. is the direct holder of the shares of Series AA Convertible Preferred Stock reflected in this Form 3. TFCF America, Inc. is a wholly owned subsidiary of TFCF Corporation, which is a wholly owned subsidiary of Disney Enterprises, Inc., which is a wholly owned subsidiary of TWDC Enterprises 18 Corp., which is a wholly owned subsidiary of The Walt Disney Company.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Walt Disney Co 500 SOUTH BUENA VISTA ST BURBANK, CA 91521 | | X | | |
| DISNEY ENTERPRISES INC 500 SOUTH BUENA VISTA ST BURBANK, CA 91521 | | X | | |
| TWDC Enterprises 18 Corp. 500 SOUTH BUENA VISTA ST BURBANK, CA 91521 | | X | | |

| | | | | |
|--|--|---|--|--|
| TFCF Corp 500 SOUTH BUENA VISTA ST BURBANK, CA 91521 | | X | | |
| TFCF America, Inc 500 SOUTH BUENA VISTA ST BURBANK, CA 91521 | | X | | |

Signatures

The Walt Disney Company By: /s/ James Kapenstein Name: James Kapenstein Title: Associate General Counsel **8/10/2020**

 --Signature of Reporting Person Date

TWDC Enterprises 18 Corp. By: /s/ James Kapenstein Name: James Kapenstein Title: Senior Vice President **8/10/2020**

 --Signature of Reporting Person Date

Disney Enterprises, Inc. By: /s/ James Kapenstein Name: James Kapenstein Title: Vice President **8/10/2020**

 --Signature of Reporting Person Date

TFCF Corporation By: /s/ James Kapenstein Name: James Kapenstein Title: Senior Vice President **8/10/2020**

 --Signature of Reporting Person Date

TFCF America, Inc. By: /s/ James Kapenstein Name: James Kapenstein Title: President **8/10/2020**

 --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 5(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 control number.