Mid Cap Dividend Value Fund

To Our Shareholders,

For the quarter ended March 31, 2017, The Keeley Mid Cap Dividend Value Fund's net asset value ("NAV") per Class A share appreciated 3.0% versus a gain of 3.8% for the Russell MidCap Value Index.

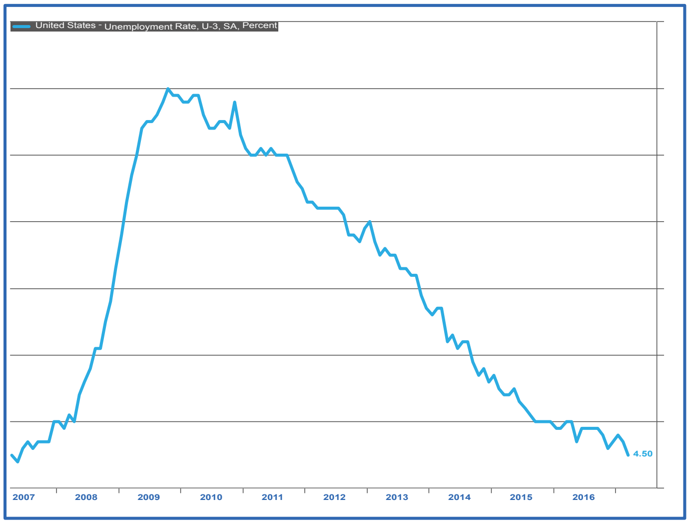
Commentary

Donald Trump's unexpected Presidential election victory ignited a rally in equities that continued through the first quarter and led the bull market into its eighth year. While investors spent much of the beginning of the year enthused about a more pro-business tone in Washington given policy expectations of tax reform, infrastructure spending, and an easing of regulatory burdens, the rally lost some steam toward the end of the quarter. Economic statistics remain favorable with the bulk of the evidence pointing to the first global synchronized economic upturn in some time. Sentiment indicators such as purchasing managers' indices and consumer confidence remain at high levels. Some of the hard data, such as employment and unemployment data are at near-record levels. These trends have continued in the U.S., but increasingly appear to be sustainable in Europe and Asia as well.

Market Performance

As of March 31, 2017	3 Months	YTD	1-Year
S&P 500 Index	6.1%	6.1%	17.2%
Russell 3000 Value Index	3.0%	3.0%	20.0%
Russell 3000 Index	5.7%	5.7%	18.1%
Russell 2500 Value Index	1.6%	1.6%	23.1%
Russell Midcap Value Index	3.8%	3.8%	19.8%
Russell 2000 Index	2.5%	2.5%	26.2%
Russell 2000 Value Index	-0.1%	-0.1%	29.4%
Bloomberg Barclays Agg. Bond Index	0.8%	0.8%	0.4%

U.S. Unemployment Rate (4/30/07 - 3/31/17)



Source: U.S. Bureau of Labor Statistics, Factset.

Despite these positive factors, investors began to pause toward the end of the quarter for several reasons. The most important of these is developments on the political front. The newly inaugurated Trump administration – still feeling its way around Washington – has been slow to gain traction. While it has taken some executive actions to reduce regulation, its relationship with Congress appears strained. This was

The performance reflected herein is for the Class A shares without load. *"Without load" does not reflect the deduction of the maximum 4.50% sales fee (load), which reduces the performance quoted. Past performance does not guarantee future results. The performance data quoted represents past performance and current returns may be lower or higher. The investment return and principal will fluctuate so that an investor's shares, when redeemed, may be worth more or less than the original cost. Current to most recent month-end performance data may be obtained at www.KeeleyFunds.com*

This summary represents the views of the portfolio managers as of 3/31/17. Those views may change, and the Fund disclaims any obligation to advise investors of such changes. For the purpose of determining the Fund's holdings, securities of the same issuer are aggregated to determine the weight in the Fund. Portfolio holdings are subject to change without notice and are not intended as recommendations of individual securities.

***The Fund's Inception date is October 1, 2011.**

Risks: Smaller and medium-sized company stocks are more volatile and less liquid than larger, more established company securities.

Prior to investing, investors should carefully consider the Fund's investment objective, risks, charges and expenses as detailed in the prospectus and summary prospectus. To obtain a prospectus or a summary prospectus, call us at 800.533.5344 or visit www.keeleyfunds.com. The prospectus/summary prospectus should be read carefully before investing.

exemplified when its efforts to repeal/replace the Affordable Care Act ran aground in March. How the administration fares with tax reform, which is the next major legislative item on the White House's agenda, could have meaningful implications for equity markets, which clearly already have priced in some expectations of tax relief in 2017.

The contrast between an economy that appears on solid footing and a government that does not, was reflected in the markets' actions. While the S&P 500 advanced more than 6%, the potential for a slowdown in the economy led the 10-year Treasury yield to decline from 2.6% to 2.3%. In addition, large cap stocks outperformed small caps due to more exposure to improving international economies and growth outperformed value. These trends were reversals from what occurred in the fourth quarter. In the first quarter, the Trump-related reflation trade came to an end (or at least paused), and, those corners of the market that had benefited from the Trump trade – and in particular, from ebullience over the likelihood of faster GDP growth – lagged, as markets rebased GDP growth expectations closer to 2% than 3%.

Even so, we view this economic environment as generally healthy for small- and mid-cap stocks. While the new administration is still transitioning, its agenda is very pro-growth and GDP growth should accelerate if its policies are implemented successfully. This has not gone unnoticed as evidenced by the strong move in the market since the election. This advance has taken valuations to levels that are well above average. In recognition, we remain very selective. We added one new stock in the quarter and deleted two. While valuation concerns drove one of the sales, the other was sold after on an acquisition announcement.

In looking at the drivers of first quarter performance, a couple of factors account for the slight underperformance. First, as is usually the case with the Fund, the ups and downs in individual stocks account for the performance difference. During the first quarter, the Financials sector was the leading detractor. This sector contributed strongly in the fourth quarter as several holdings benefited from the increase in interest rates and the expectation that the industry's regulatory burden will taper. In the first quarter, many of these stocks gave some ground as interest rates declined and the early returns on the new administration disappointed. The Fund also lagged in the very strong Information Technology sector; its holdings did not keep up with the 12.5% return of the sector, but were still up more than 7%. Industrials and Energy also detracted, while Utilities and Materials contributed positively for stock-specific reasons that we will discuss in the later in this commentary.

On the positive side, the Fund's small overweight in Information Technology and its small underweight in Energy both helped relative performance.

The top three performing stocks in the quarter were:

NRG Energy Inc. (NRG) is an independent producer of electricity with a portfolio of 44 GW (Gigawatts) of conventional generation and 4.8 GW of renewable assets, wholly-owned and through its controlling ownership in NRG Yield (NYLD). About a year ago, the company embarked on a debt and cost reduction plan that started to bear fruit as management delivered on most of their targets. Additionally, during the quarter, activist investor Elliott Management teamed up with private-equity investor Bluescape Energy to take a stake in NRG. The Executive Chairman of Bluescape is John Wilder, the former CEO of Texas Utilities (TXU), which he turned around and later sold. The activists have recommended two members to the board and laid out a plan for additional cost savings above the $500mm already achieved by existing management.

FMC Corporation (FMC) is a large specialty chemicals company with good market positions in the agricultural chemical, lithium, and health and beauty ingredients markets. On the last day of the quarter, FMC announced that it would buy the agricultural chemicals business that DuPont is selling to meet regulatory commitments to complete its merger with Dow Chemical. As consideration, FMC is selling its Health and Beauty business to DuPont and tendering some cash. We believe this transaction is positive for FMC from both a financial and a strategic standpoint. On the financial side, the deal boosts expected EPS by about 25%. The strategic rationale is that the acquisition will boost FMC's presence in its most attractive business. In addition, FMC will gain additional R&D capabilities and a good development pipeline. The stock reacted well to the announcement, but likely still has upside as the synergy expectations seem conservative.

Huntsman Corporation (HUN) is a chemical company with two loosely related businesses; specialty chemicals and titanium dioxide (TiO2). The specialty chemicals business is attractive because of its decent margins and diversified end markets. The TiO2 business is, however, highly volatile and thus Huntsman is in the process of spinning it off. Last year, this kind of transaction appeared to be a tall order as the TiO2 business was losing money, but pricing has moved up and brought profitability with it. The stock moved higher in the quarter as the TiO2 price increases took hold and Huntsman has delivered better earnings.

The bottom three performing stocks in the quarter were:

SM Energy Company (SM) is an exploration & production company operating primarily in the Permian and Eagle Ford basins in Texas. The company has been transforming its oil and gas portfolio from a highly diversified geographic model to one focused solely on the lowest cost Permian Basin. Currently, SM Energy is selling off non-core acreage in the Bakken (North Dakota) and part of the Eagle Ford to fund operations in the Permian basin where it sees higher margins. With this geographic mix change, cash margin per barrel is expected to climb to $23 per barrel in 2019 (when 80% of production will come from Permian operations), up from $13 in 2015. The stock had a rough quarter after its 4Q16 report due to confusing 2017 production guidance that included production from the non-core Bakken acreage that will be sold around mid-year. It appeared SM Energy would be the only US operator with declining production this year, however adjusting for the sale of the Bakken assets, production will be up on an apple to apples basis. The other issue for the company during the quarter was industry skepticism surrounding the eastern portion of its Howard County acreage. Data on potential productivity and returns will be available in May when SM Energy plans to drill its first well in Howard County, Texas. Once the non-core assets are sold, the story will become evident to investors looking to get Permian exposure at an inexpensive valuation.

HollyFrontier Corp. (HFC) is an independent refining company with plants in Oklahoma, Kansas, Wyoming, Utah, and New Mexico. Refining companies can benefit from wider spreads between the different grades of crude oil as well as from differentials between the price of oil and its component products (gasoline, diesel, jet fuel, and others). These spreads and differentials have been narrow for the last year on rising crude and product inventories. In addition, the U.S. Government's promotion of ethanol and other biofuels has impacted the refining profitability. At this point, we believe this cyclical industry is "bumping along the bottom". With U.S. crude production set to rise again, spreads should widen out. Also, the change in administration in Washington increases the likelihood that government policy regarding renewable fuels will change. With almost anything better for refiners than what exists today, this could also boost profitability.

DDR Corp. (DDR) is a real estate investment trust (REIT) that owns and leases power centers, which are shopping centers with big-box anchors. The retail REIT sector has been battered as investors have grown concerned about online shopping, store bankruptcies and closings, and higher interest rates. We are optimistic about the new leadership team that DDR hired during the first quarter, which is likely to sell some of the company's underperforming assets, including its Puerto Rico portfolio. These moves should simplify therir operations and allow management to focus on higher-value assets. Like other retail REITs, DDR trades at a very attractive valuation.

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Conclusion

We remain focused on uncovering companies with stable to rising dividends yet are undervalued relative to the market and to their peers. As discussed before, we do not chase yield. Rather, we use the payment of a dividend as a sign of financial strength and of management's commitment to shareholders. We believe our portfolio constructed of dividend-paying stocks will offer investors a Fund with attractive risk-adjusted returns over time. We thank you for your investment in the KEELEY Mid Cap Dividend Value Fund and will continue to work hard to justify your confidence and trust.

Mid Cap Dividend Value Fund

The Fund's adviser has contractually agreed to waive a portion of its management fee or reimburse the Fund if total ordinary operating expenses during the current fiscal year as a percentage of the Fund's average net assets exceed 1.29% for Class A Shares and 1.04% for Class I Shares. The waiver excludes expenses related to taxes, interest charges, dividend expenses incurred on securities that a Fund sells short, litigation and other extraordinary expenses, brokerage commissions and other charges relating to the purchase and sale of portfolio securities. The waiver is in effect through January 31, 2018 and neither the Fund's adviser nor the Fund can discontinue the agreement prior to its expiration. **The expense ratios presented herein are for the Class A shares.

AVERAGE ANNUAL TOTAL RETURNS (as of 3/31/2017)

	KMDVX No Load	KMDVX Load	Russell Midcap Value
1 Year	23.18%	17.65%	19.82%
5 Year	13.94%	12.90%	14.07%
Since Inception**	17.11%	16.13%	18.49%

Expense Ratio (Gross)**	1.53%
Waiver/Expense Reimbursement**	-0.23%
Expense Ratio (Net)**	1.30%

Stocks of smaller cap companies tend to be more volatile and less liquid than those of large cap companies.

Top Ten Holdings (Percent of Net Assets)
March 31, 2017

Name	Weight (%)	Name	Weight (%)
Lincoln National Corporation	2.34%	Vulcan Materials Company	2.07%
Air Lease Corporation	2.24%	CIT Group, Inc.	2.06%
Comerica, Inc.	2.16%	NRG Energy, Inc.	2.06%
Computer Sciences Corporation	2.14%	FMC Corporation	2.03%
Iron Mountain, Inc.	2.14%	BOK Financial Corporation	2.01%

Performance attribution is commonly used to measure the quality of the separate decisions that go into the management of an investment portfolio compared to a benchmark index. This analysis tries to isolate the effect and measure the return contribution of market allocation, which analyzes the positive/negative impact of a portfolio's allocation to groupings such as geographic regions or market sectors, and stock selection, which analyzes the positive/negative impact of the portfolio manager's security ownership and weighting decisions within a wider grouping. The performance attribution data in this quarterly commentary was prepared by Keeley-Teton Advisors, LLC ("Keeley Teton") using the following constraints: (1) Fund portfolio holdings are as of the beginning of each day; index constituents are as of the end of the day. That means that the Fund's holdings are not included until the day after acquisition (when it is included in the portfolio as of the beginning of the next business day), and a portfolio holding that is sold is included in the analysis through the end of the day on which it is sold, and that the values at which securities are included in the analysis are the values as of the beginning of the day. For the index, securities are included at their values at the end of the day. (2) The securities' values used in the analysis are the prices used by Keeley Teton in its internal records for the Fund and the prices used by the index provider for the benchmark index. If a price from either of those sources is unavailable, pricing information from FactSet is used. Pricing information from the index provider or from FactSet may differ from the pricing information used by Keeley Teton. (3) Sector and/or industry classifications may change over time. The attribution information provided in this commentary includes summaries of attribution by market sector. Attribution is not precise and should be considered to be an approximation of the relative contribution of each of the sectors considered. The information on performance by sector reflects the aggregated gross return of the Fund's securities. Contributions to the Fund's performance by sector (computed as described above) were compared against the contributions to the aggregate return of the stocks comprising the index, by sector, as reported by FactSet Databases. Holdings returns for this commentary are calculated as total returns, which reflect any dividends or income earned during the period. Prior to September 30, 2016, holdings returns were based upon price percentage change.

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Data provided for performance attribution are estimates based on unaudited portfolio results. Performance contributors and detractors were not realized gains or losses for the Fund during the quarter. Market performance presented solely for informational purposes. The S&P 500 Index is designed to act as a barometer for the overall U.S. stock market. The index is unmanaged, consisting of 500 stocks that are chosen on the basis of market size, liquidity, and industry grouping. The S&P 500 is a market value weighted index with each stock's weight in the index proportionate to its market value. The Russell 2000® Value Index is an unmanaged index that measures the performance of the small-cap value segment of the U.S. equity universe and includes those Russell 2000 companies with lower price-to-book ratios and lower forecasted growth values. The Russell 2000® Index is an unmanaged index that measures the performance of the smallest 2,000 companies by market capitalization of the Russell 3000® Index. The Russell 2500® Value Index is an unmanaged index that measures the performance of the small to mid-cap value segment of the U.S. equity universe and includes those Russell 2500 companies with lower price-to-book ratios and lower forecasted growth values. The Russell 2500® Index is an unmanaged index that measures the performance of the 2,500 smallest companies by market capitalization of the Russell 3000® Index. The Russell Midcap® Value Index is an unmanaged index that measures the performance of the mid-cap value segment of the U.S. equity universe and includes those Russell Midcap companies with lower price-to-book ratios and lower forecasted growth values. The Russell Midcap® Index is an unmanaged index that measures the performance of the 800 smallest companies by market capitalization of the Russell 1000® Index. The Russell 1000® Index is an unmanaged index that measures the performance of the 1,000 largest companies by market capitalization of the Russell 3000® Index. The Russell 3000® Value Index is an unmanaged index that measures the performance of the broad value segment of the U.S. equity universe and includes those Russell 3000 companies with lower price-to-book ratios and lower forecasted growth values. The Russell 3000® Index is an unmanaged index that measures the performance of the 3,000 largest U.S. companies by market capitalization.The Barclays U.S. Aggregate Bond Index is a broad-based benchmark that measures the investment grade, U.S. dollar-denominated, fixed-rate taxable bond market, including Treasuries, government-related and corporate securities, MBS (agency fixed-rate and hybrid ARM passthroughs), ABS, and CMBS. These Index figures do not reflect any deduction for fees, expenses or taxes, and are not available for direct investment. Securities in the Fund may not match those in the indexes and performance of the Fund will differ. The KEELEY All Cap Value Fund, KEELEY Small-Mid Cap Value Fund, KEELEY Small Cap Value Fund, KEELEY Small Cap Dividend Value Fund and KEELEY Mid Cap Dividend Value Fund are distributed by G.distributors, LLC.

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