KEELEY Funds

Small Cap Value Fund

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 6/30/17. 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, 1993.**

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.

To Our Shareholders,

For the quarter ended June 30, 2017, the Keeley Small Cap Value Fund's net asset value ("NAV") per Class A share declined by 1.63% versus a gain of 0.67% for the Russell 2000 Value Index.

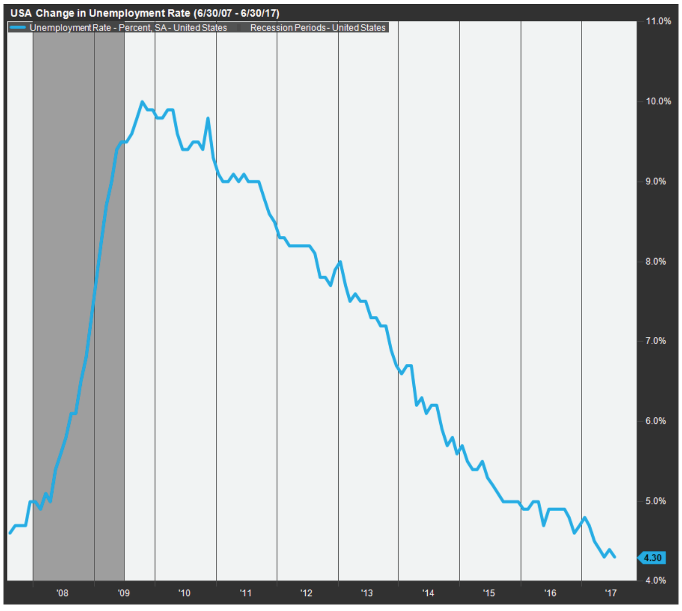
Commentary

With fits and starts, the domestic economy grew steadily in the second quarter of 2017. Although job growth reports during the quarter were muted, with March and May nonfarm payrolls falling short of consensus estimates, the April report presented a rosier picture. The general choppiness in this data injected confusion for investors about the overall direction of the economy. Meanwhile, the Federal Reserve Board maintained its stance to raise the Federal Funds target rate despite inflation remaining below the Fed's 2% long-term goal. Beyond macroeconomic data, President Trump's first full calendar quarter in the White House was replete with turmoil, and his ambitious agenda of tax cuts, healthcare reform, increased infrastructure spending and reduced regulation remained in limbo amid bipartisan opposition to healthcare reform and general political gridlock. Additionally, public and media focus on non-legislative issues involving the President and his advisors also proved distracting. While there remains an opportunity for Congress to enact some of the President's agenda, the economic data and the lack of action in Washington together raise some concern about U.S. GDP growth looking ahead. During the quarter, large-cap stocks generally outperformed small-cap stocks and growth stocks generally outperformed value stocks. The stronger performance from large-cap stocks, with their wider margins, better returns on invested capital and stronger balance sheets, may suggest

Market Performance

As of June 30, 2017	3 Months	YTD	1-Year
S&P 500 Index	3.1%	9.3%	17.9%
Russell 3000 Value Index	1.3%	4.3%	16.2%
Russell 3000 Index	3.0%	8.9%	18.5%
Russell 2500 Value Index	0.3%	2.0%	18.4%
Russell Midcap Value Index	1.4%	5.2%	15.9%
Russell 2000 Index	2.5%	5.0%	24.6%
Russell 2000 Value Index	0.7%	0.5%	24.9%
Bloomberg Barclays Agg. Bond Index	1.5%	2.3%	-0.3%

USA Change in Unemployment Rate (6/30/07 - 6/30/17)



Source: U.S. Bureau of Labor Statistics, Factset. Grey represents recession periods.

investors are becoming more concerned about U.S. GDP growth. In addition, stocks with greater international exposure generally bested those with no business overseas, offering further evidence that investor worries over the domestic economy may be causing them to shift assets to companies with exposure to geographies that are less correlated to the U.S. While we believe that the economic outlook contains many cross-currents, we acknowledge that a return to investor bullishness towards domestic small-cap stocks would require new signals in the near-term. It remains to be seen whether this will come in the form of improved nonfarm payroll data, higher corporate spending or movement on stalled legislation in Washington.

Sector allocation had a positive effect in the quarter as we were overweight two of the top three performing sectors, Industrials (+5%) and Consumer Discretionary (+4%), and underweight Consumer Staples (-8%), one of the bottom three performing sectors. We have historically found more restructuring, value ideas in mature Industrials and Consumer Discretionary areas and less so in the relatively highly-valued Staples sector. Stock selection led to positive relative attribution in the Financials, Materials and Healthcare sectors. Within Financials, outperformance was led by two of our more recent positions, Opus Bank (OPB +20%) which is currently executing a turnaround strategy, and Donnelly Financial (DFIN +19%) which is benefitting from stronger capital markets activity in 2017. Kaiser Aluminum (KALU +11%) led the way in Materials as strong 1Q 2017 results imbued confidence that prior quarter earnings miss was due to a temporary inventory build. Lastly, Alere (ALR +26%) and Ensign Group (ENSG +16%) contributed to the positive selection within Healthcare. After a contentious courtship, Abbott Labs finalized its acquisition of Alere, while Ensign Group projected confidence that operational issues within its Texas acquisition are under control.

Energy names underperformed in the current quarter as oil entered the quarter north of $50 per barrel and sold off to the low $40's before recovering to the mid-$40's by quarter end. The oil market is generally over supplied and risks being dependent on OPEC to continue to limit their output. This over supply scare seems to have effected all energy exposed securities including Basic Energy Services (BAS), Superior Energy Services (SPN), and SRC Synergy (SRCI). However, positive stock selection offset the sector's 20% decline resulting in no negative impact to the Fund's relative performance.

With heightened expectations and U.S. GDP growth uncertainty prompting fickle market behavior, a number of our best performing stocks from the first quarter of 2017 gave back their gains and weighed heavily upon relative returns in the quarter. Shifting views towards the pace of advertising spend drove reversals in two media related names: OUTFRONT Media (OUT) was up 7% in 1Q 2017 but down 12% in the current quarter and Nexstar Media (NXST) gave up 14% in the current quarter after an 11% return in 1Q 2017. Within the Real Estate sector, the announcement of accretive, strategic announcements was not enough to hold the 1Q gains marked by Sabra Healthcare (SBRA) (up 15% in 1Q 2017 but down 12% in the current quarter) and Kennedy-Wilson (KW) (up 4% in 1Q 2017 but down 14% in the current quarter). Similarly, within the Technology sector, Diebold (DBD) was up 22% in 1Q 2017 but down 8% in the current quarter, Knowles (KN) was up 13% in 1Q 2017 but down 11% in the current quarter, and Verint (VRNT) was up 23% in 1Q 2017 but down 6% in the 2nd quarter. None of these companies reported a material change to their long-term outlook which might alter our fundamental investment theses for these names. The outlook remains favorable, despite some profit taking during the quarter.

We remain cautiously optimistic regarding our outlook on the second half. We think the U.S. will continue to work on normalizing rates, though at a slow, controlled pace as inflation is still well-below the Fed's target despite strong employment. The market continues to move forward on the economy's apparent strength regardless of expectations regarding the passage of President Trump's policy agenda. We believe that any reduction in corporate tax rates would be most beneficial to the small-cap companies in which we invest given their domestic focus. This might also increase merger and acquisition activity due to clarity on tax policy. With little stimulus from Washington, the U.S. economy should continue to grow in the low single digit range as the global economy heals.

Small Cap Value Fund

A focus which returns to company fundamentals and the ability of individual companies to accelerate their growth profile in this environment should benefit active management and our restructuring driven approach.

Contributors and Detractors

The top three performing stocks in the quarter were:

Opus Bank (OPB) is a banking and financial services company offering checking and savings accounts, deposits, loans, mortgages, treasury, cash and wealth management, and real estate loans. With its strong California presence, the company experienced tremendous loan growth as they entered the technology loan market via the hiring of a new Chief Credit Officer in August 2011. As a result of this growth, the Chief Credit Officer was promoted to President of the bank, however, the cost of that growth was bad loans. We became interested in Opus after the company announced it was exiting the technology loan market, firing its President, writing down its loan book, and hiring a new Chief Credit Officer. We continue to see significant upside potential as the company leverages its strong capital base and refocuses back on its core business.

Ensign Group (ENSG) is a provider of healthcare services in the traditional skilled nursing, assisted living, and home health and hospice segments operating more than 200 facilities in fourteen states. The company, which built itself through an aggressive acquisition program, experienced uneven results from one of last year's larger acquisitions in Texas leading Ensign to become a bottom performer in the first quarter. We viewed these issues as short-term, as Ensign management is considered by many to be one of the best operators in the industry. The company has since reported some improvement during the quarter and has re-engaged in its acquisition program. This has given us confidence that their operations are back on track.

John Bean Technologies (JBT) is a technology solutions provider to the food, beverage, and air transportation industries. It operates two business segments: JBT FoodTech and JBT AeroTech. FoodTech designs, manufactures and services food processing systems used for fruit juice production, frozen food production, in-container food production, automated systems and convenience food preparation by the food industry. AeroTech designs, manufactures and services airport ground support and gate equipment and provides services for airport authorities, airlines, airfreight, and ground handling companies. As the global middle class continues to grow, increasing demands for safety and better yields are being placed on food companies. JBT has been the leading consolidator in this highly-fragmented market, and it has been very successful making accretive acquisitions that leverage its technological expertise and global reach. Similarly, the growing global middle class is increasing demand for air travel benefitting the AeroTech group. As these two businesses continue to grow, there also exists the possibility of a separation sometime in the future.

The bottom three performing stocks in the quarter were:

Nexstar Broadcasting (NXST) is a television broadcast company operating in medium-sized markets in the United States. The stock was the second best contributor in the first quarter as it completed a merger with Media General. Although the company beat first quarter estimates, reiterated that it would meet or exceed full year free cash flow guidance of $12 per share, and was ahead of plan in achieving merger synergies, the stock has been under pressure due to a weaker than expected start for national advertising spend. Despite this pressure, we continue to believe Nexstar is very attractive trading at a 20+% free cash flow yield with many value enhancing options such as debt reduction, return of capital to shareholders through dividends and share buybacks, and/or participation in further industry consolidation as the new FCC administration plans to reduce ownership caps.

OUTFRONT Media (OUT) is one of the leading providers of leasing services of outdoor advertising structures across the United States, Canada and Latin America. Its asset portfolio consists primarily of billboards in large cities as well as ad displays for municipal transit authorities. The stock was impacted when management lowered second quarter guidance due to weaker national advertising trends and said that the NYC Metropolitan Transit Authority contract renewal decision would made after June 30th. Advertisers claim political uncertainty caused a pause in ad spend at the start of the year, and the strong upfront TV ad spend recently reported is showing a pickup. We remain very positive on the stock as it is still early in the transformation from analog to digital ads and the use of outdoor billboards for better wireless network coverage, both of which drive higher revenues with little incremental cost.

Kennedy Wilson (KW) is a vertically integrated global real estate investments and services firm that is involved in every aspect of real estate – investment management, property services, auction, conventional sales, brokerage, and research. It raises money from its partners, invests alongside them and collects fees for the transactions and fees for managing the properties. KW's success lies in its ability in making strategic deals that can add value to its portfolio while also adding recurring income streams. The management team has built an expertise of being very astute buyers of real estate assets by purchasing the troubled loans from distressed lenders. Kennedy Wilson entered the UK/Ireland market in 2011 by acquiring $1.8bn of troubled real estate from the Bank of Ireland, and later took this entity, Kennedy Wilson Europe (KWE), public in 2014 retaining a 17.7% interest. With the decision for BREXIT, KWE traded down despite limited exposure to the UK and London. Management, feeling KWE was being significantly undervalued, increased their ownership stake to 24% via open market purchases, and then subsequently decided to acquire the remaining portion of KWE for stock, which has led to arbitrage trading pressure on the stock. Once the transaction is complete, we believe the cost savings and a simplified structure will enable the stock to outperform and close the discount to its net asset value.

Conclusion

We are cautiously optimistic for the remainder of 2017 and feel that a more rational market will recognize the value inherent in our restructuring stories. We remain bottom-up, value-oriented stock pickers, committed to uncovering mispriced equities of companies undergoing some type of restructuring action to unlock hidden value. Thank you for investing in the Keeley Small Cap Value Fund. We appreciate your confidence and trust and will continue to invest alongside you as shareholders of the Fund.

Small Cap 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 1.39% for Class A Shares and 1.14% 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 6/30/2017)

	KSCVX No Load	KSCVX Load	Russell 2000 Value
1 Year	15.89%	10.68%	24.86%
5 Year	10.26%	9.25%	13.39%
10 Year	3.45%	2.97%	5.92%
Since Inception**	10.83%	10.62%	10.13%

Expense Ratio (Gross)**	1.42%
Waiver/Expense Reimbursement**	-0.02%
Expense Ratio (Net)**	1.40%

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)
June 30, 2017

Name	Weight (%)	Name	Weight (%)
Air Lease Corporation	3.16%	BOK Financial Corporation	2.68%
OUTFRONT Media Inc.	3.03%	Opus Bank	2.59%
Nexstar Media Group, Inc.	2.83%	Black Hills Corporation	2.37%
Hilltop Holdings Inc.	2.81%	Kennedy-Wilson Holdings, Inc.	2.31%
John Bean Technologies Corporation	2.75%	ALLETE, Inc.	2.28%

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.

KEELEY Funds

Small Cap Value Fund

The Global Industry Classification Standard ("GICS") was developed by and is the exclusive property and a service mark of MSCI Inc. ("MSCI") and Standard & Poor's, a division of The McGraw-Hill Companies, Inc. ("S&P") and is licensed for use by Keeley Teton. Neither MSCI, S&P nor any third party involved in making or compiling the GICS or any GICS classifications makes any express or implied warranties or representations with respect to such standard or classification (or the results to be obtained by the use thereof), and all such parties hereby expressly disclaim all warranties of originality, accuracy, completeness, merchantability and fitness for a particular purpose with respect to any of such standard or classification. Without limiting any of the foregoing, in no event shall MSCI, S&P, any of their affiliates or any third party involved in making or compiling the GICS or any GICS classifications have any liability for any direct, indirect, special, punitive, consequential or any other damages (including lost profits) even if notified of the possibility of such damages

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.

KEELEY Funds
Direct Shareholders: 888-933-5391
Investment Professionals: 800-422-2274
National Accounts: 800-533-5344
info@keeleyfunds.com

Distributed By:
G.distributors LLC
Member FINRA/SIPC
800-422-2274