



Small-Mid 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 9/30/2020. 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 August 15, 2007.

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 September 30, 2020, the Keeley Small-Mid Cap Value Fund's net asset value ("NAV") per Class A share rose 4.49% compared with a 3.54% gain for the Russell 2500 Value Index. For the year-to-date, the Fund is now down -22.39% compared with an -18.39% fall for the benchmark.

Commentary

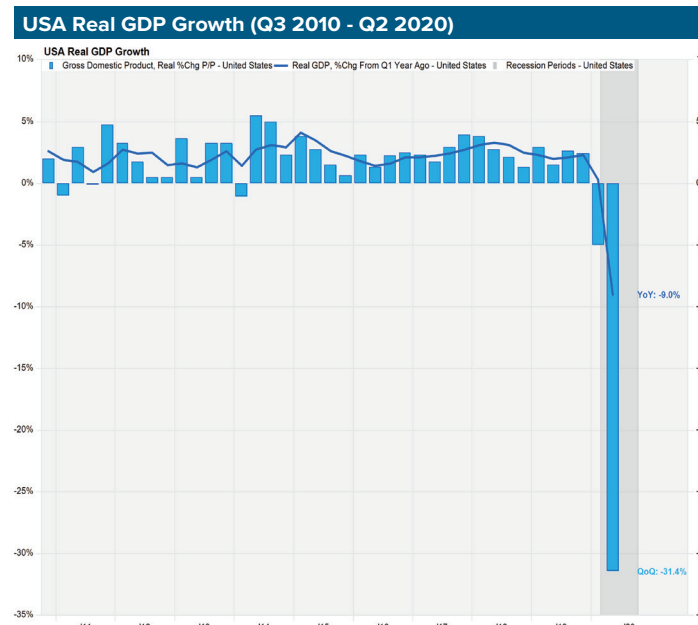
The market continued its recovery in the third quarter in tandem with the economy. It should not be a big surprise that the economy rebounded sharply given that the second quarter fall was so severe and the reason for the decline was transient. Second quarter GDP declined at a staggering 31.4% annualized rate, the worst ever. The good news

is that the Atlanta Fed's latest GDPNow reading is for third quarter GDP to increase at a 35.3% seasonally adjusted annualized rate, an impressive snap-back.

We see confirmation of this recovery in a wide variety of economic statistics: The unemployment rate rose to 14.7% in April, but has since receded each month since to September's 7.9% reading. Industrial Production fell 16.5% in April, but only 7.7% in August. The ISM (Institute of Supply Management) Index plunged to 41.5 in April but bounced to 55.4 in the September report. The positive data points include Consumer Confidence, Retail Sales, Trade, and other measures. The most interesting data point is Home Sales, which are actually above pre-COVID levels. The stock market has shown an equally impressive rebound. Using the Russell 3000 Index as the benchmark, the market fell 35% between its peak on February 19 and its trough on March 23. It then staged a 54% rally to make a new high on August 21 and closed the quarter a little lower than that, but still up 53% from the lows.

Market Performance			
As of September 30, 2020	3 Months	Year-to-Date	1-Year
S&P 500 Index	8.9%	5.6%	15.1%
Russell 3000 Value Index	5.4%	-12.2%	-5.7%
Russell 3000 Index	9.2%	5.4%	15.0%
Russell 2500 Value Index	3.5%	-18.4%	-12.6%
Russell Midcap Value Index	6.4%	-12.8%	-7.3%
Russell 2000 Index	4.9%	-8.7%	0.4%
Russell 2000 Value Index	2.6%	-21.5%	-14.9%
Bloomberg Barclays Agg. Bond Index	0.6%	6.8%	7.0%

Source: eVestment.



Source: U.S. Bureau of Economic Analysis, Factset. Grey represents recession periods.

The gains in the market have been



Small-Mid Cap Value Fund

driven by an increasingly narrow set of mega cap growth stocks. Because of their weight in the indices, they drive the overall performance of the Index. Most stocks, however, have been left behind. As of the end of the third quarter, 70% of the stocks in the Russell 3000 Index remained below their February highs and 45% of them were at least 20% below those levels. If we take this analysis a little further, 80% of the stocks in the Russell 2000 Value Index have not regained their February price level and 58% are down more than 20%. At the other end of the spectrum, only 37% of Russell Top 200 Growth stocks are below the February level and only 4% are down more than 20%. This has widened the valuation spread between the returns of large cap stocks and those of small cap stocks as well as between growth stocks and value stocks. Through the first three quarters, the spread between growth and value has been a mid-twenties percentage for small caps and mid-caps and almost 38% for large caps! This valuation gap is a rare historical occurrence though the performance spread between growth and value for small caps and midcaps in 1999 was 45% and 51%, respectively.

However, given the historically wide valuation gap between value and growth, we are witnessing early stages of a rotation back to undervalued equities as evidenced by the strong performance in the quarter by industrial and cyclical stocks. As bottom up, fundamental research driven investors, we seek to purchase the inefficiently priced equities of excellent companies selling at discounts to their intrinsic value, based on their underlying asset values, earnings and cash flows. While the 2020 and 2021 macro outlooks are diminished, the longer-term prospects for many of our companies remain attractive. It is our job to research and invest in these best of breed companies selling at discounts to their intrinsic value.

Portfolio Review

The Fund's second quarter rebound continued into the third quarter as it outperformed its benchmark. While some of the Fund's sector overweight's and underweights had an impact, they netted out to very little impact. A significant overweight in the Industrial sector and an underweight in Real Estate helped results while an underweight in the Consumer Discretionary sector hurt results.

The impact from Stock Selection was most positive in the Industrial sector followed by Real Estate and Health Care, while holdings in the Materials and Energy sectors lagged those of the Index.

- All of the Fund's top three contributors were in the Industrial sector: Chart Industries, Copart, and Fortune Brands Home and Security. The Fund had other winners amongst its fourteen holdings, but those three contributed all of the outperformance and are discussed individually later in this update.
- Real Estate was a sector where the Fund was able to eke out gains despite a general decline in stocks in the sector. Casino owners VICI Properties and Gaming and Leisure Properties accounted for all of the performance as they were able to demonstrate the resilience of their business by collecting on 100% of their rents despite the impact of the COVID-19 pandemic on their tenants.
- The Fund's holdings in the Health Care sector outpaced those of the Index on the strong gains in Ensign Group and Laboratory Corporation of America. Ensign was particularly strong as it performed well in light of the COVID-19 pandemic disruptions.
- Holdings in the Materials sector generated the most negative contribution relative to the benchmark. This was largely due to weakness in Kaiser Aluminum. The economic slowdown took a toll on its shipments to key aerospace and automotive customers. While auto seems to be rebounding, the continued uncertainty about the timing and pace of a recovery in the airline industry and the recertification of the Boeing 737-Max remain overhangs.



Small-Mid Cap Value Fund

• Stock Selection in the Energy sector was a slight detractor to performance. The Fund's holdings favored Permian Basin operators. High crude inventories and choppy oil price action drove the weakness in these stocks.

During the quarter, the Fund added eight new positions and eliminated nine holdings. This is a higher level of turnover than the Fund has experienced in recent years. We sold out of some stocks where we had less conviction, they have been replaced by new holdings that are earlier in their restructuring phase and which we believe offer more potential. In addition, we have conducted some interesting research on additional types of restructuring ideas that we believe creates new opportunities for the Fund.

Let's Talk Stocks

The top three contributors in the quarter were:

Fortune Brands Home & Security (FBHS - \$86.52 - NYSE) is one of the leading manufacturers of products used in new home construction and repair & remodel with strong market positions in cabinets and plumbing products. Fortune Brands is a key beneficiary of the pandemic-induced dislocations as consumers shifted spending to home repair and remodel driving strong growth and profitability in the company's flagship plumbing brand Moen and composite decking Fiberon business. The improvement in new home construction should drive improvement in the cabinets segment as the value-priced offerings have performed well in this environment. The near-term outlook and underlying trends remain favorable.

Chart Industries (GTLS - \$70.27 - NASDAQ) is the leading provider of cryogenic solutions for industrial gas, energy and biomedical customers around the globe. The stock performed well due to outstanding second quarter results which benefitted from increased sales for critical care customers due to COVID-19 pandemic. Furthermore, Chart's order book broadened as stimulus packages passed in various nations accelerated funding for renewable energy projects to which Chart supplies equipment. The company also divested a non-core health care related business and announced a partnership with First Element Fuels to develop hydrogen fueling solutions for a growing number of applications.

Copart, Inc. (CPRT - \$105.16 - NASDAQ) is the global leader in online vehicle auctions. During the third quarter, Copart reported a very strong earnings release, with especially robust profitability. Copart enjoyed record growth in average selling prices and strong vehicle sales growth overseas and also held the line on costs. In addition, the used car market was especially strong during the pandemic, as new car manufacturing ground to a halt. That sent used car prices up 12% in July. Copart's online auction platform is stronger than ever, and the company is well positioned to perform well whether there are further shutdowns or not. If there are more shutdowns, used vehicle demand should continue to be strong and more vehicles will be totaled from faster and more distracted driving. If the gradual recovery continues, miles driven should continue to rise, which means more collisions as well.

The three largest detractors in the quarter were:

Diamondback Energy (FANG - \$30.12 - NASDAQ) is a Texas-based exploration and production company with a large footprint in the prolific Permian Basin. Results for the second quarter were disappointing due to the first quarter collapse in oil prices. This saw the company unable to generate free cash flow despite dramatically slowing its cadence for well completions. The company sees much lower capital spending in the second half of the year and into 2021. This should allow it to generate a healthy amount of free cash flow while keeping production flat and reducing costs. FANG remains committed to its dividend, which is currently close to a 5% yield.

WEX Inc. (WEX - \$138.97 - NYSE) is a leading provider of industry-specific payment platforms with a focus on



Small-Mid Cap Value Fund

transportation, travel, and health care. The stock fell in response to much weaker than expected second quarter earnings. While the Health Care business performed well, the travel business has been hurt significantly by the slowdown from the COVID-19 pandemic. The Transportation business, the company's largest, is seeing positive trends, but costs were relatively fixed so the decline in second quarter revenues produced an outsized impact on earnings. In addition, the company is in the midst of a contentious lawsuit to try to terminate a merger it planned before the impact of COVID-19 appeared.

Delek US Holdings (DK - \$11.13 – NYSE) owns and operates four refineries in TX, LA and AR and 250 retail gas stations in several Southern states as well as partnership interests in several midstream pipeline projects. The quarter was extremely challenging with a collapse in oil prices having a severe impact on refining profitability at a time when the company was investing in its midstream projects. This had a negative impact on earnings and free cash flow. A recent announcement by the governor of California which set a 2035 deadline for essentially banning internal combustion engine vehicles also did not help sentiment for the group. In response, Delek is aggressively reducing costs and has made moves to simplify its structure.

Conclusion

In conclusion, thank you for your investment in the KEELEY Small-Mid Cap Value Fund. We will continue to work hard to earn your confidence and trust.

October 14, 2020



Small-Mid 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 February 28, 2021 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 9/30/2020)

	KSMVX No Load	KSMVX Load	Russell 2500 Value
1 Year	-14.91%	-18.72%	-12.62%
5 Year	3.46%	2.52%	4.65%
10 Year	7.91%	7.42%	8.01%
Since Inception**	5.06%	4.69%	5.47%
Expense Ratio (Gross)**		1.53%	
Waiver/Expense Reimbursement**		-0.13%	
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) September 30, 2020

Name	Weight (%)	Name	Weight (%)
Copart, Inc.	3.42%	John Bean Technologies Corporation	2.31%
Fortune Brands Home & Security, Inc.	2.78%	American Water Works Company, Inc.	2.26%
Nexstar Media Group, Inc. Class A	2.63%	Chart Industries, Inc.	2.15%
KBR, Inc.	2.54%	Air Lease Corporation Class A	2.02%
ESCO Technologies Inc.	2.36%	Black Knight, Inc.	1.98%

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.



Small-Mid 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 Small-Mid 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: 800-422-2274
Investment Professionals: 800-422-2274
National Accounts: 800-533-5344
info@keeleyfunds.com

Distributed By:

G.distributors LLC
Member FINRA
800-422-2274