KEELEY Funds

Mid Cap Dividend Value Fund

Important Risk Information

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 9/30/2022. 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. Dividend paying investments may not experience the same price appreciation as non-dividend paying investments. Portfolio companies may choose not to pay a dividend or it may be less than anticipated.

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, 2022, the Keeley Mid Cap Dividend Value Fund's net asset value ("NAV") per Class A share fell 3.8% compared to the 4.9% decline in the Russell Mid Cap Value Index. This marked the third consecutive quarter of relative outperformance and brought year-to-date returns to -16.2% versus a 20.4% decline in the benchmark.

Commentary

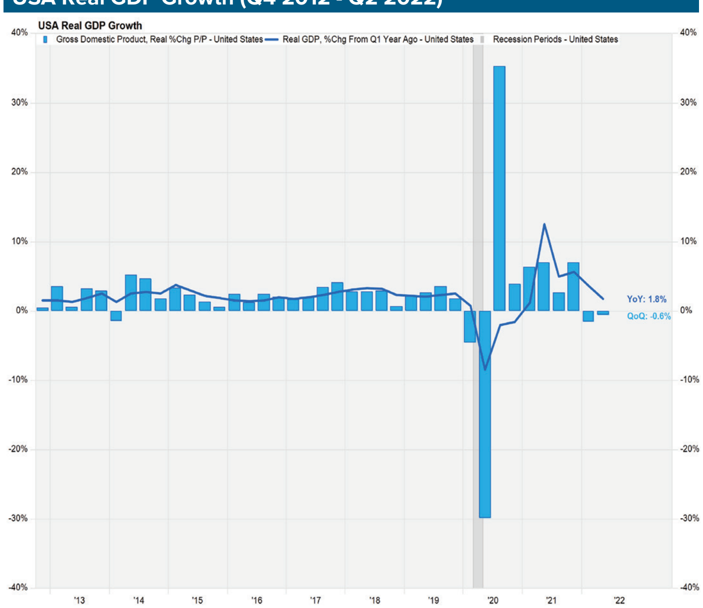
After a very strong start, the market rolled over in August and fell further in September to end down for the quarter. At the end of the quarter, the market was testing the June lows. During the quarter, stocks declined less than bonds, small caps outperformed large caps, stocks of unprofitable companies did better than companies that make money, and non-dividend-payers outperformed dividend payers. Within the fixed income markets, high yield bonds outperformed Treasuries. In all these cases, riskier assets outperformed less risky assets.

Market Performance

As of September 30, 2022	3 Months	YTD	1-Year
S&P 500 Index	-4.9%	-23.9%	-15.5%
Russell 3000 Value Index	-5.6%	-18.0%	-11.8%
Russell 3000 Index	-4.5%	-24.6%	-17.6%
Russell 2500 Value Index	-4.5%	-20.4%	-15.4%
Russell Midcap Value Index	-4.9%	-20.4%	-13.6%
Russell 2000 Index	-2.2%	-25.1%	-23.5%
Russell 2000 Value Index	-4.6%	-21.1%	-17.7%
Bloomberg Barclays Agg. Bond Index	-4.8%	-14.6%	-14.6%

Source: eVestment.

USA Real GDP Growth (Q4 2012 - Q2 2022)



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

According to the Federal Reserve Board's Summary of Economic Projections the governors expect the Fed Funds rate to end between 4.25% and 4.50% this year and 4.50% and 4.75% next year. While there are a lot of paths to get there, the Fed has been aggressive in boosting rates in 75bps increments thus far. If they stay on this path, we should expect a couple more hikes this year of similar size and maybe a little more next year. The goal of this rate hiking program is to slow demand in order to reduce inflation and prevent inflationary expectations from becoming entrenched.

Unfortunately, many of the current drivers of inflation may not be responsive to monetary policy unless rates move high enough to cause a recession. After all, higher rates don't end the war in Ukraine which might increase the supply of Russian oil and gas. They also do not remove the bottlenecks to the export of grain from Russia and Ukraine which would reduce food inflation. On the positive side, much of the rate of price increase has been driven by these and other transient factors. Even if those factors do not reverse, their impact will eventually work its way through supply chains and later be anniversaried. This should begin to happen early next year. In addition, many commodity prices have begun to retreat. Crude oil was off more than 20% in the third quarter and will be down on a year-over-year basis by the end of January if prices stay at this level. Metals and some agricultural commodities also declined in the third quarter. Finally, job openings have trended lower over the past several months suggesting labor market tightness may be easing. With signs pointing to a slowdown in the economy, it seems increasingly possible to us that the Fed may have to pause its rate increase campaign and assess the impact of increases thus far on the economy and inflation sometime in the first half of next year.

We think that the conditions as they stand today, however, create the potential for better outcomes than we have seen in the past. First, unemployment is very low and job openings are very high. This might mean that employees furloughed from one position can find new jobs quickly. Second, there are few obvious signs of excesses that need to be unwound, unlike during the popping of the Housing Bubble in 2008 or the Internet Bubble in 2000. This leaves the financial system in better condition to support the economy. In addition, household liquidity is still relatively strong.

Through the first nine months, the S&P 500 declined nearly 25%. With forward earnings estimates up slightly, the index's P/E ratio contracted from 21.5x at year-end to 15.2x on September 30. This puts it below the 16.2x average since 1999. While this is not far from the lows in September 2002 (14.7x), it is well above the lows in 2009 (10.7x).

We think conditions look more like the early 2000 bear market, rather than the 2008 financial crisis . At this point, much of the valuation contraction has already occurred. Earnings expectations likely have to come down, but they already have in many sectors. Indeed, if not for commodity-driven upward revisions in Energy sector earnings, estimates for the S&P 500 would be about 5% lower than at the beginning of the year.

More importantly to the small- and mid-cap strategies we manage is that valuations for small caps and mid caps relative to large caps are unusually favorable. The forward P/E ratio for the S&P Small Cap index was 10.4x at quarter end making the relative multiple (S&P Small Cap/S&P 500) only 0.68. This is the lowest it has been since March 2001! Small caps outperformed for years after that time.

We believe the outlook for positive returns in stocks is good. While the economy will likely be in worse shape, we think that the outlook for inflation will be better in six months.

Portfolio Results

In a strange and volatile quarter, the Fund outperformed its benchmark, the Russell Midcap Value index. This marks the third straight quarter of outperformance. It is even more encouraging in that the Fund outperformed even while dividend-paying stocks within the Russell Midcap Value index lagged their non-dividend-paying peers. We have talked about the three main drivers of relative performance for the Fund as being dividend vs. non-dividend, Sector Allocation, and Stock Selection. This quarter, the first was a headwind, the second was a slight positive, and the third added to relative performance.

As noted, Sector Allocation added a little, but none of the sectors added much individually. The contribution from Stock Selection was broad-based with the Fund's holdings in eight of eleven sectors contributing to outperformance, two sectors detracting and one being a push. The most noteworthy outperformance came in the Financials and Energy sectors while the Fund lagged in the Industrials and Utilities sectors.

- The biggest contribution to relative outperformance came in the Financials sector as the Fund's holdings were up a touch while the sector was down (less than the benchmark). No single stock accounted for the better performance as eight of thirteen stocks gained in the quarter, although none were up double-digits. The biggest detractor was Virtu which fell on lower retail investor participation.

- The Energy sector was the second-best performer in the index and trailed only the Industrials sector during the quarter. Interestingly all sectors were down within the Russell Midcap Value index. The Fund's Energy holdings, however, were up led by double-digit gains in Chesapeake Energy and Devon Energy. Relatively high commodity prices and signs that the industry remains disciplined contributed to the good stock performance. Chesapeake was one of the Fund's best-performing investments in the quarter and is discussed in the Let's Talk Stocks section of this report.

- As noted, the performance in the Industrials sector was best within the index. The Fund's holdings performed slightly worse leading to a slight drag on relative performance. A double-digit gain in shares of Timken after strong earnings was not enough to overcome double-digit declines in Allison Transmission and Oshkosh Corporation. The latter two fell after providing disappointing guidance. The former is seeing higher investment spending while the latter continues to struggle with supply chain bottlenecks.

- You would normally expect Utilities stocks to outperform in a choppy market, but that did not happen this quarter. The Fund's holdings performed slightly worse due to the underperformance in Exelon (discussed in more detail later in this report) and UGI Corporation. The latter has large European propane distribution operations that could be vulnerable to supply issues in light of the situation on continental Europe.

During the quarter, the Fund added only one new position during the quarter with the spin-off of Enhabit from Encompass Healthcare, but it was sold before quarter end after it announced disappointing guidance. The Fund sold two additional holdings and the cash acquisition of CDK Global closed in the third quarter.

Let's Talk Stocks

The top three contributors in the quarter were:

Chesapeake Energy (CHK - $94.21 – NASDAQ) is a natural gas-focused exploration and production company with acreage primarily in the Marcellus shale in Pennsylvania and the Haynesville Basin in Texas. Most of the strength in the stock was due to elevated natural gas prices during the quarter which should drive strong earnings. Chesapeake also announced it would be selling its non-core Eagle Ford shale acreage in south Texas. With the proceeds from a sale of this acreage, the company is expected to repurchase shares after effectively doubling its authorization.

Jabil Inc. (JBL - $57.71 – NYSE) is one of the leading contract manufacturers in the world. In addition to serving the electronics industry, it has significant business manufacturing medical, industrial, and automotive components. While no one piece of news or company development accounts for the outperformance in the shares of Jabil, it has continued to report earnings results that exceed expectations and raise its guidance over the last several quarters. This impresses us in light of the significant headwinds that include a slowing economy, electronic component shortages, tight labor markets, and COVID lockdowns in key markets such as China. Perhaps this operational performance is finally starting to be recognized in the stock?

Quanta Services (PWR - $127.39 - NYSE) is a specialty contractor in the electrical power, oil and gas, and communication industries. The stock rose after the company reported another record quarter for revenues which exceeded $4 billion for the first time. Quanta achieved double-digit growth in EBITDA and EPS during the quarter and reported record backlog of $19.9 billion. The outlook for Quanta remains robust as its customers continue to modernize utility infrastructure to support initiatives that move towards a reduced carbon environment.

The three largest detractors in the quarter were:

Organon & Co. (OGN - $23.40 - NYSE) was spun-off by drugmaker Merck & Co. (MRK) as an independent company in 2021. While the company makes drugs focused on a range of areas, it has a special focus on producing drugs devoted to women's health, including contraceptives Nexplanon and NuvaRing. During the third quarter, Organon reported solid and largely uneventful earnings. Its shares were pressured in the quarter by investor fears about impact rising interest rates (floating-rate debt represents about 40% of Organon's debt) and the strong dollar (about 75% of the company's sales come from outside the US) on earnings.

Exelon Corporation (EXC - $37.46 – NASDAQ) is a pure-play electric transmission and distribution utility company that separated its power generation assets into a new company, Constellation Energy (CEG), through a tax-free spinoff in February 2022. Exelon has operations in the Midwest, Mid Atlantic, and New York regions. The company reported a mixed quarter with revenues exceeding expectations while EPS was a few pennies off. The miss was attributable to weather and the timing of certain expenses. More importantly, management touched on the potential negative impact from the Inflation Reduction Act passed by Congress. Provisions in the law could increase taxes paid by Exelon potentially reducing the amount available to be invested in support of the Act. This was a surprise to the market and reduces the potential earnings benefit from the law.

Ardagh Metal Packaging (AMBP - $4.84 - NYSE) is a leading manufacturer of metal beverage cans with operations in Europe, Brazil, and the United States. Ardagh reported results that exceeded analysts' expectations even as the company faces significant foreign exchange and inflationary headwinds in Europe. The current environment in Europe creates uncertainty for Ardagh with respect to raw material availability and energy supply. Additionally, management noted that the demand outlook is uncertain near-term as the elevated inflationary and cost environment may cause the consumer to pause for a period of time.

Conclusion

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

October 7, 2022

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 1.20% for Class A Shares and 0.95% 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, 2023 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 9/30/2022)

	KMDVX No Load	KMDVX Load	Russell Midcap Value
1 Year	-9.17%	-13.25%	-13.56%
5 Year	3.62%	2.67%	4.76%
10 Year	8.91%	8.41%	9.44%
Since Inception**	10.51%	10.05%	11.11%
Expense Ratio (Gross)**		1.38%	
Waiver/Expense Reimbursement**		-0.18%	
Expense Ratio (Net)**		1.20%	

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, 2022

Name	Weight (%)	Name	Weight (%)
Ensign Group, Inc.	1.98%	Perrigo Co. Plc	1.75%
Olin Corporation	1.92%	Lamar Advertising Company Class A	1.74%
Jabil Inc.	1.89%	nVent Electric plc	1.74%
VICI Properties Inc	1.79%	BWX Technologies, Inc.	1.72%
Molson Coors Beverage Company Class B	1.79%	OGE Energy Corp.	1.69%

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.

Mid Cap Dividend 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. The S&P SmallCap 600® measures the small-cap segment of the U.S. equity market and is unmanaged. The index is designed to track companies that meet specific inclusion criteria to confirm that they are liquid and financially viable. The S&P MidCap 400® provides investors with a benchmark for mid-sized companies. The index, which is distinct from the large-cap S&P 500®, measures the performance of mid-sized companies reflecting the distinctive risk and return characteristics of this market segment. 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.

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