

## **AEGIS FINANCIAL CORPORATION**

### **BROCHURE**

March 28, 2013

**This brochure provides information about the qualifications and business practices of Aegis Financial Corporation (the “Adviser”), an investment adviser registered with the United States Securities and Exchange Commission (the “SEC”). If you have any questions about the contents of this brochure, please contact us at (703) 528-7788. The information in this brochure has not been approved or verified by the SEC or by any state securities authority.**

**Additional information about Aegis Financial Corporation also is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).**

Registration with the SEC does not imply a certain level of skill or training.

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#### **Item 4. Advisory Business**

The Adviser is an investment adviser with its principal place of business in McLean, Virginia. The Adviser commenced operations as an investment adviser on August 1, 1994 and has been registered with the SEC since July 8, 1994. Mr. Scott L. Barbee is the sole owner of the Adviser.

The Adviser provides security selection and investment management services on a discretionary basis to its clients, which include individuals and institutions with separately managed accounts. The Adviser also provides investment management services to two registered, open-end investment companies, the Aegis Value Fund and the Aegis High Yield Fund. These companies are referred to herein individually as a “Fund” and collectively as the “Funds.” The Adviser specializes in the provision of investment management services involving small-cap value equities and high yield fixed-income securities. The Adviser does not provide investment supervisory services to its clients.

The Adviser does not tailor its investment management services to a particular client’s financial circumstances. Under certain circumstances, however, the Adviser tailors its services to meet certain client requirements. The Adviser will, upon written client request, abide by client imposed restrictions regarding investments in certain securities or certain types of securities or other investments. In addition, clients may request in writing that restricted cash be set aside or that account management be tailored to meet regular or ad hoc client withdrawals. The Adviser may also tailor its advisory services to meet particular institutional investor mandates, which may include limitations on cash, industry or country exposure.

The Adviser provides investment advisory services as a portfolio manager in connection with a number of wrap fee programs sponsored by broker-dealers and other financial institutions (“Sponsors”) not affiliated with the Adviser. While wrap fee accounts are managed in a manner similar to the Adviser’s non-wrap fee accounts, the Adviser may handle wrap-fee account orders and trading allocations in a different manner, as these accounts have often placed directed brokerage requirements on the Adviser. For a full description of the Adviser’s Brokerage practices, see item 12. The Sponsor pays the Adviser a percentage of the wrap account fee the clients in such programs pay to the Sponsor.

As of February 28, 2013 the Adviser had approximately \$341 million client assets under management, all of which were managed on a discretionary basis.

#### **Item 5. Fees and Compensation**

The Adviser charges each client an investment management fee based on the value of the client’s assets under management. The standard fee schedule is 1.2% per annum of assets under management for small-cap value equity accounts and 0.9% for high yield fixed-income securities accounts.

Investment management fees for separately managed client accounts are charged each quarter in advance based on the total market value of the assets in the client account (including net unrealized appreciation or depreciation of investments and cash, cash equivalents and accrued interest, excluding the Funds, unsupervised securities and restricted cash) on the last day of the preceding quarter. These fees are negotiable based on the nature and extent of services rendered. Different clients may have differing payment methods and levels of fees charged.

A client may select the method by which it would like to pay the investment management fee: the Adviser either deducts the investment management fee from client accounts by instructing the client’s custodian each quarter, or bills clients for investment management fees quarterly.

In addition to paying investment management fees, client accounts will also be subject to other investment expenses such as custodial charges, brokerage fees, commissions and related costs; interest expenses; taxes, transfer and registration fees or similar expenses; costs associated with foreign exchange transactions; other portfolio expenses; and costs, expenses and fees associated with products or services that may be necessary or incidental to such investments or accounts. Client assets may be invested in money market mutual funds, ETFs or other registered

investment companies. In these cases, the client will bear its pro rata share of the investment management fee and other fees of the fund, which are in addition to the investment management fee paid to the Adviser.

When managed account client assets are invested in one or more of the Funds, the Adviser excludes assets invested in the Fund from the asset base used for purposes of determining the amount of account level investment advisory fees payable to the Adviser.

Please refer to Item 12 of this Firm Brochure for a discussion of the Adviser's brokerage practices.

As noted above, clients may be required to pay the Adviser's fees in advance. Such clients may obtain a refund of any pre-paid fee if the advisory contract is terminated before the end of a billing period. The fee refundable to the client is the difference between the fee paid for the entire billing period and the fee calculated based on the value of the assets on the termination date and prorated for the number of days during the quarter in which the investment management agreement was in effect.

#### **Item 6. Performance-Based Fees and Side-by-Side Management**

The Adviser and its investment personnel provide investment management services to multiple portfolios for multiple clients, including the Funds. In addition, certain client accounts may have higher asset-based fees than other accounts. When the Adviser and its investment personnel manage more than one client account a potential exists for one client account to be favored over another client account. The Adviser and its investment personnel have an incentive, for example, to favor client accounts that pay the Adviser, and indirectly the portfolio manager, higher management fees or to favor accounts, such as the Funds, in which the Adviser and its investment personnel have investments.

The Adviser has adopted and implemented policies and procedures intended to address conflicts of interest relating to the management of multiple accounts, including client accounts with varying levels of fees and in which the Adviser and its investment personnel have investments. The Adviser reviews investment decisions for the purpose of ensuring that accounts with substantially similar investment objectives are treated equitably over time. The performance of similarly managed accounts is also regularly compared to determine whether there are any unexplained significant discrepancies. In addition, the Adviser's procedures relating to the allocation of investment opportunities require that similarly managed accounts participate in investment opportunities in an equitable manner over time.

Client orders are typically, but not always, combined and placed as an aggregated order with a broker. When orders are aggregated, larger accounts (generally those with assets under management of \$5 million or more) typically receive fill allocations of trades pro rata based on asset size. To minimize the number and impact of ticket charges on smaller accounts (generally those with assets under management of less than \$5 million), smaller accounts as a group typically receive an aggregate fill allocation set aside based on the pro rata aggregate asset size of all participating smaller accounts. Fills set aside for these smaller accounts are allotted to sequentially bring these accounts to a target holding level as determined by random rotation. As such, when the opportunity for a full fill of the order to the predetermined target allotment is not achieved, the larger accounts typically receive partial fills to a level below the target allotment, while a portion of the smaller accounts high in the rotation will receive full fills to the target allotment and another portion of the smaller accounts low in the rotation will receive no fill. The Adviser believes that this process over time results in a fair and equitable distribution among accounts, although for any single trade this may not mean identical treatment of all participating accounts.

To the extent orders for multiple accounts are aggregated by the Adviser and placed with a single broker, all fills from that broker on that aggregated day order are price-averaged. Smaller accounts that do not participate in an aggregated brokerage order because of client directed brokerage or other best execution considerations, nevertheless remain in the smaller account random rotation, with the Adviser placing the order with the separate broker as the account comes up for fill. Orders from wrap accounts directing brokerage to a particular broker/dealer are typically separately aggregated. The Adviser may modify the above fill method to take into consideration other differences among accounts, including existing holdings of cash or securities among the accounts, as well as account restrictions.

Finally, the Adviser's procedures seek to allocate limited opportunities (such as initial public offerings or private placements) among accounts in a fair and equitable manner. The Adviser's allocation and trading procedures are monitored by the Adviser's chief compliance officer. Please refer to Item 12 of this Firm Brochure for a discussion of the Adviser's brokerage practices.

#### **Item 7. Types of Clients**

The Adviser's clients consist of individuals, investment companies, trusts, charitable organizations, corporations and other business entities.

The Adviser generally requires that a client invests a minimum of \$100,000 to open an account and to maintain a minimum account size of \$100,000 for separate accounts. If the account size falls below the minimum requirement due to market fluctuations only, a client will not be required to invest additional funds with the Adviser to meet the minimum account size.

#### **Item 8. Methods of Analysis, Investment Strategies and Risk of Loss**

The Adviser utilizes a variety of methods and strategies to make investment decisions and recommendations. The methods of analysis include fundamental research and cyclical analysis. The Adviser employs the following investment strategies:

- *Small Cap Value Equity:* Assets in this strategy are invested primarily in common stocks that the Adviser believes are significantly undervalued relative to the market based on fundamental accounting measures including book value (assets less liabilities), revenues, or cash flow. This strategy is commonly known as a "deep value" investment strategy. Assets in this strategy may be invested in securities issued by companies of any market capitalization, including small- and mid-capitalization companies. The Adviser considers a small-capitalization company to be a company with a market capitalization (the value of all outstanding stock) of less than \$1 billion at the time of investment. The strategy has no percentage allocation for investments in small- or mid-capitalization companies, and may invest up to 100% in the securities of these companies. Assets in this strategy may also be invested in the securities of foreign companies and in real estate investment trusts ("REITs"). The Advisor may hold a significant portion of assets in this strategy in cash or cash equivalent instruments. If market conditions reduce the availability of securities with acceptable valuations, the Adviser may, for extended periods, hold larger than usual cash reserves until securities with acceptable valuations become available.
- *High Yield Fixed Income:* Assets in this strategy are invested in high yield fixed income securities, which include debt securities and preferred stocks. Assets in this strategy are invested in a diversified portfolio of lower-quality, high-risk U.S. and foreign corporate bonds, commonly referred to as high yield bonds (or "junk bonds") that are rated below investment grade by Moody's Investor Service, Inc. ("Moody's"), Standard & Poor's Corporation ("S&P"), or Fitch Ratings ("Fitch") (which may include bonds having default credit ratings), or that are unrated but are considered by the Advisor, to be of comparable quality. Investments in the strategy may include income producing common stocks, preferred stocks, convertible bonds or convertible preferred stocks, warrants, investment-grade bonds, forward currency exchange contracts and options on securities. Assets in this strategy may be invested in the securities of foreign companies or securities of entities in default. The strategy may invest up to 100% in high yield bonds. The Adviser may hold a significant portion of assets in this strategy in cash or cash equivalent instruments. If market conditions reduce the availability of securities with acceptable risk-adjusted expected returns, the Adviser may, for extended periods, hold large cash reserves in the strategy until securities with acceptable risk-adjusted expected returns become available.
- *Strategic Allocation:* Assets allocated to this strategy are invested in a combination of the Small Cap Value Equity Strategy, the High Yield Fixed Income Strategy, and cash or cash equivalent instruments. A minority of the assets allocated to the strategy may be, but are not required to be invested in equities or

fixed income securities not covered above. Allocations will be varied from time to time by the Adviser with the intention of increasing returns and lowering investor exposure to market risk at times that the Adviser believes to be opportunistic.

These methods, strategies and investments involve risk of loss to clients and clients must be prepared to bear the loss of their entire contribution/investment. The materials risks relating to the foregoing investment strategies and the securities and other investments primarily used to implement the strategies include:

- *Value-Oriented Investment Strategies Risk.* Value-oriented investment strategies bring specific risks to a portfolio. Due to its value orientation, this strategy may have a higher than average exposure to non-cyclical stocks. Cyclical stocks may tend to increase in value more quickly during economic upturns than non-cyclical stocks, but also lose value more quickly during economic downturns. This strategy may invest in companies that are reporting poor earnings. These companies may have difficulty retaining existing customers and suppliers, or have difficulty attracting new customers. In addition, these companies may have difficulty generating sufficient cash flow and obtaining required financing to maintain or expand their business operations. In some cases, these companies may face bankruptcy proceedings. The stock market may also have investment cycles when value-oriented portfolio significantly underperform portfolio with other investment strategies.
- *High-Yield Security Risk.* Investment in high-yield securities can involve a substantial risk of loss. These securities, which are rated below investment grade, are considered to be speculative with respect to the issuer's ability to pay interest and principal and they are susceptible to default or decline in market value due to adverse economic and business developments. The market values for high yield securities tend to be volatile and these securities are generally much less liquid than investment-grade debt securities.

The high-yield bond market is significantly more volatile and is a much smaller market than the investment-grade bond market. The entire high-yield bond market can experience sharp and sudden swings. These swings might be caused by rapid changes in market psychology, volatility in the stock market, changes in securities regulations, changes in economic conditions, a highly-publicized default, or changes in asset allocations by major institutional investors.

It is difficult for the Advisor to consistently protect the client's portfolio from general market risk. It is not an operating policy of the Adviser to incur the expense of hedging against changes in the value of the client's portfolio. Clients should expect fluctuations in the value of the portfolio due to general market swings, and some of these fluctuations will be sudden and unexpected.

- *Small- and Mid-Capitalization Companies Risk.* The Adviser's purchases of securities of small- and mid-capitalization companies bring specific risks. Historically, these company securities have been more volatile in price than larger company securities, especially in the shorter term. Such companies may not be well-known to the investing public and may not have significant institutional ownership or analyst coverage. These and other factors may contribute to higher volatility in prices. Small- and mid-capitalization companies sometimes have limitations in the diversification of product lines, management depth, financial resources and market share. Therefore, these companies can be more vulnerable to adverse business or economic developments, and as a result their securities may involve considerably more risk than securities of larger and more seasoned companies. The purchase and sale of small- and mid-capitalization company securities may have a greater impact on market prices than would be the case with larger capitalization stocks. In addition, these securities may have lower trading volumes and wider market spreads between bid and ask prices than the shares of larger companies. Therefore, the cost of trading large amounts of these securities may be relatively higher than the cost of trading large amounts of large company securities.
- *Foreign Investment Risk.* Foreign securities involve special risks and costs. Direct investments in foreign securities may involve higher costs than investment in U.S. securities, including higher taxes, transaction and custody costs. Foreign investments may also involve risks associated with the level of currency exchange rates, less complete financial information about the issuers, less market liquidity, more market volatility and political instability. Future political and economic developments, the possible imposition of

withholding taxes on investment income, the possible seizure or nationalization of foreign holdings, the possible establishment of exchange controls or freezes on the convertibility of currency, or the adoption of other governmental restrictions might adversely affect an investment in foreign securities. Currency exchange rates may fluctuate significantly, causing the investment value to fluctuate as well. A decline in the value of a foreign currency relative to the U.S. Dollar will reduce the value of a foreign currency-denominated security.

Financial market fluctuations in any country where the Adviser has investments will likely affect the value of the securities that the clients own in that country. These movements will affect the portfolio's price and investment performance. The political, economic, and social structures of some countries may be less stable and more volatile than those in the United States. The risks of foreign markets include currency fluctuations, possible nationalization or expropriation of assets, extraordinary taxation or exchange controls, political or social instability, unfavorable diplomatic developments, and certain custody and settlement risks. In addition to these risks, many foreign markets have less trading volume and less liquidity than the U.S. markets, and therefore prices in foreign markets can be highly volatile.

Foreign markets may also have less protection for investors than the U.S. markets. Foreign issuers may be subject to less government supervision. It may also be difficult to enforce legal and shareholder rights in foreign countries. There is no assurance that the Adviser will be able to anticipate these risks or counter their effects.

- *Credit Risk.* Lower-rated bonds present significantly higher risk of default, which is a failure to make all payments of interest and principal in a timely manner. In a default situation there is also a risk that the eventual recovery value to bondholders may be, and usually is in the case of high-yield bonds, less than the bond's full value and accrued interest. Defaults, therefore, will generally reduce the income and value of the client's portfolio.

Whether or not there is an actual default, perceived changes in a bond's credit quality can cause a significant decrease or increase in the market value of the bond. In some cases a sudden event may dramatically alter the perceived or actual credit quality of a security.

The Adviser attempts to reduce the impact of credit risk by maintaining a broadly diversified portfolio representing many types of issuers from many different industry groups. The Advisor performs careful credit research on any security before it is purchased, and then monitors the creditworthiness of the investments for any deterioration in quality. The Advisor also attempts to identify issues that are enjoying improving credit quality and thus have appreciation potential.

- *Interest Rate Risk.* Bond prices move in the opposite direction of interest rates. Thus a period of rising interest rates will cause a bond portfolio to decline in value, and a period of falling interest rates will cause a bond portfolio to rise in value. During periods of rapidly rising interest rates the Fund's portfolio could decline in value. Investors should understand that interest rate cycles can be measured in many years, and that there have been long periods of time in the past when interest rates have been rising. Such time periods will make it more difficult for the Adviser to achieve its investment goal of maximum total return.

Changes in interest rates can affect bond income as well as bond prices. The investor's monthly income will fluctuate with changes in interest rates. Falling interest rates will cause the investor's income to decline, as maturing bonds are reinvested at lower yields. Investors should understand that the current yield on the portfolio may not accurately represent its potential long-term yield. To maximize the monthly income of the portfolio, the Advisor attempts to buy longer-term bonds when interest rates are falling and shorter-term bonds when rates are rising. These adjustments can help blunt the negative effects of interest rate changes, but cannot prevent fluctuation of the portfolio's income.

- *Liquidity Risk.* The high-yield bond market is significantly less liquid than the investment-grade bond market. This creates a risk that the Adviser may not be able to buy or sell the desired quantities of high-yield bonds at satisfactory prices, and that large purchases or sales of certain bonds may cause substantial price swings in the market for those securities.

The market values for high-yield securities are more volatile than those of higher quality bonds. Under adverse market or economic conditions, the secondary market for high-yield securities could contract, causing certain of such instruments to potentially become more difficult to sell, or ultimately, illiquid. Because there are fewer dealers in the market for high-yield securities, prices quoted on certain instruments may vary widely.

Liquidity risk impacts the Adviser by placing high transaction costs and risks on portfolio turnover, and therefore may force the Adviser to keep a portion of its assets in cash or liquid securities to minimize the need for frequent portfolio trading. These portfolio effects could make it more difficult for the Adviser to achieve its investment goals.

- *Prepayment Risk.* Most high-yield bonds may be called by the issuer prior to final maturity. Client may experience reduced income when an issuer calls a bond held by the client earlier than expected. This may happen during a period of declining interest rates. Under these circumstances, the Adviser may be unable to recoup all of its initial investment and will have to reinvest the proceeds in lower-yielding securities. The loss of higher-yielding securities and the reinvestment at lower interest rates can reduce the investor's income and total return.
- *Extension Risk.* When interest rates rise, debt securities may be repaid more slowly than expected and the value of the portfolio holdings may fall sharply.
- *Defaulted or Bankrupt Securities Risk.* When an issuer encounters financial distress, it may default on bond payments or file a bankruptcy petition. Defaulted or bankrupt bonds are typically replaced with new securities, either shares of stock or a new bond issue, as part of a financial restructuring or bankruptcy reorganization. The risks in these securities include: loss of income, uncertain timing of implementing a new financing plan, legal uncertainties, variations in state bankruptcy laws, difficulty of valuing the assets of a distressed company, possible management changes, and risks in the amount of and value of new securities to be received. Some companies do not recover from severe financial distress and are liquidated; these situations may result in a total loss of the client's investment in the security.
- *Political and International Crisis Risk.* From time to time, major political, international or military crises may occur which could have a significant effect on economic conditions and the financial markets. Such crises, depending on their timing, location and scale, could cause very high volatility in the financial markets and severely impact the operations of the Adviser. A crisis could harm the value of the portfolio and harm the Adviser's ability to properly manage the client's portfolio, thereby increasing the potential of losses in the portfolio.
- *Common Stocks.* Common stock prices can fluctuate over a wide range in the shorter term or over extended periods of time. These price fluctuations may result from factors affecting individual companies, industries, or the securities market as a whole. Equity securities face market, issuer and other risks, and their values may go up or down, sometimes rapidly and unpredictably. Market risk is the risk that securities may decline in value due to factors affecting securities markets generally or particular industries. Issuer risk is the risk that the value of a security may decline for reasons relating to the issuer, such as changes in the financial condition of the issuer. While equities may offer the potential for greater long-term growth than most debt securities, they generally have higher volatility. Rights of common stock holders are subordinate to those of preferred stock holders and debt holders.
- *Lower-Rated Debt Securities.* Investment in lower-rated and unrated debt securities can involve a substantial risk of loss. These securities, which are rated below investment grade, are considered to be speculative with respect to the issuer's ability to pay interest and principal and they are susceptible to default or decline in market value due to adverse economic and business developments. The market values for lower-rated securities tend to be volatile and these securities are generally much less liquid than investment-grade debt securities. When a bond issuer encounters financial distress, it may default on bond payments or file a bankruptcy petition. Defaulted or bankrupt bonds are typically replaced with new



securities, either shares of stock or a new bond issue, as part of a financial restructuring or bankruptcy reorganization. The risks in these securities include: loss of income, uncertain timing of implementing a new financing plan, legal uncertainties, variations in state bankruptcy laws, difficulty of valuing the assets of a distressed company, possible management changes, and risks in the amount of and value of new securities to be received. Some companies do not recover from severe financial distress and are liquidated; these situations may result in a total loss of the client's investment in the security.

- *Convertible Securities.* Convertible securities have general characteristics similar to both fixed-income and equity securities. Yields for convertible securities tend to be lower than for non-convertible debt securities but higher than for common stocks. Although to a lesser extent than with fixed-income securities generally, the market value of convertible securities tends to decline as interest rates increase and, conversely, tends to increase as interest rates decline. In addition, because of the conversion feature, the market value of convertible securities tends to vary with fluctuations in the market value of the underlying security and therefore also will react to variations in the general market for equity securities and the operations of the issuer. While no securities investments are without risk, investments in convertible securities generally entail less risk than investments in common stock of the same issuer, although the extent to which such risk is reduced depends in large measure upon the degree to which the convertible security sells above its value as a fixed-income security. Convertible securities generally are subordinated to other similar but non-convertible securities of the same issuer, although convertible bonds, as corporate debt obligations, enjoy seniority in right of payment to all equity securities, and convertible preferred stock is senior to common stock of the same issuer. However, because of the subordination feature, convertible bonds and convertible preferred stock typically have lower ratings than similar non-convertible securities.
- *Real Estate Investment Trusts ("REITs").* REITs are pooled investment vehicles that invest primarily in income producing real estate or real estate related loans or interests. REITs are generally classified as equity REITs, mortgage REITs or a combination of equity and mortgage REITs. Equity REITs invest the majority of their assets directly in real property and derive income primarily from the collection of rents. Equity REITs can also realize capital gains by selling properties that have appreciated in value. Mortgage REITs invest the majority of their assets in real estate mortgages and derive income from the collection of interest payments. Similar to investment companies, REITs are not taxed on income distributed to shareholders provided they comply with several requirements of the Internal Revenue Code Sections. Investors will indirectly bear its proportionate share of expenses incurred by REITs in which the Adviser invests.
- *Preferred Stock.* The Adviser may invest in shares of preferred stock. Preferred shares generally pay dividends at a specified rate and generally have preference over common shares in the payments of dividends and the liquidation of an issuer's assets. Dividends on preferred shares are generally payable at the discretion of the issuer's board of directors. Accordingly, investors may suffer a loss of value if dividends are not paid. The market prices of preferred shares are also sensitive to changes in interest rates and in the issuer's creditworthiness. Accordingly, investors may experience a loss of value due to adverse interest rate movements or a decline in the issuer's credit rating. Preferred stock also may be subject to fluctuations in market value due to changes in market participants' perceptions of the issuer's ability to continue to pay dividends, than debt of the same issuer.
- *Defaulted or Bankrupt Securities.* The Adviser may invest in securities that are in, have been in or about to enter default or bankruptcy or are otherwise experiencing severe financial or operational difficulties. Investment by the client in defaulted securities poses the risk of loss should nonpayment of principal and interest continue in respect of such securities. Even if such securities are held to maturity, recovery by the client of its initial investment and any anticipated income or appreciation will be uncertain. If an issuer of a security defaults, the Adviser may incur additional expenses to seek recovery. In addition, periods of economic uncertainty would likely result in increased volatility for the market prices of lower quality securities.

Although defaulted or bankrupt securities may already be trading at substantial discounts to prior market values, there is significant risk that the financial, legal or other status of the issuer may deteriorate even further. Access to financing is more difficult for distressed issuers, and relationships with customers and

vendors often get worse as the issuer's financial posture weakens. Financial restructurings are subject to numerous factors beyond the control or anticipation of any of the parties involved, and the eventual timing and form of restructuring may be far different than anticipated by the Adviser.

Furthermore, publicly available information concerning defaulted or bankrupt securities is often less extensive and less reliable in comparison to other securities. Consequently, the market for these assets is often inefficient in comparison to securities traded on major securities exchanges and short-term volatility can be extreme.

- *Cash Reserves.* The Advisor may hold a significant portion of the client's portfolio in cash or cash equivalent securities. If market conditions reduce the availability of securities with acceptable valuations, the Fund may, for extended periods, hold larger than usual cash reserves until securities with acceptable valuations become available. As a result, you may not achieve your investment objectives during such periods. Holding larger than usual cash reserves can penalize short-term performance in rising markets, but during market declines cash reserves may allow the Adviser to purchase securities at discounted prices.

#### **Item 9. Disciplinary Information**

The Item is not applicable.

#### **Item 10. Other Financial Industry Activities and Affiliations**

BGB Securities, Inc. ("BGB"), a wholly-owned subsidiary of the Adviser, is a registered broker-dealer. Certain of the Adviser's management persons are registered representatives of BGB. BGB does not provide brokerage or custody services to the Adviser's client accounts. BGB is currently in the process of winding down its operations, which it anticipates completing in the next 30 days.

See Item 11 below for more information concerning the Adviser's practice of investing client assets in one or more the Funds.

#### **Item 11. Code of Ethics, Participation or Interest in Client Transactions and Personal Trading**

The Adviser has adopted a Code of Ethics (the "Code") that obligates the Adviser and its supervised persons to put the interests of the Adviser's clients before their own interests and to act honestly and fairly in all respects in their dealings with clients. The Adviser's personnel are also required to comply with applicable federal securities laws. Clients or prospective clients may obtain a copy of the Code by contacting Sarah Zhang, CCO, by email at [szhang@aegisfunds.com](mailto:szhang@aegisfunds.com), or by telephone at (571) 250-0054. See below for further provisions of the Code as they relate to the preclearing and reporting of securities transactions by supervised persons.

The Adviser, in the course of its investment management and other activities (e.g., board or creditor committee service), may come into possession of confidential or material nonpublic information about issuers, including issuers in which the Adviser or its related persons have invested or seek to invest on behalf of clients. The Adviser maintains and enforces written policies and procedures that prohibit the communication of such information to persons who do not have a legitimate need to know such information and to assure that the Adviser is meeting its obligations to clients and remains in compliance with applicable law. In certain circumstances, the Adviser may possess certain confidential or material, nonpublic information that, if disclosed, might be material to a decision to buy, sell or hold a security, but the Adviser will be prohibited by contract or by applicable law from communicating such information to the client or using such information for the client's benefit. In such circumstances, the Adviser will have no responsibility or liability to the client for not disclosing such information to the client (or the fact that the Adviser possesses such information), or not using such information for the client's benefit, as a result of following the Adviser's policies and procedures designed to provide reasonable assurances that it is complying with applicable law.

The Adviser or its related persons may invest client assets in one or more of the Funds. Client accounts invested in accordance with the Small Cap Value Strategy may be invested in the Aegis Value Fund, which is managed by the

Adviser utilizing a substantially similar strategy as the Small Cap Value Strategy. Client assets that are managed in accordance with the High Yield Fixed Income Strategy may be invested in the Aegis High Yield Fund, which is managed by the Adviser utilizing a substantially similar strategy as the High Yield Fixed Income Strategy. This practice may create a conflict of interest for the Adviser. The Adviser excludes assets invested in the Funds from the client's asset base used for purposes of determining the amount of account-level investment advisory fees payable to the Adviser. Assets invested in the Aegis Value Fund and the Aegis High Yield Fund will be subject to other fees and expenses that are described in each Fund's prospectus.

The Adviser or its related persons invest in the same securities (or related securities, e.g., warrants, options or futures) that the Adviser or a related person recommends to clients. Such practices present a conflict where, because of the information an Adviser has, the Adviser or its related person are in a position to trade in a manner that could adversely affect clients (e.g., place their own trades before or after client trades are executed in order to benefit from any price movements due to the clients' trades). In addition to affecting the Adviser's or its related person's objectivity, these practices by the Adviser or its related persons may also harm clients by adversely affecting the price at which the clients' trades are executed. The Adviser has adopted the following procedures in an effort to minimize such conflicts:

- the Code requires the Adviser's supervised/access persons to pre-clear all transactions in their personal accounts with the CCO, who may deny permission to execute the transaction if such transaction will have any adverse economic impact on one of its clients;
- the Code requires the Adviser's supervised/access persons to disclose their personal securities transactions on a quarterly basis and holdings on an annual basis and to provide broker confirmations of each transaction in which they engage and a quarterly certification of such transactions; and
- the Code prohibits the Adviser and or its supervised/access persons from executing personal securities transactions of any kind in any securities on a restricted securities list maintained by the CCO.

Personal trading by the Adviser's supervised/access persons is reviewed by the CCO and such trading is compared with trading for client accounts and reviewed against the restricted securities list.

The Adviser or a related person from time to time recommends securities to clients, or buys or sells securities for client accounts, at or about the same time that the Adviser or related person buys or sells the same securities for its own account. The Adviser or its related persons may also participate in an aggregated order. In order to minimize the conflicts stemming from situations where the contemporaneous trading may result in an economic benefit to the Adviser or its supervised persons, the Adviser and its supervised/access persons must pre-clear all transactions in their personal accounts with the CCO. As noted above, personal trading by the Adviser's supervised/access persons is reviewed by the CCO and such trading is compared with trading for client accounts. In addition, the Adviser has adopted the aggregation policies and procedures discussed in Item 12.

## **Item 12. Brokerage Practices**

The Adviser considers a number of factors in selecting a broker-dealer to execute transactions (or series of transactions) and determining the reasonableness of the broker-dealer's compensation. Such factors include net price, reputation, financial strength and stability and efficiency of execution and error resolution. In selecting a broker-dealer to execute transactions (or series of transactions) and determining the reasonableness of the broker-dealer's compensation, the Adviser need not solicit competitive bids and does not have an obligation to seek the lowest available commission cost. It is not the Adviser's practice to negotiate "execution only" commission rates, thus a client may be deemed to be paying for research, brokerage or other services provided by a broker-dealer which are included in the commission rate. The CCO and the Adviser's portfolio manager and traders meet periodically to evaluate the broker-dealers used by the Adviser to execute client trades using the foregoing factors.

The Adviser receives research or other products or services other than execution from a broker-dealer in connection with client securities transactions. This is known as a "soft dollar" relationship. The Adviser limits the use of "soft dollars" to obtain research and brokerage services to those services that constitute eligible research and brokerage

within the meaning of Section 28(e) of the Securities Exchange Act of 1934 (“Section 28(e)”). Research services within Section 28(e) may include, but are not limited to, research reports (including market research); certain financial newsletters and trade journals; software providing analysis of securities portfolios; corporate governance research and rating services; attendance at certain seminars and conferences; discussions with research analysts; meetings with corporate executives; consultants’ advice on portfolio strategy; data services (including services providing market data, company financial data and economic data); advice from broker-dealers on order execution; and certain proxy services. Brokerage services within Section 28(e) may include, but are not limited to, services related to the execution, clearing and settlement of securities transactions and functions incidental thereto (i.e., connectivity services between an adviser and a broker-dealer and other relevant parties such as custodians); trading software operated by a broker-dealer to route orders; software that provides trade analytics and trading strategies; software used to transmit orders; clearance and settlement in connection with a trade; electronic communication of allocation instructions; routing settlement instructions; post trade matching of trade information; and services required by the SEC or a self regulatory organization such as comparison services, electronic confirms or trade affirmations.

When the Adviser uses client commissions to obtain Section 28(e) eligible research and brokerage products and services, the CCO and the Adviser’s traders and portfolio manager meet periodically to review and evaluate the Adviser’s soft dollar practices and to determine in good faith whether, with respect to any research or other products or services received from a broker-dealer, the commissions used to obtain those products and services were reasonable in relation to the value of the brokerage, research or other products or services provided by the broker-dealer. This determination is viewed in terms of either the specific transaction or the Adviser’s overall responsibilities to the accounts or portfolios over which the Adviser exercises investment discretion.

The use of client commissions (or markups or markdowns) to obtain research and brokerage products and services raises conflicts of interest. For example, the Adviser will not have to pay for the products and services itself. This creates an incentive for the Adviser to select or recommend a broker-dealer based on its interest in receiving those products and services.

The Adviser may cause clients to pay commissions (or markups or markdowns) higher than those charged by other broker-dealers in return for soft dollar benefits (known as paying-up), resulting in higher transaction costs for clients.

Research and brokerage services obtained by the use of commissions arising from a client’s portfolio transactions may be used by the Adviser in its other investment activities, including, for the benefit of other client accounts. The Adviser does not seek to allocate soft dollar benefits to client accounts proportionately to the soft dollar credits the accounts generate.

During the Adviser’s last fiscal year, as a result of client brokerage commissions (or markups or markdowns), the Adviser acquired Section 28(e) eligible brokerage and research services from broker-dealers, including research reports (including market research); discussions with research analysts; advice from broker-dealers on order execution; trading software operated by a broker-dealer to route orders; software that provides trade analytics and trading strategies; software used to transmit orders; clearance and settlement in connection with a trade; electronic communication of allocation instructions; routing settlement instructions; post trade matching of trade information; and services required by the SEC or a self regulatory organization such as comparison services, electronic confirms or trade affirmations.

Under certain circumstances, the Adviser permits a client to direct the Adviser to execute the client’s trades with a specified broker-dealer. When a client directs the Adviser to use a specified broker-dealer to execute all or a portion of the client’s securities transactions, the Adviser treats the client direction as a decision by the client to retain, to the extent of the direction, the discretion the Adviser would otherwise have in selecting broker-dealers to effect transactions and in negotiating commissions for the client’s account. Although the Adviser attempts to effect such transactions in a manner consistent with its policy of seeking best execution, there may be occasions where it is unable to do so, in which case the Adviser will continue to comply with the client’s instructions. Transactions in the same security for accounts that have directed the use of the same broker are typically aggregated. When the directed broker-dealer is unable to execute a trade, the Adviser will select broker-dealers other than the directed broker-dealer to effect client securities transactions.

A client who directs the Adviser to use a particular broker-dealer to effect transactions should consider whether such direction may result in certain costs or disadvantages to the client. Such costs may include higher brokerage commissions (because the Adviser may not be able to aggregate orders to reduce transaction costs), less favorable execution of transactions, and the potential of exclusion from the client's portfolio of certain foreign ordinary shares and/or small capitalization or illiquid securities due to the inability of the particular broker-dealer in question to provide adequate price and execution of all types of securities transactions. By permitting a client to direct the Adviser to execute the client's trades through a specified broker-dealer, the Adviser will make no attempt to negotiate commissions on behalf of the client and, as a result, in some transactions such clients may pay materially disparate commissions depending on their commission arrangement with the specified broker-dealer and upon other factors such as number of shares, round and odd lots and the market for the security. The commissions charged to clients that direct the Adviser to execute the client's trades through a specified broker-dealer may in some transactions be materially different than those of clients who do not direct the execution of their trades. Clients that direct the Adviser to execute the client's trades through a specified broker-dealer may also lose the ability to negotiate volume commission discounts on batched transactions that may otherwise be available to other clients of the Adviser.

The Adviser often purchases or sells the same security for many clients at or near the same time and using the same executing broker. It is the Adviser's practice, when consistent with best execution, to aggregate client orders for the purchase or sale of the same security submitted at or near the same time for execution using the same executing broker. The Adviser will also aggregate in the same transaction, the same securities for accounts where the Adviser has brokerage discretion. Such aggregation may enable the Adviser to obtain for clients a more favorable price or a better commission rate based upon the volume of a particular transaction. However, in cases where the client has negotiated the commission rate directly with the broker, the Adviser may not be able to obtain more favorable commission rates based on an aggregated trade. In such cases, the client will be precluded from receiving the benefit of any possible commission discounts that might otherwise be available as a result of the aggregated trade. In cases where trading or investment restrictions are placed on a client's account, the Adviser may be precluded from aggregating that client's transaction with others. In such a case, the client may pay a higher commission rate and/or receive less favorable prices than clients who are able to participate in an aggregated order. When an aggregated order is completely filled, the Adviser allocates the securities purchased or proceeds of sale pro rata among the participating accounts, based on the purchase or sale order. If the order at a particular broker is filled at several different prices, through multiple trades, generally all such participating accounts will receive the average price and pay the average commission, subject to odd lots, rounding, and market practice.

If an aggregated order is only partially filled, the Adviser's procedures provide that the securities or proceeds are to be allocated in a manner deemed fair and equitable to clients. Depending on the investment strategy pursued and the type of security, this may result in a pro rata allocation to all participating clients. Adjustments or changes may be made under certain circumstances, such as to avoid odd lots or excessively small allocations (less than 2,500 shares in equity trades or \$500,000 face value in fixed income trades.)

The Adviser or its related persons may also participate in an aggregated order. Certain clients, such as wrap account clients, do not typically participate in an aggregated order involving non-wrap account clients.

### **Item 13. Review of Accounts**

Each client account is reviewed by portfolio manager of the Adviser on a quarterly basis to determine whether securities positions should be maintained in view of current market conditions. Matters reviewed include specific securities held, adherence to investment guidelines and the performance of each client account.

Significant market events affecting the prices of one or more securities in client accounts, changes in the investment objectives or guidelines of a particular client or specific arrangements with particular clients may trigger reviews of client accounts on other than a periodic basis.

Each client that is a separate account will receive a quarterly portfolio holdings and portfolio performance report from the Adviser. Such reports may be delivered electronically to the client in accordance with the client's agreement with the Adviser.

#### **Item 14. Client Referrals and Other Compensation**

The Adviser receives certain research or other products or services from broker-dealers through “soft-dollar” arrangements. These “soft-dollar” arrangements create an incentive for the Adviser to select or recommend broker-dealers based on the Adviser’s interest in receiving the research or other products or services and may result in the selection of a broker-dealer on the basis of considerations that are not limited to the lowest commission rates and may result in higher transaction costs than would otherwise be obtainable by the Adviser on behalf of its clients. Please see Item 12 for further information on the Adviser’s “soft-dollar” practices, including the Adviser’s procedures for addressing conflicts of interest that arise from such practices.

#### **Item 15. Custody**

Clients with managed accounts receive account statements from the broker-dealer, bank or other intermediary serving as qualified custodian. Such clients should carefully review those statements.

The Adviser also sends quarterly statements directly to clients in addition to those sent by the qualified custodian. Clients should compare any quarterly statements they receive from the custodian with those received from the Adviser.

#### **Item 16. Investment Discretion**

The Adviser provides investment advisory services on a discretionary basis to clients. Please see Item 4 for a description of any limitations clients may place on the Adviser’s discretionary authority.

Prior to assuming full discretion in managing a client’s assets, the Adviser enters into an investment management agreement or other agreement that sets forth the scope of the Adviser’s discretion.

Unless otherwise instructed or directed by a discretionary client, the Adviser has the authority to determine (i) the securities to be purchased and sold for the client account (subject to restrictions on its activities set forth in the applicable investment management agreement and any written investment guidelines) (ii) the amount of securities to be purchased or sold for the client account. Because of the differences in client investment objectives and strategies, risk tolerances, tax status and other criteria, there may be differences among clients in invested positions and securities held. The Adviser’s portfolio manager submits an allocation statement to the Adviser’s trading desk describing the allocation of securities to (or from) client accounts for each trade/order submitted. The portfolio manager may consider the following factors, among others, in allocating securities among clients: (i) client investment objectives and strategies; (ii) client risk profiles; (iii) tax status and restrictions placed on a client’s portfolio by the client or by applicable law; (iv) size of the client account; (v) nature and liquidity of the security to be allocated; (vi) size of available position; (vii) current market conditions; and (viii) account liquidity, account requirements for liquidity and timing of cash flows. Although it is the Adviser’s policy to allocate investment opportunities to eligible client accounts on a pro rata basis (based on the value of the assets each participating account relative to value of the assets of all participating accounts), these factors may lead the Adviser to allocate securities to client accounts in varying amounts. Even client accounts that are typically managed on a *pari passu* basis may from time to time receive differing allocations of securities based on total assets of each account eligible to invest in the particular investment type (e.g., equities) divided by the total assets of all accounts eligible to invest in the particular investment. Adjustments or changes may be made under certain circumstances, such as to avoid odd lots or excessively small allocations (less than 2,500 shares in equity trades or \$500,000 face value in fixed income trades.)

Allocations will be made among client accounts eligible to participate in initial public offerings (IPOs) and secondary offerings on a pro rata basis, except when the Adviser determines in its discretion that a pro rata allocation is not appropriate, which may include a client’s investment guidelines explicitly prohibiting participation in IPOs or secondary offerings and a client’s status as a “restricted person” under applicable regulations.

**Item 17. Voting Client Securities**

To the extent the Adviser has been delegated proxy voting authority on behalf of its clients, the Adviser complies with its proxy voting policies and procedures, which seek to ensure that in cases where the Adviser votes proxies with respect to client securities, such proxies are voted in the best interests of its clients. In voting proxies, the Adviser generally votes in favor of routine corporate housekeeping proposals, including election of directors (where no corporate governance issues are implicated) and selection of auditors. The Adviser will vote against proposals that make it more difficult to replace members of a board of directors. For all other proposals, the Adviser will determine whether a proposal is in the best interests of its clients and may take into account the following factors, among others: (i) whether the proposal was recommended by management and the Adviser's opinion of management; (ii) whether the proposal acts to entrench existing management; and (iii) whether the proposal fairly compensates management for past and future performance.

The Adviser's clients are permitted to direct their votes in a particular solicitation. A client that wishes to direct its vote in a particular solicitation shall give reasonable prior written notice to the Adviser indicating such intention and provide written instructions directing the Adviser's vote in regard to the particular solicitation. Where such prior written notice is received, the Adviser will vote proxies in accordance with such written instructions received from a client, provided that such instructions are provided to the Adviser in a timely manner.

If a material conflict of interest between the Adviser and a client exists, the Adviser will determine whether voting in accordance with the guidelines set forth in the proxy voting policies and procedures is in the best interests of the client or take some other appropriate action. The Adviser does not make any qualitative judgment regarding its client's investments.

**Item 18. Financial Information**

This item is not applicable.

**Item 19. Requirements for State-Registered Advisers**

This item is not applicable.

**Appendix: Item 2. Material Changes**

Other than routine changes in connection with the annual update of the Brochure, there have been no material changes to the Brochure since the last update of the Brochure dated September 12, 2012