



## AKRE FOCUS FUND

(the “Fund”)

Retail Class Shares (AKREX)

Institutional Class Shares (AKRIX)

Supra Institutional Class Shares (AKRSX)

a series of Professionally Managed Portfolios (the “Trust”)

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Supplement dated November 28, 2024 to the  
Prospectus dated November 28, 2024

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On February 1, 2025, the Fund will be permitted to invest up to 35% of its total assets in securities issued by foreign issuers.

**The following disclosure is in effect until February 1, 2025:**

*Effective until February 1, 2025, the following disclosure replaces the existing disclosure that is contained under the first paragraph under the “Principal Investment Strategies” heading in the summary section of the Fund’s Prospectus:*

Under normal market conditions, the Fund invests primarily in securities of companies listed on U.S. stock exchanges. Investments consist primarily of common stocks of companies of any size market capitalization. The Fund may also invest in preferred stocks, warrants, options, and other equity-like instruments, such as partnership interests, limited liability company interests, business trust shares and rights, Real Estate Investment Trusts (“REITs”), and other securities that are convertible into equity securities. The Fund may invest up to 25% of its total assets in securities issued by foreign issuers, including in American Depositary Receipts (“ADRs”), European Depositary Receipts (“EDRs”), Global Depositary Receipts (“GDRs”), and directly in foreign equity securities. Additionally, the Fund may participate in securities lending arrangements of up to 33-1/3% of its total asset value with brokers, dealers, and financial institutions (but not individuals) in order to increase the return on its portfolio. The Fund may, from time to time, have significant exposure to one or more sectors of the market. As of July 31, 2024, 46.9% of the Fund’s net assets were invested in securities of issuers within the financial services sector.

*Effective until February 1, 2025, the following disclosure replaces the existing disclosure that is contained under the first paragraph under the “Principal Investment Strategies” heading on page 8 of the Fund’s Prospectus:*

Under normal market conditions, the Fund invests primarily in securities of companies listed on U.S. stock exchanges. Investments consist primarily of common stocks of companies of any size market capitalization. The Fund may also invest in preferred stocks, warrants, options, and other equity-like instruments such as partnership interests, limited liability company interests, business trust shares and rights, REITs, and other securities that are convertible into equity securities. The Fund may invest up to 25% of its total assets in securities issued by foreign issuers, including in ADRs, EDRs, GDRs, and directly in foreign equity securities. Additionally, the Fund may participate in securities lending arrangements up to 33-1/3% of its total asset value with brokers, dealers, and financial institutions (but not individuals) in order to increase the return on its portfolio. The Fund will bear any

expenses associated with securities lending arrangements (such expenses are not reflected in the fee table of the section entitled “Summary Section - Fees and Expenses of the Fund” in this Prospectus). The Fund may, from time to time, have significant exposure to one or more sectors of the market. As of July 31, 2024, 46.9% of the Fund’s net assets were invested in securities of issuers within the financial services sector.

\* \* \* \* \*

**Please retain this Supplement with your Prospectus.**



## **AKRE FOCUS FUND**

Retail Class Shares (AKREX)  
Institutional Class Shares (AKRIX)  
Supra Institutional Class Shares (AKRSX)

### **PROSPECTUS**

November 28, 2024

The Securities and Exchange Commission has not approved or disapproved these securities or passed upon the accuracy or adequacy of this Prospectus. Any representation to the contrary is a criminal offense.

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## SUMMARY SECTION

### Investment Objective

The Akre Focus Fund (the “Fund”) seeks to achieve long-term capital appreciation.

### Fees and Expenses of the Fund

This table describes the fees and expenses that you may pay if you buy, hold, and sell shares of the Fund. **You may pay other fees, such as brokerage commissions and other fees to financial intermediaries, which are not reflected in the table and expense example below.** Institutional Shares may also be available on certain brokerage platforms. An investor transacting in Institutional Shares through a broker acting as an agent for the investor may be required to pay a commission and/or other forms of compensation to the broker.

#### Shareholder Fees

*(fees paid directly from your investment)*

	Retail Class	Institutional Class	Supra Institutional Class
Redemption Fee (as a percentage of amount redeemed less than 30 days from purchase)	1.00%	1.00%	1.00%

#### Annual Fund Operating Expenses

*(expenses that you pay each year as a percentage of the value of your investment)*

	Retail Class	Institutional Class	Supra Institutional Class
Management Fees	0.90%	0.90%	0.90%
Distribution and Service (12b-1) Fees	0.25%	None	None
Other Expenses			
Shareholder Servicing Fee	0.09%	0.08%	None
Other Expenses	0.09%	0.08%	0.08%
Total Other Expenses	0.18%	0.16%	0.08%
<b>Total Annual Fund Operating Expenses</b>	<b>1.33%</b>	<b>1.06%</b>	<b>0.98%</b>

### Example

This Example is intended to help you compare the cost of investing in the Fund with the cost of investing in other mutual funds. The Example assumes that you invest \$10,000 in the Fund for the time periods indicated and then redeem all of your shares at the end of those periods. The Example also assumes that your investment has a 5% return each year and that the Fund’s operating expenses remain the same. Although your actual costs may be higher or lower, based on these assumptions, your costs would be:

	One Year	Three Years	Five Years	Ten Years
Retail Class	\$135	\$421	\$729	\$1,601
Institutional Class	\$108	\$337	\$585	\$1,294
Supra Institutional Class	\$100	\$312	\$542	\$1,201

### Portfolio Turnover

The Fund pays transaction costs, such as commissions, when it buys and sells securities (or “turns over” its portfolio). A higher portfolio turnover rate may indicate higher transaction costs and may result in higher taxes when Fund shares are held in a taxable account. These costs, which are not reflected in annual fund operating expenses or in the Example, affect the Fund’s performance. During the most recent fiscal year, the Fund’s portfolio turnover rate was 5% of the average value of its portfolio.

## **Principal Investment Strategies**

Under normal market conditions, the Fund invests primarily in securities of companies listed on U.S. stock exchanges. Investments consist primarily of common stocks of companies of any size market capitalization. The Fund may also invest in preferred stocks, warrants, options, and other equity-like instruments, such as partnership interests, limited liability company interests, business trust shares and rights, Real Estate Investment Trusts (“REITs”), and other securities that are convertible into equity securities. The Fund may invest up to 35% of its total assets in securities issued by foreign issuers, including in American Depositary Receipts (“ADRs”), European Depositary Receipts (“EDRs”), Global Depositary Receipts (“GDRs”), and directly in foreign equity securities. Additionally, the Fund may participate in securities lending arrangements of up to 33-1/3% of its total asset value with brokers, dealers, and financial institutions (but not individuals) in order to increase the return on its portfolio. The Fund may, from time to time, have significant exposure to one or more sectors of the market. As of July 31, 2024, 46.9% of the Fund’s net assets were invested in securities of issuers within the financial services sector.

Although the Fund normally holds a focused portfolio of equity securities, the Fund is not required to be fully invested in such securities and may maintain a significant portion of its total assets in cash and securities generally considered to be cash equivalents. In certain market conditions, Akre Capital Management, LLC (the “Adviser”) may determine that it is appropriate for the Fund to hold a significant cash position for an extended period of time.

The Adviser principally seeks to identify companies which may earn higher-than-average returns on shareholders’ equity; are managed, in the Adviser’s judgment, by individuals who have a history of treating public shareholders like partners; and have ample opportunity to reinvest excess profits at above-average rates. Once a potential investment is identified, the Adviser attempts to purchase shares at valuations the Adviser considers modest-to-reasonable, relative to the nature of the business, and the expected growth in economic value per share. The Fund is non-diversified under the Investment Company Act of 1940, as amended (the “1940 Act”), and may invest a larger percentage of its assets in fewer issuers than diversified mutual funds.

The Adviser may sell a security for a variety of reasons, including, without limitation, when: (1) a security subsequently fails to meet the Adviser’s initial investment criteria; (2) an issuer specific event, such as an acquisition or recapitalization, changes the fundamental operations of the company; (3) upon comparative analysis, a new security is judged to be more attractive than a current holding; (4) views change of the individual holdings as well as the general market; or (5) something changes for the worse in the business model, management or governance, or future opportunity for reinvestment.

## **Principal Risks of Investing in the Fund**

As with all mutual funds, there is the risk that you could lose all or a portion of your investment in the Fund. The following risks are considered principal to the Fund and could affect the value of your investment:

- **Equity Securities Risk** – Equity Securities are susceptible to general stock market fluctuations which may result in volatile increases and decreases in value. The price of equity securities fluctuates based on changes in a company’s financial condition and overall market and economic conditions. These fluctuations may cause a security to be worth less than its cost when originally purchased or less than it was worth at an earlier time.
- **Large-Cap Investment Risk** – Larger, more established companies may be unable to respond quickly to new competitive challenges like changes in consumer tastes or innovative smaller competitors. In addition, large-cap companies are sometimes unable to attain the high growth rates of successful, smaller companies, especially during extended periods of economic expansion.

- Management Risk – The Fund may not meet its investment objective based on the Adviser’s success or failure to implement investment strategies for the Fund.
- Mid-Cap and Small-Cap Investment Risk – Securities of mid-cap and small-cap companies may possess comparatively greater price volatility and less liquidity than the securities of companies that have larger market capitalizations.
- Foreign Securities and ADR Risk – Investing in foreign securities and ADRs may involve increased risks including political and economic risks, greater volatility, currency fluctuations, higher transaction costs, delayed settlement, possible foreign controls on investment, and less stringent investor protection and disclosure standards of foreign markets.
- Non-Diversification Risk – The Fund is classified as non-diversified under the 1940 Act, which means the Fund may invest a larger percentage of its assets in the securities of a smaller number of issuers than a diversified fund. Investment in securities of a limited number of issuers may expose the Fund to greater market risk and potential losses than if its assets were diversified among the securities of a greater number of issuers.
- Sector Emphasis Risk: From time to time, the Fund may invest 25% or more of its assets in one or more sectors subjecting the Fund to sector emphasis risk. This is the risk that the Fund is subject to a greater risk of loss as a result of adverse economic, business, or other developments affecting a specific sector in which the Fund has invested, than if its investments were diversified across a greater number of industry sectors. Some sectors possess particular risks that may not affect other sectors.
  - Financial Services Sector Risk: Risks of investing in the financial services sector include: (i) systemic risk: factors outside the control of a particular financial institution may adversely affect the ability of the financial institution to operate normally or may impair its financial condition; (ii) regulatory actions: financial services companies may suffer setbacks if regulators change the rules under which they operate; (iii) changes in interest rates: unstable and/or rising interest rates may have a disproportionate effect on companies in the financial services sector; (iv) non-diversified loan portfolios: financial services companies may have concentrated portfolios that make them vulnerable to economic conditions that affect the sector or one or more industries within the sector; (v) credit: financial services companies may have exposure to investments or agreements that may lead to losses; and (vi) competition: the financial services sector has become increasingly competitive.

The remaining principal risks are presented in alphabetical order. Each risk summarized below is considered a “principal risk” of investing in the Fund, regardless of the order in which it appears.

- Cash Position Risk – To the extent that the Fund holds large positions in cash or cash equivalents, there is a risk of lower returns and potential lost opportunities to participate in market appreciation.
- Depositary Receipts Risk – Depositary receipts are subject to many of the risks associated with investing directly in foreign securities, including, among other things: political, social, and economic developments abroad; currency movements; and different legal, regulatory, and tax environments.
- Derivatives Risk – The Fund’s use of derivatives may reduce the Fund’s returns and/or increase volatility. A risk of the Fund’s use of derivatives is that the fluctuations in their values may not correlate perfectly with the overall securities markets. As a result of the structure of certain derivatives, adverse changes in the value of the underlying instrument can result in a counterparty’s losses being substantially greater than the amount invested in the derivative itself.
- General Market Risk – Economies and financial markets throughout the world are becoming increasingly interconnected, which increases the likelihood that events or conditions in one country or region will adversely impact markets or issuers in other countries or regions. Securities in the Fund’s portfolio may underperform in comparison to securities in the general

financial markets, a particular financial market, or other asset classes due to a number of factors, including: inflation (or expectations for inflation); deflation (or expectations for deflation); interest rates; global demand for particular products or resources; natural disasters or events; pandemic diseases; terrorism; regulatory events; other governmental trade or market control programs and related geopolitical events. In addition, the value of the Fund's investments may be negatively affected by the occurrence of global events such as war, terrorism, environmental disasters, natural disasters or events, country instability, and infectious disease epidemics or pandemics.

- Options Risk – Options on securities may be subject to greater fluctuations in value than an investment in the underlying securities. Purchasing and writing put and call options are highly specialized activities and entail greater than ordinary investment risks. There are significant differences between the securities and options markets that could result in an imperfect correlation between these markets, causing a given transaction not to achieve its objectives.
- Real Estate Investment Trusts Risk – In addition to the risks facing real estate-related securities, such as a decline in property values due to increasing vacancies; a decline in rents resulting from unanticipated economic, legal, or technological developments; or a decline in the price of securities of real estate companies due to a failure of borrowers to pay their loans or poor management, investments in REITs involve unique risks. REITs may have limited financial resources, may trade less frequently and in limited volume, and may be more volatile than other securities.
- Securities Lending Risk – There are certain risks associated with securities lending, including the risk that the borrower may fail to return the securities in a timely manner or at all. As a result, the Fund may lose money.

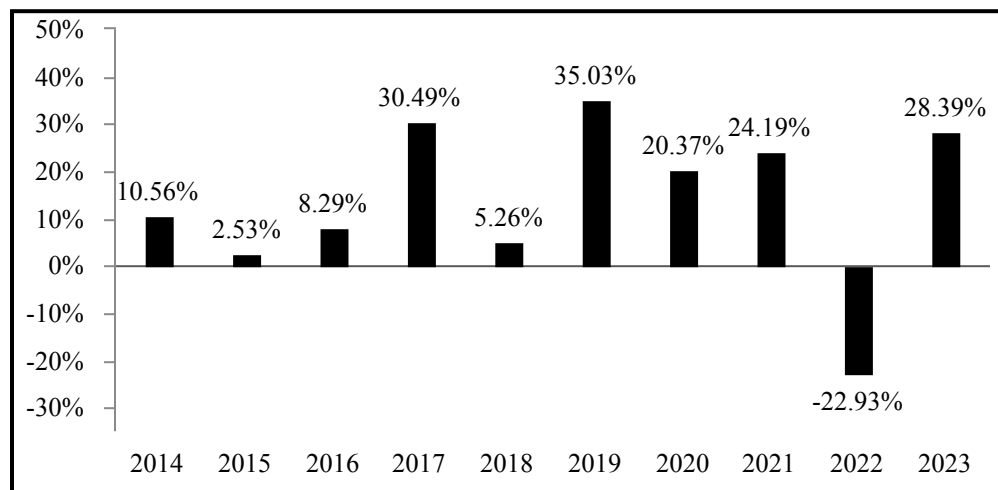
An investment in the Fund is not a deposit of a bank and is not insured or guaranteed by the Federal Deposit Insurance Corporation or any other government agency.

### **Performance**

The following performance information provides some indication of the risks of investing in the Fund. The bar chart shows the Fund's performance for the Retail Class and is an illustration of how shares of the Fund's total returns have varied from year to year. The table below illustrates how the Fund's average annual total returns for the 1-year, 5-year, 10-year, and since inception periods compare with those of a broad-based securities index and a secondary index. The Fund's past performance (before and after taxes) is not necessarily an indication of how it will perform in the future. Updated Retail, Institutional, and Supra Institutional Class performance information is available on the Fund's website at [www.akrefund.com](http://www.akrefund.com).



### Calendar Year Total Return as of December 31\* – Retail Class



\*The year-to-date return as of September 30, 2024, was 18.55%.

<b>Highest Quarterly Return:</b>	<b>Q2, 2020</b>	<b>21.58%</b>
<b>Lowest Quarterly Return:</b>	<b>Q2, 2022</b>	<b>-13.09%</b>

### Average Annual Total Return for the periods ended December 31, 2023

	1 Year	5 Years	10 Years	Since Inception
<b>Retail Class</b>				
Return Before Taxes	28.39%	14.84%	12.91%	14.88%
Return After Taxes on Distributions	27.30%	13.95%	12.38%	14.44%
Return After Taxes on Distributions and Sale of Fund Shares	17.53%	11.86%	10.75%	12.93%
<b>Institutional Class</b>				
Return Before Taxes	28.75%	15.14%	13.21%	15.19%
<b>Supra Institutional Class</b>				
Return Before Taxes	28.85%	15.24%	13.31%	15.28%
S&P 500 <sup>®</sup> Total Return Index (reflects no deduction for fees, expenses, or taxes)	26.29%	15.69%	12.03%	13.55%
S&P 500 <sup>®</sup> Equal Weight Total Return Index (reflects no deduction for fees, expenses, or taxes)	13.90%	13.77%	10.41%	13.17%

Since Inception return is from August 31, 2009, for the Retail Class shares and Institutional Class shares, and August 31, 2015, for the Supra Institutional Class shares. Performance shown prior to the inception of Supra Institutional Class shares reflects the performance of the Fund's Institutional Class shares. The performance of the Institutional Class shares is lower than performance of the Supra Institutional Class shares because Supra Institutional Class shares have lower expenses than the Institutional Class shares.

After-tax returns are calculated using the historical highest individual federal marginal income tax rates and does not reflect the impact of state and local taxes. Actual after-tax returns depend on your situation and may differ from those shown. Furthermore, the after-tax returns shown are not relevant to those who hold their shares through tax-deferred arrangements such as 401(k) plans or Individual Retirement

Accounts (“IRAs”). After-tax returns are shown only for Retail Class shares. After-tax returns for other classes will vary.

## Management

Investment Adviser	Portfolio Managers
Akre Capital Management, LLC	John H. Neff, Partner of the Adviser. Has managed the Fund since August 2014.

## Purchase and Sale of Fund Shares

You may purchase or redeem Fund shares on any business day by written request via mail (Akre Focus Fund, c/o U.S. Bank Global Fund Services, P.O. Box 701, Milwaukee, WI 53201-0701), by wire transfer, by telephone at 1-877-862-9556, or through a financial intermediary. The minimum initial and subsequent investment amounts are shown in the table below.

	Retail Class	Institutional Class	Supra Institutional Class
<b>Minimum Initial Investment</b>	\$2,000 – Standard Accounts \$1,000 – Traditional and Roth IRAs \$250 – Accounts with Automatic Investment Plans	\$250,000	\$300,000,000
<b>Subsequent Minimum Investment</b>	\$250 – All Accounts	\$25,000	None

## Tax Information

The Fund’s distributions are taxed as ordinary income or capital gains, unless you are investing through a tax-deferred arrangement, such as a 401(k) plan or an individual retirement account. Tax-deferred arrangements may be taxed later upon withdrawal of monies from those accounts.

## Payments to Broker-Dealers and Other Financial Intermediaries

If you purchase shares of the Fund through a broker-dealer or other financial intermediary (such as a bank), the Fund and its related companies may pay the intermediary for the sale of Fund shares and related services. These payments may create a conflict of interest by influencing the broker-dealer or other intermediary and your salesperson to recommend the Fund over another investment. Ask your salesperson or visit your financial intermediary’s website for more information.

# **INVESTMENT OBJECTIVE, PRINCIPAL INVESTMENT STRATEGIES, AND RISKS**

## **Investment Objective**

The Fund's investment objective is to seek long-term capital appreciation. The Fund's investment objective is non-fundamental and may be changed without shareholder approval upon at least a 60-day written notice to shareholders. There is no assurance that the Fund will achieve its investment objective.

## **Principal Investment Strategies**

Under normal market conditions, the Fund invests primarily in securities of companies listed on U.S. stock exchanges. Investments consist primarily of common stocks of companies of any size market capitalization. The Fund may also invest in preferred stocks, warrants, options, and other equity-like instruments such as partnership interests, limited liability company interests, business trust shares and rights, REITs, and other securities that are convertible into equity securities. The Fund may invest up to 35% of its total assets in securities issued by foreign issuers, including in ADRs, EDRs, GDRs, and directly in foreign equity securities. Additionally, the Fund may participate in securities lending arrangements up to 33-1/3% of its total asset value with brokers, dealers, and financial institutions (but not individuals) in order to increase the return on its portfolio. The Fund will bear any expenses associated with securities lending arrangements (such expenses are not reflected in the fee table of the section entitled "Summary Section - Fees and Expenses of the Fund" in this Prospectus). The Fund may, from time to time, have significant exposure to one or more sectors of the market. As of July 31, 2024, 46.9% of the Fund's net assets were invested in securities of issuers within the financial services sector.

Although the Fund normally holds a focused portfolio of equity securities, the Fund is not required to be fully invested in such securities and may maintain a significant portion of its total assets in cash and securities generally considered to be cash equivalents. In certain market conditions, the Adviser may determine that it is appropriate for the Fund to hold a significant cash position for an extended period of time.

The Adviser principally seeks to identify companies which may earn higher-than-average returns on shareholders' equity, are managed, in the Adviser's judgment, by individuals who have a history of treating public shareholders like partners, and have ample opportunity to reinvest excess profits at above-average rates. Once a potential investment is identified, the Adviser attempts to purchase shares at valuations the Adviser considers modest-to-reasonable, relative to the nature of the business, and the expected growth in economic value per share. The Fund is non-diversified under the 1940 Act and may invest a larger percentage of its assets in fewer issuers than diversified mutual funds.

Although it primarily utilizes fundamental analysis to identify potential investments, the Adviser may employ charting, technical analysis, and other forms of analysis to identify potential investments. The Adviser employs a bottom-up approach to researching and analyzing companies.

The Adviser may sell a security for a variety of reasons, including, without limitation, when: (1) a security subsequently fails to meet the Adviser's initial investment criteria; (2) an issuer specific event, such as an acquisition or recapitalization, changes the fundamental operations of the company; (3) upon comparative analysis, a new security is judged to be more attractive than a current holding; (4) views change of the individual holdings as well as the general market; or (5) something changes for the worse in the business model, management or governance, or future opportunity for reinvestment.

Typically, the Fund focuses on making long-term investments rather than engaging in short-term trading strategies. While the Fund's portfolio turnover will vary from year to year based upon market conditions and factors affecting the particular securities held in the portfolio, generally, it is anticipated that the Fund's portfolio turnover will not exceed 50% annually.

**Cash Holdings and Temporary Defensive Positions.** The Fund may from time to time hold a significant portion of its portfolio in cash or cash equivalent instruments. 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. During rising markets, holding larger than usual cash reserves may be detrimental to the Fund's performance. During declining markets, holding larger than usual cash reserves may allow the Fund to purchase securities at a discount. To the extent the assets of the Fund are invested in temporary defensive positions in response to adverse market, economic, political, or other conditions, the Fund may not achieve its investment objective.

**ReFlow Liquidity Program.** The Fund participates in the ReFlow Liquidity Program, which is designed to provide an alternative liquidity source for mutual funds experiencing redemptions of their shares. Pursuant to the program, ReFlow Fund, LLC ("ReFlow") provides participating mutual funds (including the Fund) with a source of cash to meet net shareholder redemptions by standing ready each business day to purchase fund shares up to the value of the net shares redeemed by other shareholders that are to settle that business day. The Fund is not guaranteed to receive cash from ReFlow on any given day as allocation of ReFlow's available cash to participating funds is based on the results of ReFlow's automated daily auction process among participating mutual funds. Following purchases of Fund shares, ReFlow then generally redeems those shares when the Fund experiences net shareholder purchases or at the end of a maximum holding period determined by ReFlow (currently 8 days), or at other times at ReFlow's discretion. While ReFlow holds Fund shares, it will have the same rights and privileges with respect to those shares as any other shareholder.

For use of the ReFlow service, the Fund pays a fee to ReFlow each time it purchases Fund shares, calculated by applying to the purchase amount a fee rate determined through the auction process. The current minimum fee rate (which is subject to change) is 0.14% of the value of the Fund shares purchased by ReFlow, although the Fund may submit a bid at a higher fee rate. The actual fee rate that may be charged to the Fund therefore may be higher than 0.14%. ReFlow's purchases of Fund shares through the liquidity program are made on an investment-blind basis without regard to the Fund's objective, policies or anticipated performance. In accordance with federal securities laws, ReFlow is prohibited from acquiring more than 3% of the outstanding voting securities of the Fund. ReFlow will periodically redeem its entire share position in the Fund and may request that such redemption be met in-kind in accordance with the Fund's ReFlow Program redemption in-kind policies described under "Redemption In-Kind" in the Prospectus.

ReFlow may purchase Institutional Class shares of the Fund at net asset value and will not be subject to the Fund's investment minimum or redemption fee. In addition, investments in the Fund by ReFlow are not subject to the Fund's policy regarding excessive trading described under "Tools to Combat Frequent Transactions" in the Prospectus. The Board of Trustees of the Trust (the "Board") has approved the Fund's use of the ReFlow Liquidity Program.

## **Principal Risks**

Before investing in the Fund, you should carefully consider your own investment goals, the amount of time you are willing to leave your money invested, and the amount of risk you are willing to take. Remember that in addition to possibly not achieving your investment goals, you could lose money by investing in the Fund. The value of your investment in the Fund will fluctuate with the prices of the securities in which the Fund invests. The principal risks of investing in the Fund are discussed in more detail below in order of relevance to the Fund:

**Equity Securities Risk.** Equity securities are susceptible to general stock market fluctuations and to volatile increases and decreases in value. Investor perceptions may impact the market and are based on various and unpredictable factors including expectations regarding government, economic, monetary, and

fiscal policies; inflation and interest rates; economic expansion or contraction; and global or regional political, economic, and banking crises. If you hold common stocks of any given issuer, you would generally be exposed to greater risk than if you hold preferred stock or debt obligations of the issuer because common stockholders generally have inferior rights to receive payments from issuers in comparison with the rights of preferred stockholders, bondholders, and other creditors of such issuers. These fluctuations may cause a security to be worth less than its cost when originally purchased or less than it was worth at an earlier time.

**Large-Cap Investment Risk.** The stocks of larger companies may underperform relative to those of small and mid-sized companies. Larger, more established companies may be unable to respond quickly to new competitive challenges, such as changes in technology and consumer tastes. Many larger companies may not be able to attain the high growth rate of successful smaller companies, especially during extended periods of economic expansion.

**Management Risk.** Management risk describes the Fund's ability to meet its investment objective based on the Adviser's success or failure to implement investment strategies for the Fund. The value of your investment in the Fund is subject to the effectiveness of the Adviser's research, analysis, and asset allocation among portfolio securities. If the Adviser's investment strategies do not produce the expected results, your investment could be diminished or even lost.

**General Market Risk.** Economies and financial markets throughout the world are becoming increasingly interconnected, which increases the likelihood that events or conditions in one country or region will adversely impact markets or issuers in other countries or regions. Securities in the Fund's portfolio may underperform in comparison to securities in the general financial markets, a particular financial market, or other asset classes due to a number of factors, including: inflation (or expectations for inflation), deflation (or expectations for deflation), interest rates, market instability, financial system instability, debt crises and downgrades, embargoes, tariffs, sanctions and other trade barriers, regulatory events, other governmental trade or market control programs and related geopolitical events. In addition, the value of the Fund's investments may be negatively affected by the occurrence of global events such as war, terrorism, environmental disasters, natural disasters or events, country instability, and infectious disease epidemics or pandemics.

The effects of any future pandemic or other global event to public health and business and market conditions may have a significant negative impact on the performance of the Fund's investments, increase the Fund's volatility, exacerbate pre-existing political, social and economic risks to the Fund, and negatively impact broad segments of businesses and populations. In addition, governments, their regulatory agencies, or self-regulatory organizations have taken or may take actions in response to a pandemic or other global event that affect the instruments in which the Fund invests, or the issuers of such instruments, in ways that could have a significant negative impact on the Fund's investment performance. The ultimate impact of any pandemic or other global event and the extent to which the associated conditions and governmental responses impact the Fund will also depend on future developments, which are highly uncertain, difficult to accurately predict and subject to frequent changes.

**Mid-Cap and Small-Cap Investment Risk.** Investing in the securities of mid-cap and small-cap companies generally involves greater risk than investing in larger companies. This greater risk is, in part, attributable to the fact that the securities of mid-cap and small-cap companies usually have more limited marketability. Because mid-cap and small-cap companies have fewer shares outstanding than larger companies, it also may be more difficult to buy or sell significant amounts of such shares without an unfavorable impact on prevailing prices. Additionally, securities of mid-cap and small-cap companies are typically subject to greater changes in earnings and business prospects than are larger companies and typically there is less publicly available information concerning mid-cap and small-cap companies than for larger companies. Although investing in securities of mid-cap and small-cap companies offers potential above-average returns if the companies are successful, there is a risk that the companies will not succeed and the prices of the companies' shares could significantly decline in value. Securities of mid-cap

and small-cap companies, especially those whose business involves emerging products or concepts, may be more volatile due to their limited product lines, markets, or financial resources and may lack management depth. Securities of mid-cap and small-cap companies also may be more volatile than larger companies or the market averages in general because of their general susceptibility to economic downturns, especially in the financial services group of industries where changes in interest rates and demand for financial services are so closely tied to the economy.

**Non-Diversification Risk.** The Fund is a non-diversified mutual fund and, as such, its investments are not required to meet certain diversification requirements under the 1940 Act. The Fund is permitted to invest a greater percentage of its assets in the securities of a single issuer than a diversified fund. Thus, the Fund may have fewer holdings than other funds. As a result, a decline in the value of those investments would cause the Fund's overall value to decline to a greater degree than if the Fund held a more diversified portfolio. The Fund is still subject to certain diversification requirements for federal income tax purposes, which are less rigorous than the diversification requirements under 1940 Act. See "Taxation" in the Fund's Statement of Additional Information ("SAI") for more information.

**Sector Emphasis Risk.** From time to time, the Fund may invest 25% or more of its assets in one or more sectors subjecting it to sector emphasis risk. This is the risk that the Fund is subject to greater risk of loss as a result of adverse economic, business, or other developments affecting a specific sector in which the Fund has invested, than if its investments were diversified across a greater number of industry sectors. Sectors possess particular risks that may not affect other sectors.

**Financial Services Sector Risk.** The financial services industry can be significantly affected by changes in interest rates, the rate of corporate and consumer debt defaults, the availability and cost of borrowing and raising capital, reduced credit market liquidity, regulatory changes, price competition, bank failures and other financial crises, and general economic and market conditions. Changing interest rates could reduce the profitability of certain types of companies in the financial services industry. Financial services companies may have concentrated portfolios, such as a high level of loans to one or more industries or sectors, which make them vulnerable to economic conditions that affect such industries or sectors. Significant events may have a negative impact on economies and financial markets worldwide, resulting in higher debt defaults, loan write-offs, and government intervention, historically low interest rates, and potentially the failure of some financial institutions, each of which would reduce investment performance of financial services companies held by the Fund. Future outbreaks of infectious disease or other natural disasters or crises could have similar, or even more severe, impacts on the financial services industry.

*The remaining risks are considered "principal risks" of investing in the Fund, regardless of the order in which they appear.*

**Cash Position Risk.** To the extent that the Fund holds large positions in cash or cash equivalents, there is a risk of lower returns and potential lost opportunities to participate in market appreciation.

**Depository Receipts Risk.** Depository receipts involve substantially identical risks to those associated with direct investment in securities of foreign issuers. In addition, the underlying issuers of certain depository receipts, particularly unsponsored or unregistered depository receipts, are under no obligation to distribute shareholder communications to the holders of such receipts or to pass through to them any voting rights with respect to the deposited securities.

**Derivatives Risk.** The Fund's use of derivative instruments involves risks different from, or possibly greater than, the risks associated with investing directly in securities and other traditional investments. Derivatives are subject to a number of risks, such as liquidity risk, interest rate risk, market risk, credit risk, and management risk. They also involve the risk of mispricing or improper valuation and the risk that changes in the value of the derivative may not correlate perfectly with the underlying asset, rate, or

index. The Fund, by investing in a derivative instrument, could lose more than the principal amount invested. Also, suitable derivative transactions may not be available in all circumstances and there can be no assurance that the Fund will engage in these transactions to reduce exposure to other risks when that would be beneficial. The use of derivatives can lead to losses because of adverse movements in the price or value of the asset, index, rate, or instrument underlying a derivative or due to failure of a counterparty. Derivatives may create leverage in the Fund, which magnifies the Fund's exposure to the underlying investment so that small changes in the value of the underlying instruments may produce disproportionate losses to the Fund. A counterparty's loss on a derivatives transaction may substantially exceed the counterparty's initial investment.

**Foreign Securities and ADR Risk.** Investments in foreign securities and ADRs may involve more risks than U.S. investments. These additional risks may potentially include lower liquidity, greater price volatility, and risks related to adverse political, regulatory, market, or economic developments. Foreign companies also may be subject to significantly higher levels of taxation than U.S. companies, including potentially confiscatory levels of taxation, thereby reducing the earnings potential of such foreign companies. Amounts realized on sales of or distributions with respect to foreign securities may be subject to high and potentially confiscatory levels of foreign taxation and withholding when compared to comparable transactions in U.S. securities. Sanctions imposed by the U.S. or a foreign country may restrict the Fund's ability to purchase or sell foreign securities or may require the Fund to divest its holdings in foreign securities, which could adversely affect the value or liquidity of such holdings. The imposition of sanctions could also adversely affect global sectors and economies and thereby negatively affect the value of the Fund's investments beyond any direct exposure to the countries or regions subject to the sanctions. Investments in foreign securities involve exposure to fluctuations in foreign currency exchange rates. Such fluctuations may reduce the value of the investment. Foreign investments are also subject to risks including potentially higher withholding and other taxes, higher costs of custody and trading, trade settlement, custodial, and other operational risks and less stringent investor protection and disclosure standards in certain foreign markets. In addition, foreign markets can, and often do, perform differently than U.S. markets. Given the global interrelationships of today's economy, volatility, or threats to stability of any significant currency, or significant political instability, may affect other markets and affect the risk of an investment in the Fund. Changes in foreign tax laws, exchange controls, investment regulations, and policies on nationalization and expropriation, as well as political instability may affect the operations of foreign companies and the value of their securities.

**Options Risk.** Options on securities may be subject to greater fluctuations in value than an investment in the underlying securities. Purchasing and writing put and call options are highly specialized activities and entail greater than ordinary investment risks. The successful use of options depends in part on the ability of the Adviser to manage future price fluctuations and the degree of correlation between the options and securities (or currency) markets. By writing put options on equity securities, the Fund gives up the opportunity to benefit from potential increases in the value of the common stocks above the strike prices of the written put options, but continues to bear the risk of declines in the value of its common stock portfolio. The Fund will receive a premium from writing a covered call option that it retains whether or not the option is exercised. The premium received from the written options may not be sufficient to offset any losses sustained from the volatility of the underlying equity securities over time. The successful use of options depends in part on the ability of the Adviser to anticipate future price fluctuations and the degree of correlation between the options and securities (or currency) markets. If the Adviser is incorrect in its expectation of changes in market prices or determination of the correlation between the instruments or indices on which options are written and purchased and the instruments in the Fund's investment portfolio, the Fund may incur losses that it would not otherwise incur.

**Real Estate Investment Trusts Risk.** REITs are trusts that invest primarily in commercial real estate or real estate-related loans. By investing in REITs indirectly through the Fund, shareholders will not only bear the proportionate share of the expenses of the Fund, but will also indirectly bear similar expenses of the underlying REITs. The Fund may be subject to certain risks associated with the direct investments of the REITs, such as losses from casualty or condemnation, changes in local and general economic

conditions, supply and demand, interest rates, zoning laws, regulatory limitations on rents, property taxes, and operating expenses in addition to terrorist attacks, war, or other acts that destroy real property. REITs may be affected by changes in the value of their underlying properties and by defaults by borrowers or tenants. Some REITs may have limited diversification and may be subject to risks inherent in financing a limited number of properties. REITs generally depend on their ability to generate cash flow to make distributions to shareholders or unit holders and may be subject to defaults by borrowers and to self-liquidations. In addition, a REIT may be affected by its failure to qualify for tax-free pass-through of income under the Internal Revenue Code of 1986, as amended (the “Code”), or its failure to maintain exemption from registration under the 1940 Act.

**Securities Lending Risk.** There are certain risks associated with securities lending, including the risk that when lending portfolio securities, the securities may not be available to the Fund on a timely basis and the Fund may, therefore, lose the opportunity to sell the securities at a desirable price. When the Fund lends its portfolio securities, it will receive collateral consisting of cash or cash equivalents, securities issued or guaranteed by the U.S. government or one of its agencies or instrumentalities, an irrevocable bank letter of credit, or any combination thereof. Nevertheless, the Fund risks a delay in the recovery of the loaned securities, or even the loss of rights in the collateral deposited by the borrower, if the borrower should fail financially. In addition, any investments made with the collateral received are subject to the risks associated with such investments. If such investments lose value, the Fund will have to cover the loss when repaying the collateral.

#### Additional Risks

**Special Risks Related to Cyber Security.** The Fund and its service providers, including the Adviser, are susceptible to cyber security risks that include, among other things, theft, unauthorized monitoring, release, misuse, loss, destruction, or corruption of confidential and highly restricted data; denial of service attacks; unauthorized access to relevant systems; compromises to networks or devices that the Fund and its service providers use to service the Fund’s operations; or operational disruption or failures in the physical infrastructure or operating systems that support the Fund and its service providers. Cyber attacks against or security breakdowns of the Fund or its service providers may adversely impact the Fund and its shareholders, potentially resulting in, among other things, financial losses; the inability of Fund shareholders to transact business and the Fund to process transactions; inability to calculate the Fund’s NAV; violations of applicable privacy and other laws; regulatory fines, penalties, reputational damage, reimbursement, or other compensation costs; and/or additional compliance costs. The Fund may incur additional costs for cyber security risk management and remediation purposes. In addition, cyber security risks may also impact issuers of securities in which the Fund invests, which may cause the Fund’s investment in such issuers to lose value. While measures have been developed which are designed to reduce the risks associated with cyber security incidents, there can be no assurance that those measures will be effective, particularly since the Fund does not control the cyber security defenses or plans of its service providers, financial intermediaries and companies with which those entities do business.

Cyber security incidents, both intentional and unintentional, may allow an unauthorized party to gain access to Fund or shareholder assets, Fund or customer data (including private shareholder information), or proprietary information, or cause the Fund, the Adviser and/or other service providers (including, but not limited to, the fund administrator, fund accountant, custodian, transfer agent, auditors and financial intermediaries) to suffer data breaches or data corruption, lose operational functionality, or prevent Fund shareholders from purchasing, redeeming or exchanging shares or receiving distributions. The Fund and the Adviser have limited ability to prevent or mitigate cyber security incidents affecting third-party service providers. Cyber security incidents may result in financial losses to the Fund and its shareholders, and substantial costs may be incurred in seeking to prevent or minimize future cyber security incidents.



## **Who May Want to Invest In the Fund?**

The Fund may be appropriate for investors who:

- Are pursuing a long-term goal such as retirement; and
- Have moderate risk tolerance.

## **PORTFOLIO HOLDINGS INFORMATION**

A complete description of the Fund's policies and procedures with respect to the disclosure of the Fund's portfolio holdings is available in the Fund's SAI and on the Fund's website at [www.akrefund.com](http://www.akrefund.com).

## **MANAGEMENT OF THE FUND**

### **The Adviser**

The Fund, a series of Professionally Managed Portfolios (the "Trust"), has entered into an investment advisory agreement (the "Advisory Agreement") with Akre Capital Management, LLC, 2 W. Marshall Street, Middleburg, Virginia 20117, under which the Adviser manages the Fund's investments and business affairs subject to the supervision of the Board. The Adviser was founded in 1999 and serves as investment adviser to other advisory clients such as high net worth individuals, institutions, and private partnerships. As of July 31, 2024, the Adviser managed approximately \$12.6 billion in assets. Under the Advisory Agreement, the Fund compensates the Adviser for its investment advisory services at the annual rate of 0.90% of the Fund's average daily net assets, payable on a monthly basis. Subject to the general supervision of the Board, the Adviser is responsible for managing the Fund in accordance with its investment objective and policies, and making decisions with respect to, and placing orders for, all purchases and sales of portfolio securities. The Adviser also maintains related records for the Fund. For the fiscal year ended July 31, 2024, the Adviser received net advisory fees of 0.90% of the Fund's average daily net assets.

A discussion regarding the basis of the Board's approval of the Advisory Agreement with the Adviser is available in the Fund's Semi-Annual Report to shareholders for the period ended January 31, 2024.

### **Portfolio Manager**

**John H. Neff** has served as Portfolio Manager of the Fund since August 2014. Mr. Neff joined the Adviser in 2009 as a Senior Analyst and became a Partner of the Adviser in January 2013. Prior to joining the Adviser, Mr. Neff served as a Senior Equity Analyst for William Blair since 2002 after starting in its Equity Research department in 1999. He holds an M.B.A. from the University of Chicago and a B.A. from Colgate University. The Fund's SAI provides additional information about the Portfolio Manager's compensation, the other accounts he manages and his ownership of shares of the Fund.

### **Fund Expenses**

In addition to the advisory fees discussed above, the Fund incurs other expenses such as custodian, transfer agency, interest, Acquired Fund Fees and Expenses, and other customary Fund expenses. (Acquired Fund Fees and Expenses are indirect fees that the Fund incurs from investing in the shares of other investment companies.)

### **Rule 12b-1 Fees, Shareholder Servicing Fees, and Other Payments**

*Distribution Plan.* The Fund's Retail Class has adopted a Distribution Plan (the "Plan") pursuant to Rule 12b-1 under the 1940 Act. Under the Plan, the Fund's Retail Class is authorized to pay the distributor a fee for the promotion and distribution of Fund shares and the provision of personal services to shareholders. The maximum amount of the fee authorized to be paid annually is 0.25% of the Fund's

average daily net assets attributable to the Retail Class. Because these fees are paid out of the Fund's assets on an on-going basis, over time these fees will increase the cost of your investment in the Fund's shares and may cost you more than paying other types of sales charges.

*Shareholder Servicing Plan.* The Fund has adopted a Shareholder Servicing Plan on behalf of each of the share classes. Under the Shareholder Servicing Plan, the Retail and Institutional Classes are authorized to pay an annual shareholder servicing fee of up to 0.10% of each class's average daily net assets or \$22 per account, while the Supra Institutional Class is authorized to pay an annual shareholder servicing fee of up to 0.03% of such class's average daily net assets or \$22 per account. This fee is used to finance certain activities related to servicing and maintaining shareholder accounts. Because these fees are paid out of the Fund's assets on an on-going basis, over time these fees will increase the cost of your investment in the Fund's shares.

The Fund has policies and procedures in place for the monitoring of payments to broker-dealers and other financial intermediaries for distribution-related activities and the following non-distribution activities: sub-transfer agent, administrative, and other shareholder servicing services.

*Other Payments to Financial Intermediaries.* The Adviser or distributor, out of its own resources and without additional cost to the Fund or its shareholders, may provide additional cash payments or non-cash compensation to certain financial intermediaries and their agents that have made arrangements with the Fund and are authorized to accept orders for shares of the Fund (collectively, "Financial Intermediaries"). Such payments and compensation are in addition to the sales charges (including Rule 12b-1 fees) and shareholder servicing fees paid by the Fund. These additional cash payments are generally made to Financial Intermediaries that provide shareholder servicing, marketing support, and/or access to sales meetings, sales representatives, and management representatives of the Financial Intermediary. Cash compensation may also be paid to Financial Intermediaries for inclusion of the Fund on a sales list, including a preferred or select sales list, in other sales programs, or as an expense reimbursement in cases where the Financial Intermediary provides shareholder services to the Fund's shareholders. The Adviser or distributor may also pay cash compensation in the form of finder's fees that vary depending on the dollar amount of the shares sold.

## SHAREHOLDER INFORMATION

### Description of Classes

The following table lists the key features of the Fund's Retail, Institutional, and Supra Institutional Classes.

	Retail Class	Institutional Class	Supra Institutional Class
<b>Minimum Initial Investment</b>	\$2,000 – Standard Accounts \$1,000 – Traditional and Roth IRAs \$250 – Accounts with Automatic Investment Plans	\$250,000	\$300,000,000
<b>Subsequent Minimum Investment</b>	\$250 – All Accounts	\$25,000	None
<b>Waiver/Reduction of Investment Minimums</b>	None	Although not limited to the list below, the Adviser (or in certain cases, Trust Officers) may waive or reduce the initial or subsequent minimum investment amounts in any of following circumstances: <ul style="list-style-type: none"> <li>• Non-discretionary portfolio rebalancing associated with certain asset-allocation programs managed by fee-based investment advisers, certain wrap accounts, and certain retirement plans;</li> <li>• Retirement, defined benefit and pension plans with plan assets of at least \$25 million;</li> <li>• Bank or Trust companies investing for their own accounts or acting in a fiduciary or similar capacity;</li> <li>• Institutional clients of the Adviser;</li> <li>• Trustees and Officers of the Trust;</li> <li>• Employees of the Adviser and its affiliates and their immediate families (i.e., parent, child, spouse, domestic partner, sibling, step or adopted relationships, grandparent, grandchild, and Uniform Gift, or Transfer to Minors Act accounts naming qualifying persons); and</li> <li>• For shares purchased pursuant to the ReFlow Liquidity Program.</li> </ul>	None
<b>Fees</b>	<ul style="list-style-type: none"> <li>• Redemption Fee of 1.00% if shares are redeemed less than 30 days from purchase (with some exceptions)</li> <li>• 12b-1 fee of 0.25%</li> <li>• Shareholder servicing fee of up to 0.10% or \$22 per account</li> </ul>	<ul style="list-style-type: none"> <li>• Redemption Fee of 1.00% if shares are redeemed less than 30 days from purchase (with some exceptions)</li> <li>• Shareholder servicing fee of up to 0.10% or \$22 per account</li> </ul>	<ul style="list-style-type: none"> <li>• Redemption Fee of 1.00% if shares are redeemed less than 30 days from purchase (with some exceptions)</li> <li>• Shareholder servicing fee of up to 0.03% or \$22 per account</li> </ul>

	<b>Retail Class</b>	<b>Institutional Class</b>	<b>Supra Institutional Class</b>
<b>Conversion Feature</b>	<p>Subject to the Adviser’s approval, if investors currently holding Retail Class shares meet the criteria for eligible investors and would like to convert to Institutional Class shares, there are no tax consequences and investors are not subject to the redemption/exchange fees. To inquire about converting your Retail Class shares to Institutional Class shares, please call 1-877-862-9556.</p>	<p>Subject to the Adviser’s approval, if investors currently holding Institutional Class shares meet the criteria for eligible investors and would like to convert to Supra Institutional Class shares, there are no tax consequences and investors are not subject to the redemption/exchange fees. To inquire about converting your Institutional Class shares to Supra Institutional Class shares, please call 1-877-862-9556.</p> <p>Investors who hold Institutional Class shares of the Fund through a fee-based program at a financial intermediary but who subsequently become ineligible to participate in the program, withdraw from the program, or change to a non-fee based program, may be subject to conversion of their Institutional Class shares by their financial intermediary to another class of shares of the Fund having expenses (including Rule 12b-1 fees) that may be higher than the expenses of the Institutional Class shares. Investors should contact their program provider to obtain information about their eligibility for the provider’s program and the class of shares they would receive upon such a conversion. There are no tax consequences for such conversion and investors are not charged a redemption/exchange fee by the Fund.</p>	<p>Subject to the Adviser’s approval, if investors currently holding Supra Institutional Class shares no longer meet the criteria for eligible investors and would like to convert to Institutional or Retail Class shares, there are no tax consequences and investors are not subject to the redemption/exchange fees. To inquire about converting your Supra Institutional Class shares to Institutional or Retail Class shares, please call 1-877-862-9556.</p>
<b>Eligible Investors</b>	<p>Includes:</p> <ul style="list-style-type: none"> <li>• Individual accounts,</li> <li>• Traditional and Roth IRA accounts, and</li> <li>• Certain accounts maintained through financial intermediaries.</li> </ul>	<p>Designed for accounts of institutions maintained directly with the Fund’s transfer agent, including:</p> <ul style="list-style-type: none"> <li>• Financial institutions,</li> <li>• Pension plans,</li> <li>• Retirement accounts,</li> <li>• Qualified plans,</li> <li>• Corporations, trusts, estates, religious and charitable organizations, and</li> <li>• Financial intermediaries that charge their customers transaction or other distribution or service fees with respect to their customers’ investments in the Fund.</li> </ul>	<p>Designed for advisory clients of an asset management firm that on behalf of its clients:</p> <ul style="list-style-type: none"> <li>• Commits in a letter of intent to invest at least \$300 million in the aggregate in the Fund within 60 days of the initial purchase, and</li> <li>• Holds those shares directly in a single account on the books of the Fund or indirectly through an authorized Financial Intermediary that maintains a single omnibus account with the Fund’s transfer agent.</li> </ul>

## Special Instructions for Institutional Class Shares

The Fund offers Institutional Class shares primarily for direct investment by investors such as pension and profit-sharing plans, employee benefit trusts, endowments, foundations, and corporations. Institutional Class shares may also be offered through Financial Intermediaries that charge their customers transaction or other distribution or service fees with respect to their customers' investments in the Fund. If you are purchasing shares through a Financial Intermediary, you must follow the procedures established by your Financial Intermediary. Your Financial Intermediary is responsible for sending your purchase order and wiring payment to the transfer agent. Your Financial Intermediary holds the shares in your name and receives all confirmations of purchases and sales. Financial Intermediaries placing orders for themselves or on behalf of their customers should call the Fund toll free at 1-877-862-9556, or follow the instructions under "Purchase By Mail," "Purchase By Telephone," and "Purchase By Wire."

As indicated in the table above, the minimum initial investment for Institutional Class shares may be waived or reduced by the Adviser at any time. In addition to the circumstances listed in the table, the Adviser may permit certain Financial Intermediaries to aggregate up to 10 customer accounts to accumulate the requisite \$250,000 initial investment minimum.

## Pricing Fund Shares

**Net Asset Value ("NAV").** Shares of the Fund are sold at their NAV. The Fund's NAV is determined by taking the market value of the Fund's total assets, subtracting the Fund's liabilities, and then dividing the result (net assets) by the number of the Fund's shares outstanding. The NAV takes into account the expenses and fees of the Fund, including management, administration, and other fees, which are accrued daily. The Fund's NAV is normally calculated as of the close of regular trading (generally, 4:00 p.m. Eastern time) on each day that the New York Stock Exchange ("NYSE") is open for business.

All shareholder transaction orders received in good order (as described below under "How to Purchase Shares of the Fund") by U.S. Bancorp Fund Services, LLC, doing business as U.S. Bank Global Fund Services (the "Transfer Agent"), or an authorized Financial Intermediary by 4:00 p.m. Eastern time will be processed at that day's NAV. Transaction orders received after 4:00 p.m. Eastern time will receive the next day's NAV. The Fund's NAV, however, may be calculated earlier if trading on the NYSE is restricted or as permitted by the SEC. The Fund does not determine the NAV of its shares on any day when the NYSE is not open for trading, such as weekends and certain national holidays, as disclosed in the Fund's SAI (even if there is sufficient trading in its portfolio securities on such days to materially affect the NAV).

**Fair Value Pricing.** Securities for which market quotations are not readily available are valued at their respective fair values as determined in accordance with procedures adopted by the Adviser. The Fund expects to use fair value pricing for securities actively traded on U.S. exchanges only in limited circumstances, such as suspension of trading. The Fund may use fair value pricing more frequently for foreign securities because, among other things, trading in foreign markets is normally completed well before the Fund values its securities. The earlier close of such foreign markets gives rise to the possibility that significant events may have occurred in the interim. The Board has designated the Adviser as its "valuation designee" pursuant to Rule 2a-5 under the 1940 Act, subject to its oversight. Fair value determinations are made in good faith in accordance with procedures adopted by the Adviser and approved by the Board. Generally, the fair value of a portfolio security or other asset shall be the amount that the owner of the security or asset might reasonably expect to receive upon its current sale. If the Fund invests in securities that are primarily listed on foreign exchanges that trade on weekends or other days when the Fund does not price its shares, the NAV of the Fund's shares may change on days when shareholders will not be able to purchase or redeem the Fund's shares.

Attempts to determine the fair value of securities introduce an element of subjectivity to the pricing of securities. As a result, the price of a security determined through fair valuation techniques may differ from the price quoted or published by other sources. In the event that a fair value methodology is no

longer required for a security that was formerly valued using a fair value methodology, the Adviser will compare the new valuation with the most recent value that resulted from applying the fair value methodology. If there is a material difference, the Adviser will consider whether modifications to the fair value methodology need to be made.

## How to Purchase Shares of the Fund

**Minimum Investments.** To purchase shares of the Fund, you must make at least the minimum initial investment (or subsequent investment) as described in the section entitled “SHAREHOLDER INFORMATION - Description of Classes” in this Prospectus. The minimum investment requirements may be waived from time to time. Please note the following:

- **Checks** for all accounts, including individual, sole proprietorship, joint, Uniform Gifts to Minors Act (“UGMA”), or Uniform Transfers to Minors Act (“UTMA”) accounts, the check must be made payable to “Akre Focus Fund.” A \$25 charge may be imposed on any returned payment. You will also be responsible for any losses suffered by the Fund as a result.
- **ACH** refers to the “Automated Clearing House” System maintained by the Federal Reserve Bank, which allows banks to process checks, transfer funds, and perform other tasks. Your financial institution may charge you a fee for this service.
- **Wires** instruct your financial institution with whom you have an account to make a Federal Funds wire payment to us. Your financial institution may charge you a fee for this service.

### Purchase by Mail

For direct investments through the Transfer Agent, you should:

- Complete and sign the Account Application;
- To open an account, write a check payable to: “Akre Focus Fund”; and
- Send your Account Application and check to one of the addresses listed below.
- For subsequent investments, detach the Invest by Mail form that is attached to the confirmation statement you will receive after each transaction and mail it with a check made payable to the Fund in the envelope provided with your statement or to one of the addresses noted below. Write your account number on the check. If you do not have the stub from your account statement, include your name, address, and account number on a separate piece of paper.
- Your order will not be accepted until the completed Account Application is received in good order by the Transfer Agent. “*Good order*” means your purchase request includes: (1) the name of the Fund, (2) the dollar amount of shares to be purchased, (3) your purchase application or investment stub, and (4) a check payable to “Akre Focus Fund.”

For regular mail delivery:	For an overnight delivery:
Akre Focus Fund c/o U.S. Bank Global Fund Services P.O. Box 701 Milwaukee, Wisconsin 53201-0701	Akre Focus Fund c/o U.S. Bank Global Fund Services 615 East Michigan Street, 3rd Floor Milwaukee, Wisconsin 53202-5207

The Fund does not consider the U.S. Postal Service or other independent delivery services to be its agents. Therefore, deposit in the mail or with such services, or receipt at U.S. Bancorp Fund Services, LLC, post office box, of purchase orders or redemption requests does not constitute receipt by the Transfer Agent of the Fund. Receipt of purchase orders or redemption requests is based on when the order is received at the Transfer Agent’s offices.

The Fund will not accept payment in cash or money orders. To prevent check fraud, the Fund will not accept third party checks, Treasury checks, credit card checks, traveler’s checks, or starter checks for the purchase of shares. All purchases must be made in U.S. dollars drawn on a bank located in the United States. The Fund is unable to accept post-dated checks or any conditional order or payment.

Additionally, shares of the Fund have not been registered for sale outside of the United States. The Fund generally does not sell shares to investors residing outside of the United States, even if they are United States citizens or lawful permanent residents, except to investors with United States military APO or FPO addresses.

### **Purchase by Wire**

If you are making your first investment in the Fund, before you wire funds, please contact the Transfer Agent by phone to make arrangements with a telephone service representative to submit your completed Account Application via mail, overnight delivery, or facsimile. Upon receipt of your completed Account Application, your account will be established and a service representative will contact you to provide your new account number and wiring instructions. If you do not receive this information within one business day, you may call the Transfer Agent at 1-877-862-9556. Once your account has been established, you may instruct your bank to initiate the wire using the instructions you were given.

For either initial or subsequent investments, prior to sending the wire, please call the Transfer Agent at 1-877-862-9556 to advise of your wire to ensure proper credit upon receipt. Your bank must include the name of the Fund, your name, and account number so that your wire can be correctly applied.

#### **Instruct your bank to send the wire to:**

U.S. Bank N.A.  
777 East Wisconsin Avenue  
Milwaukee, Wisconsin 53202  
ABA #075000022  
Credit: U.S. Bancorp Fund Services, LLC  
Account #112-952-137  
Further Credit: Akre Focus Fund  
(Shareholder Name, Shareholder Account #)

Your bank may impose a fee for investments by wire. Neither the Fund nor the Transfer Agent will be responsible for delays resulting from the banking or Federal Reserve wire systems or from incomplete wiring instructions. You will receive the NAV from the day that your wired funds have been received by the Fund or the Transfer Agent. Wired funds must be received prior to 4:00 p.m. Eastern time to be eligible for same day pricing. If you have questions about how to invest by wire, you may call the Fund at 1-877-862-9556.

### **Purchase by Telephone**

If you accepted telephone options on the Account Application and your account has been open for at least 7 business days, you may purchase additional shares in the amount of \$250 or more from your bank account upon request by telephoning the Fund toll-free at 1-877-862-9556. Telephone orders will be accepted via electronic funds transfer from your pre-designated bank account through the Automated Clearing House (“ACH”) network. You must have banking information established on your account prior to making a purchase. Only bank accounts held at domestic institutions that are ACH members may be used for telephone transactions. If your order is received prior to 4:00 p.m. Eastern time, shares will be purchased at the NAV next calculated. For security reasons, requests by telephone may be recorded.

### **Purchases Placed with Financial Intermediaries**

You may buy shares of the Fund through Financial Intermediaries. Financial Intermediaries may have different investment minimum requirements than those outlined in this Prospectus. Additionally, Financial Intermediaries may aggregate several customer accounts to accumulate the requisite initial investment minimum. Please consult your Financial Intermediary for their account policies. A Financial Intermediary may hold your shares in an omnibus account in the Financial Intermediary’s name and the Financial Intermediary may maintain your individual ownership records. The Fund may pay the Financial Intermediary for maintaining individual ownership records as well as providing other shareholder services. Financial Intermediaries may charge fees for the services they provide to you in connection with processing your transaction order or maintaining your account with them. Financial Intermediaries are

responsible for placing your order correctly and promptly with the Fund, forwarding payment promptly, as well as ensuring that you receive copies of the Fund's Prospectus. If you transmit your order with these Financial Intermediaries before the close of regular trading (generally 4:00 p.m. Eastern time) on a day that the NYSE is open for business, your order will be priced at the Fund's NAV next computed after it is received by the Financial Intermediary. The Fund will be deemed to have received a purchase or redemption order when an authorized broker or, if applicable, a broker's authorized designee, receives the order. Investors should check with their Financial Intermediary to determine if it is subject to these arrangements.

### **Purchasing with an Automatic Investment Plan (*Retail and Institutional Class Shareholders*)**

If you intend to use the Automatic Investment Plan ("AIP"), you may open your account with an initial minimum investment of \$250 in the Retail Class or \$250,000 in the Institutional Class. Once an account has been opened, you can make additional purchases of shares of the Fund through an AIP. The AIP provides a convenient method to have monies deducted directly from your bank account for investment into the Fund. You can make automatic monthly purchases of \$250 for Retail Class shares, or \$25,000 for Institutional Class shares, or more into the Fund. Only bank accounts held at domestic institutions that are ACH members may be used for this option. If you wish to change the amount of your investment or to terminate the plan, please contact the Transfer Agent at least five days prior to the effective date. Additionally, the Transfer Agent will charge a \$25 fee for any payment returned. The Fund may alter, modify, or terminate the AIP at any time. To begin participating in the AIP, please complete the Automatic Investment Plan section found on the Account Application or contact the Fund at 1-877-862-9556 for instructions.

### **Retirement Plans (*Retail Class Shareholders*)**

The Fund offers IRA plans. You may obtain information about opening an IRA by calling 1-877-862-9556. If you wish to open a Keogh, Section 403(b), or other retirement plan, please contact your Financial Intermediary.

## **How to Redeem (Sell) Shares of the Fund**

**How to Redeem Shares.** If you redeem through a Financial Intermediary, the Financial Intermediary may charge you a transaction fee. If you purchased your shares by check or electronic funds transfer through the ACH network, you may not receive your redemption proceeds until your purchase amount has cleared, which may take up to 7 business days. This delay will not apply if you purchased your shares via wire payment. Redemptions will be processed only on a day during which the NYSE is open for business. You may receive the proceeds of redemption by check, wire, or via electronic funds transfer through the ACH network. Please note that certain fees may apply depending on the timing or manner in which you redeem shares. Requests to redeem shares are processed at the NAV next calculated after the Fund receives your request in good order.

Shareholders who have an IRA or other retirement plan must indicate on their written redemption request whether or not to withhold federal income tax. Redemption requests failing to indicate an election not to have tax withheld will generally be subject to a 10% withholding tax. Shares held in IRA accounts may be redeemed by telephone at 1-877-862-9556. Investors will be asked whether or not to withhold taxes from any distribution.

### **Redeem by Mail**

To redeem by mail, please:

- Provide your name and account number;
- Specify the number of shares or dollar amount and the Fund name or number;
- Sign the redemption request (the signature must be exactly the same as the one on your account application). Make sure that all parties that are required by the account registration sign the request and any applicable signature guarantees are on the request; and
- Send your request to the appropriate address as given under purchasing by mail.



The Fund does not consider the U.S. Postal Service or other independent delivery services to be its agents. Therefore, deposit in the mail or with such services, or receipt at U.S. Bancorp Fund Services, LLC, post office box, of purchase orders or redemption requests does not constitute receipt by the Transfer Agent of the Fund. Receipt of purchase orders or redemption requests is based on when the order is received at the Transfer Agent's offices.

### **Redeem by Telephone**

You may redeem your shares of the Fund by telephone if you accepted telephone options on your account application. In order to arrange for the telephone redemption option after your account has been established, or to change the bank account or address designated to which redemption proceeds are sent, you must send the Transfer Agent a written request. The request must be signed by each shareholder of the account and may require a signature guarantee or a signature verification from a Signature Validation Program member or other acceptable form of authentication from a financial institution source. Telephone redemptions are limited to \$50,000. Redemption requests in excess of \$50,000 must be made in writing and require a signature(s) guarantee. To redeem by telephone, call the Transfer Agent at 1-877-862-9556 between the hours of 9:00 a.m. and 8:00 p.m. Eastern time on a day the NYSE is open for business. Shares of the Fund will be sold in your account at the NAV determined on the day your order is placed prior to market close (generally, 4:00 p.m. Eastern time); any redemption requests made after market close will receive the Fund's next calculated NAV price.

For your protection against fraudulent telephone transactions, the Fund will use reasonable procedures to verify your identity. As long as the Fund follows these procedures, the Fund will not be liable for any loss or cost to you if the Fund acts on instructions to redeem your account that the Fund reasonably believes to be authorized by you. If an account has more than one owner or authorized person, the Fund will accept telephone instructions from any one owner or authorized person. You will be notified if the Fund refuses telephonic redemption transactions. Once a telephone transaction is placed, it cannot be cancelled or modified after the close of regular trading on the NYSE (generally, 4:00 p.m., Eastern time). Telephone trades must be received by or prior to market close for you to receive that day's NAV. During periods of high market activity, shareholders may encounter higher than usual call waiting times. Please allow sufficient time to place your telephone transaction. Telephone redemptions may be difficult during periods of extreme market or economic conditions. If this is the case, please send your redemption request by mail or overnight courier.

### **Systematic Withdrawal Plan (*Retail Class Shareholders*)**

If you own or are purchasing shares of the Fund having a current value of at least \$10,000, you may participate in a Systematic Withdrawal Plan ("SWP"). The SWP provides for automatic redemptions of at least \$100 on a monthly, quarterly, or annual basis. You may have the proceeds of the SWP sent by check to your address of record or by electronic funds transfer via the ACH network to the bank account designated by you on the Fund Account Application. You may establish the SWP by completing this section on the Account Application or by calling the Fund at 1-877-862-9556 for instructions. You may terminate or modify your participation in the SWP by calling the Transfer Agent at least five days prior to the next scheduled payment.

### **Redeem Through Your Financial Intermediary**

You may sell shares of the Fund through your Financial Intermediary that has made arrangements with the Fund to sell its shares. When you place your order with such a Financial Intermediary, your order is treated as if you had placed it directly with the Transfer Agent, and you will pay or receive the NAV next calculated by the Fund. As stated above, the Financial Intermediary holds your shares in an omnibus account in the Financial Intermediary's name, and the Financial Intermediary maintains your individual ownership records. The Financial Intermediary may charge you a fee for handling your order. The Financial Intermediary is responsible for processing your order correctly and promptly, keeping you advised regarding the status of your individual account, confirming your transactions, and ensuring that you receive copies of the Fund's Prospectus.

## Account and Transaction Policies

**Redemption Fee.** The Fund is intended for long-term investors. Short-term “market-timers” that engage in frequent purchases and redemptions can disrupt the Fund’s investment program and create additional transaction costs that are borne by all of the Fund’s shareholders. For these reasons, the Fund will assess a 1.00% fee on the redemption of Fund shares held less than 30 days from purchase. The Fund uses the “first in first out” (“FIFO”) method to determine the holding period; this means that if you purchase shares on different days, the shares you held longest will be redeemed first for purposes of determining whether the short-term trading fee applies. The redemption fee is deducted from your proceeds and is retained by the Fund for the benefit of its long-term shareholders.

This fee does not apply to:

- (1) Shares purchased through reinvested dividends or capital gains;
- (2) Fund redemptions under the Fund’s SWP;
- (3) The redemption of shares previously purchased under an AIP;
- (4) The involuntary redemption of low balance accounts;
- (5) Sales of Fund shares made in connection with non-discretionary portfolio rebalancing associated with certain asset-allocation programs managed by fee-based investment advisers, certain wrap accounts, and certain retirement plans;
- (6) Minimum required distributions from retirement accounts;
- (7) Premature distributions from retirement accounts due to the disability or health of the shareholder;
- (8) Redemptions resulting in the settlement of an estate due to the death of the shareholder;
- (9) Conversion of shares from one share class to another in the same Fund;
- (10) Taking out a distribution or loan from a defined contribution plan;
- (11) Redemptions to effect, through a redemption and subsequent purchase, an account registration change within the same Fund;
- (12) Redemptions in connection with charitable investment pool accounts; or
- (13) Redemptions of shares purchased by ReFlow in connection with the ReFlow Liquidity Program.

The Fund reserves the right to change the terms and amount of this fee upon at least 60-days’ notice to shareholders.

Although the Fund has the goal of applying this redemption fee to most redemptions of shares held less than 30 days, the Fund may not always be able to track short-term trading effected through Financial Intermediaries in non-disclosed or omnibus accounts. While the Fund has entered into information sharing agreements with such Financial Intermediaries as described under “Tools to Combat Frequent Transactions,” which contractually require such Financial Intermediaries to provide the Fund with information relating to its customers investing in the Fund through non-disclosed or omnibus accounts, the Fund cannot guarantee the accuracy of the information provided to it from Financial Intermediaries and may not always be able to track short-term trading effected through these Financial Intermediaries. In addition, because the Fund is required to rely on information provided by the Financial Intermediary as to the applicable redemption fee, the Fund cannot ensure that the Financial Intermediary is always imposing such fee on the underlying shareholder in accordance with the Fund’s policies.

**Tools to Combat Frequent Transactions.** The Board has adopted a policy regarding excessive trading. The Fund discourages excessive, short-term trading and other abusive trading practices that may disrupt portfolio management strategies and harm performance. The Fund takes steps to reduce the frequency and effect of these activities in the Fund. These steps may include, among other things, monitoring trading activity, imposing redemption fees, if necessary, or using fair value pricing when appropriate, under procedures as adopted by the Adviser, when the Adviser determines current market prices are not readily available. As approved by the Board, these techniques may change from time to time as determined by the Fund in its sole discretion.

In an effort to discourage abusive trading practices and minimize harm to the Fund and its shareholders, the Fund reserves the right, in its sole discretion, to reject any purchase order request, in whole or in part, for any reason (including, without limitation, purchases by persons whose trading activity in the Fund's shares is believed by the Adviser to be harmful to the Fund) and without prior notice. The Fund may decide to restrict purchase and sale activity in its shares based on various factors, including whether frequent purchase and sale activity will disrupt portfolio management strategies and adversely affect the Fund's performance or whether the shareholder has conducted four round trip transactions within a 12-month period. Although these efforts are designed to discourage abusive trading practices, these tools cannot eliminate the possibility that such activity will occur. The Fund seeks to exercise its judgment in implementing these tools to the best of its ability in a manner that it believes is consistent with shareholder interests. Except as noted in this Prospectus, the Fund applies all restrictions uniformly in all applicable cases. (Purchases and redemptions of Fund shares by ReFlow in connection with the Fund's participation in the ReFlow Liquidity Program (see "Investment Objective, Principal Investment Strategies, and Risks – ReFlow Liquidity Program") are not subject to these limitations.)

Due to the complexity and subjectivity involved in identifying abusive trading activity and the volume of shareholder transactions the Fund handles, there can be no assurance that the Fund's efforts will identify all trades or trading practices that may be considered abusive. In particular, since the Fund receives purchase and sale orders through Financial Intermediaries that use group or omnibus accounts, the Fund cannot always detect frequent trading. However, the Fund will work with Financial Intermediaries as necessary to discourage shareholders from engaging in abusive trading practices and to impose restrictions on excessive trades. In this regard, the Fund has entered into information sharing agreements with Financial Intermediaries pursuant to which these intermediaries are required to provide to the Fund, at its request, certain information relating to its customers investing in the Fund through non-disclosed or omnibus accounts. The Fund will use this information to attempt to identify abusive trading practices. Financial Intermediaries are contractually required to follow any instructions from the Fund to restrict or prohibit future purchases from shareholders that are found to have engaged in abusive trading in violation of the Fund's policies. However, the Fund cannot guarantee the accuracy of the information provided to it from Financial Intermediaries and cannot ensure that they will always be able to detect abusive trading practices that occur through non-disclosed and omnibus accounts. As a consequence, the Fund's ability to monitor and discourage abusive trading practices in omnibus accounts may be limited.

**Proceeds.** The Fund typically sends redemption proceeds on the next business day (a day when the NYSE is open for normal business) after a redemption request is received in good order and prior to market close, regardless of whether the redemption proceeds are sent via check, wire, or automated clearing house ("ACH") transfer. Under unusual circumstances, the Fund may suspend redemptions or postpone payment for up to seven days as permitted by federal securities law.

The Fund typically expects that it will use cash or cash equivalents to meet redemption requests. The Fund may also use the proceeds from the sale of portfolio securities to meet redemption requests if consistent with the management of the Fund. In situations in which investment holdings in cash or cash equivalents are not sufficient to meet redemption requests, the proceeds from the sale of portfolio securities is not sufficient to meet redemption requests, or when shareholders may be adversely impacted by short-term timing issues associated with the conversion of cash equivalents or securities into cash, the Fund will typically borrow money through its line of credit to meet redemption requests. These redemption methods will be used regularly and may also be used in stressed market conditions.

The Fund reserves the right to pay redemption proceeds to you in whole or in part through a redemption in-kind as described under "Redemption In-Kind" below. Redemptions in-kind are typically used in order to minimize the effects of satisfying redemptions in cash on the Fund and its remaining shareholders. Redemptions in-kind may be used regularly and may also be used in stressed market conditions.

If elected on your account application, you may have the proceeds of the redemption request sent by check to your address of record, by wire to a pre-determined bank, or by electronic funds transfer via the

ACH network to the bank account designated by you on your fund account application. The minimum wire amount is \$500 and there is a \$15 fee for each wire transfer. When proceeds are sent via the ACH network, the funds are usually available in two to three business days.

**Suspension of Redemptions.** The Fund may temporarily suspend the right to redeem shares or postpone the date of payment upon redemption for more than seven days (1) for any period during which the NYSE is closed (other than customary weekend or holiday closings) or trading on the NYSE is restricted; (2) for any period during which an emergency exists as a result of which disposal by the Fund of securities owned by it is not reasonably practicable or it is not reasonably practicable for the Fund fairly to determine the value of its net assets; or (3) for such other periods as the SEC may permit for the protection of the Fund's shareholders.

**Signature Guarantees.** The Transfer Agent may require a signature guarantee, from either a Medallion program member or a non-Medallion program member, for certain requests. A signature guarantee assures that your signature is genuine and protects you from unauthorized transactions. A signature guarantee of each owner is required in the following situations:

- For all redemption requests in excess of \$50,000;
- When a redemption is received by the Transfer Agent and the account address has changed within the last 30 calendar days;
- When requesting a change in ownership on your account;
- When redemption proceeds are payable or sent to any person, address, or bank account not on record.

In addition to the situations described above, the Adviser and/or the Transfer Agent may require a signature guarantee in other instances based on the circumstances relative to the particular situation. Signature guarantees will generally be accepted from domestic banks, brokers, dealers, credit unions, national securities exchanges, registered securities associations, clearing agencies, and savings associations, as well as from participants in the NYSE Medallion Signature Program and the Securities Transfer Agents Medallion Program ("STAMP"). The Adviser can waive the need for signature guarantees from time to time. A notary public is not an acceptable signature guarantor.

Non-financial transactions including establishing or modifying certain services on an account may require a signature guarantee, signature verification from a Signature Validation Program member, or other acceptable form of authentication from a financial institution source.

**Customer Identification Program.** Please note that, in compliance with the USA PATRIOT Act of 2001, the Transfer Agent will verify certain information on your account application as part of the Fund's Anti-Money Laundering Program. As requested on the Account Application, you must supply your full name, date of birth, social security number, and permanent street address. If you are opening the account in the name of a legal entity (e.g., partnership, limited liability company, business trust, corporation, etc.), you must also supply the identity of the beneficial owners. Mailing addresses containing only a P.O. Box will not be accepted. If you do not supply the necessary information, the Transfer Agent may not be able to open your account. Please contact the Transfer Agent at 1-877-862-9556 if you need additional assistance when completing your application. If the Transfer Agent is unable to verify your identity or that of another person authorized to act on your behalf, or if it believes it has identified potentially criminal activity, the Fund reserves the right to temporarily limit additional share purchases, close your account and redeem your shares, or take any other action it deems reasonable or required by law. In the rare event that the Transfer Agent is unable to verify your identity, the Fund reserves the right to redeem your account at the current day's net asset value.

**No Certificates.** The Fund does not issue share certificates.

**Right to Reject Purchases.** The Fund reserves the right to reject any purchase in whole or in part.

**In-Kind Purchases.** The Fund reserves the right to accept in-kind contributions of securities in exchange for shares of the Fund.

**Redemption In-Kind.** The Fund reserves the right to pay redemption proceeds to you in whole or in part by a distribution of securities from the Fund's portfolio (a "redemption in-kind"). If the Fund pays your redemption proceeds by a distribution of securities, you could incur brokerage or other charges in converting the securities to cash and will bear any market risks associated with such securities until they are converted into cash. A redemption in-kind is treated as a taxable transaction and a sale of the redeemed shares, generally resulting in capital gain or loss to you, subject to certain loss limitation rules.

For shares purchased by ReFlow, the Fund may redeem these shares in-kind. Any such in-kind redemptions must comply with the requirements of the Trust's ReFlow redemption in-kind procedures.

**Small Balance Accounts.** The Fund reserves the right to redeem an account if the total value of the account falls below \$500 for Retail and Institutional Class shares and \$300 million for Supra Institutional class shares due to redemptions. Additionally, the Fund reserves the right to redeem an account if an investor no longer meets the conditions of an "Eligible Investor" as described in the section entitled "SHAREHOLDER INFORMATION - Description of Classes" in this Prospectus. You will be given 30 days prior written notice of this redemption. During that period, you may purchase additional shares to avoid the redemption.

**Householding.** In an effort to decrease costs, the Fund will reduce the number of duplicate prospectuses, supplements, proxy statements, and certain other documents you receive by sending only one copy of each to those addresses shown by two or more accounts. Please call the Transfer Agent toll-free at 1-877-862-9556 to request individual copies of documents; if your shares are held through a Financial Intermediary, please contact your Financial Intermediary directly. The Fund will begin sending individual copies 30 days after receiving your request. This policy does not apply to account statements.

**Unclaimed Property/Lost Shareholder.** It is important that the Fund maintain a correct address for each investor. An incorrect address may cause an investor's account statements and other mailings to be returned to the Fund. Based upon statutory requirements for returned mail, the Fund will attempt to locate the investor or rightful owner of the account. If the Fund is unable to locate the investor, then it will determine whether the investor's account can legally be considered abandoned. Your mutual fund account may be transferred to your state of residence if no activity occurs within your account during the "inactivity period" specified in your state's abandoned property laws. The Fund is legally obligated to escheat (or transfer) abandoned property to the appropriate state's unclaimed property administrator in accordance with statutory requirements. The investor's last known address of record determines which state has jurisdiction. Please proactively contact the Transfer Agent toll-free at 1-877-862-9556 at least annually to ensure your account remains in active status.

If you are a resident of the state of Texas, you may designate a representative to receive notifications that, due to inactivity, your mutual fund account assets may be delivered to the Texas Comptroller. Please contact the Transfer Agent if you wish to complete a Texas Designation of Representative form.

## **DISTRIBUTIONS AND TAXES**

### **Dividends and Distributions**

Dividends from net investment income and distributions from net capital gains from the sale of securities are distributed at least annually. Net investment income generally consists of interest income and dividends received on investments, less expenses.

The Fund typically distributes any undistributed net investment income each December. Any net capital gains realized through the period ended October 31 of each year also are typically distributed by

December 31 of each year. The Fund may make an additional payment of dividends or distributions if it deems it desirable at other times during the year.

All distributions will be reinvested in Fund shares unless you choose one of the following options:

- Receive dividends in cash, while reinvesting capital gain distributions in additional Fund shares;
- Reinvest dividends in additional Fund shares and receive capital gain distributions in cash; or
- Receive all dividends and capital gain distributions in cash.

Distributions are taxable to you whether received in cash or in additional shares. If you wish to change your distribution option, call the Transfer Agent at 1-877-862-9556 or write to the Transfer Agent at: Akre Focus Fund, c/o U.S. Bank Global Fund Services, P.O. Box 701, Milwaukee, Wisconsin 53201-0701. Your request must be received at least five days prior to the payment date of the distribution. If you elect to receive dividends and/or capital gains paid in cash, and the U.S. Postal Service cannot deliver your check, or if a check remains uncashed for six months, the Fund reserves the right to reinvest the distribution check in your account at the Fund's then current NAV and to reinvest all subsequent distributions.

### **Tax Consequences**

The Fund has elected and intends to continue to qualify to be taxed as a regulated investment company under Subchapter M of the Code. As a regulated investment company, the Fund will not be subject to federal income tax if it adequately diversifies its investments, distributes its income as required by the tax law, and satisfies certain other requirements that are described in the Fund's SAI. The Fund intends to operate in a manner such that it will not be liable for federal income or excise taxes on its taxable income and capital gains distributed to shareholders.

The Fund intends to make distributions of dividends and capital gains. In general, Fund distributions are taxable to shareholders as ordinary income or qualified dividend income. The federal income tax rate you pay on capital gain distributions will depend on how long the Fund held the securities that generated the gains, not on how long you owned your Fund shares. There is no requirement that the Fund take into consideration any tax implications when implementing its investment strategy. You will be taxed in the same manner whether you receive your dividends and capital gain distributions in cash or reinvest them in additional Fund shares. Qualified dividend income, the amount of which will be reported to you by the Fund, currently is taxed at a maximum federal rate of 20%. Shareholders should note that the Fund may make taxable distributions of income and capital gains even when share values have declined.

Dividends declared by the Fund in October, November, or December to shareholders of record on a specified date in such a month and paid during January of the following year will be treated as paid in December for tax purposes.

For taxable years beginning after 2017 and before 2025, non-corporate taxpayers generally may deduct 20% of "qualified business income" derived either directly or through partnerships or S corporations. For this purpose, "qualified business income" generally includes ordinary real estate investment trust ("REIT") dividends and income derived from master limited partnership ("MLP") investments. If the Fund receives a REIT dividend which is treated as "qualified business income," then the Fund may pay a dividend to its non-corporate shareholders that will be treated as "qualified business income," provided certain holding period and other requirements are satisfied by the shareholder. Although there is currently no mechanism for the Fund, to the extent the Fund invests in MLPs, to pass through "qualified business income" to its non-corporate shareholders, the Internal Revenue Service (the "IRS") has requested comments on similar tax treatment for MLP income received by a regulated investment company.

All distributions generally reduce the NAV of the Fund's shares by the amount of the distribution. If you purchase shares prior to a distribution, the distribution will be taxable to you even though economically it may represent a partial return of your investment.

The sale of your Fund shares is considered a taxable event for you. Depending on the purchase and sale price of the shares you sell, and your adjusted tax basis at the time of such sale, you may have a taxable gain or a loss on the transaction. Distributions of dividends and capital gains on the sale of your shares in the Fund are generally included in net investment income, which is subject to a 3.8% federal surtax for taxpayers in the higher federal income tax brackets. You are responsible for any tax liabilities generated by your transaction.

By law, the Fund must withhold as backup withholding a percentage (currently 24%) of your taxable distributions and redemption proceeds if you do not provide your correct Social Security or taxpayer identification number and certify that you are not subject to backup withholding, the IRS notifies you that you are subject to backup withholding, or the IRS instructs the Fund to do so.

An investment in the Fund may be subject to foreign, state, and/or local tax. The Fund's SAI provides additional information about taxes. You should consult your professional tax adviser regarding the federal, state, local, and foreign tax consequences of an investment in the Fund based on your circumstances.

## SHAREHOLDER DERIVATIVE ACTIONS

The governing instruments of the Fund state that shareholders have power to the same extent as the stockholders of a Massachusetts business corporation as to whether or not a court action, proceeding or claim should or should not be brought or maintained derivatively or as a class action on behalf of the Trust or the shareholders.

The Trust's Declaration of Trust provides that the Business Litigation Section of the Superior Court of the Commonwealth of Massachusetts sitting in Suffolk County, Massachusetts shall be the exclusive forum in which certain types of litigation may be brought. Any person purchasing or otherwise acquiring or holding any interest in shares of beneficial interest of the Trust shall be (i) deemed to have notice of and consented to the provisions of this provision, and (ii) deemed to have waived any argument relating to the inconvenience of the judicial forum referenced above in connection with any action or proceeding described in provision. This provision does not apply to federal security law claims.

## INDEX DESCRIPTION

**The S&P 500<sup>®</sup> Total Return Index** is a market-value weighted index representing the performance of 500 widely held, publicly traded large capitalization stocks. You cannot invest directly in an index.

**The S&P 500<sup>®</sup> Equal Weight Total Return Index** is an equally weighted index representing the performance of the same 500 widely held, publicly traded large capitalization stocks as the S&P 500<sup>®</sup> Total Return Index, in equal weights. You cannot invest directly in an index.



## FINANCIAL HIGHLIGHTS

The following tables illustrate the financial performance for the Fund for the fiscal periods shown. Certain information reflects financial results for a single Fund share. “Total return” illustrates how much your investment in the Fund would have increased or decreased during each period, assuming you had reinvested all dividends and distributions. This information has been audited by Tait, Weller & Baker LLP, the Fund’s independent registered public accounting firm, whose report, along with the Fund’s financial statements, is included in the Fund’s most recent [Annual Report](#) to shareholders.

### FINANCIAL HIGHLIGHTS For a capital share outstanding throughout each year

#### RETAIL CLASS

	Year Ended July 31,				
	2024	2023	2022	2021	2020
<b>PER SHARE DATA:</b>					
Net asset value, beginning of year	\$53.76	\$54.88	\$64.13	\$50.57	\$43.95
<b>INVESTMENT OPERATIONS:</b>					
Net investment loss <sup>(a)</sup>	(0.26)	(0.12)	(0.43)	(0.17)	(0.25)
Net realized and unrealized gain (loss) on investments	14.12	2.12	(6.48)	13.73	8.20
Total from investment operations	13.86	2.00	(6.91)	13.56	7.95
<b>LESS DISTRIBUTIONS FROM:</b>					
From net realized gains	(2.04)	(3.12)	(2.34)	—	(1.33)
Total distributions	(2.04)	(3.12)	(2.34)	—	(1.33)
Redemption fee per share	0.00 <sup>(b)</sup>	0.00 <sup>(b)</sup>	0.00 <sup>(b)</sup>	0.00 <sup>(b)</sup>	0.00 <sup>(b)</sup>
Net asset value, end of year	\$65.58	\$53.76	\$54.88	\$64.13	\$50.57
Total return	26.51%	4.46%	(11.27)%	26.81%	18.54%
<b>SUPPLEMENTAL DATA AND RATIOS:</b>					
Net assets, end of year (in thousands)	\$4,590,415	\$4,412,682	\$4,805,276	\$6,236,285	\$6,134,596
Ratio of expenses to average net assets	1.33%	1.31%	1.30%	1.30%	1.31%
Ratio of net investment loss to average net assets	(0.45)%	(0.23)%	(0.72)%	(0.32)%	(0.55)%
Portfolio turnover rate	5%	2%	1%	10%	4%

<sup>(a)</sup> Net investment income per share has been calculated based on average shares outstanding during the year.

<sup>(b)</sup> Amount represents less than \$0.005 per share.

**FINANCIAL HIGHLIGHTS** For a capital share outstanding throughout each year**INSTITUTIONAL CLASS**

	Year Ended July 31,				
	2024	2023	2022	2021	2020
<b>PER SHARE DATA:</b>					
Net asset value, beginning of year . . . . .	\$55.85	\$56.74	\$66.05	\$51.95	\$45.00
<b>INVESTMENT OPERATIONS:</b>					
Net investment income (loss) <sup>(a)</sup> . . . . .	(0.11)	0.01	(0.28)	(0.03)	(0.14)
Net realized and unrealized gain (loss) on investments . . . . .	14.70	2.22	(6.69)	14.13	8.42
Total from investment operations . . . . .	14.59	2.23	(6.97)	14.10	8.28
<b>LESS DISTRIBUTIONS FROM:</b>					
From net realized gains . . . . .	(2.04)	(3.12)	(2.34)	—	(1.33)
Total distributions . . . . .	(2.04)	(3.12)	(2.34)	—	(1.33)
Redemption fee per share . . . . .	0.00 <sup>(b)</sup>	0.00 <sup>(b)</sup>	0.00 <sup>(b)</sup>	0.00 <sup>(b)</sup>	0.00 <sup>(b)</sup>
Net asset value, end of year . . . . .	\$68.40	\$55.85	\$56.74	\$66.05	\$51.95
Total return . . . . .	26.85%	4.73%	(11.03)%	27.14%	18.85%
<b>SUPPLEMENTAL DATA AND RATIOS:</b>					
Net assets, end of year (in thousands) . . . . .	\$7,191,335	\$7,627,805	\$8,722,196	\$10,107,359	\$7,615,987
Ratio of expenses to average net assets . . . . .	1.06%	1.04%	1.04%	1.04%	1.05%
Ratio of net investment income (loss) to average net assets . . . . .	(0.18)%	0.03%	(0.46)%	(0.06)%	(0.30)%
Portfolio turnover rate . . . . .	5%	2%	1%	10%	4%

<sup>(a)</sup> Net investment income per share has been calculated based on average shares outstanding during the year.

<sup>(b)</sup> Amount represents less than \$0.005 per share.

**FINANCIAL HIGHLIGHTS** For a capital share outstanding throughout each year**SUPRA INSTITUTIONAL CLASS**

	<b>Year Ended July 31,</b>				
	<b>2024</b>	<b>2023</b>	<b>2022</b>	<b>2021</b>	<b>2020</b>
<b>PER SHARE DATA:</b>					
Net asset value, beginning of year . . . .	\$56.29	\$57.11	\$66.42	\$52.19	\$45.16
<b>INVESTMENT OPERATIONS:</b>					
Net investment income (loss) <sup>(a)</sup> . . . . .	(0.06)	0.05	(0.23)	0.02	(0.09)
Net realized and unrealized gain (loss) on investments . . . . .	14.82	2.25	(6.74)	14.21	8.45
Total from investment operations . . . .	14.76	2.30	(6.97)	14.23	8.36
<b>LESS DISTRIBUTIONS FROM:</b>					
From net realized gains . . . . .	(2.04)	(3.12)	(2.34)	—	(1.33)
Total distributions . . . . .	(2.04)	(3.12)	(2.34)	—	(1.33)
Redemption fee per share . . . . .	0.00 <sup>(b)</sup>	0.00 <sup>(b)</sup>	0.00 <sup>(b)</sup>	0.00 <sup>(b)</sup>	0.00 <sup>(b)</sup>
Net asset value, end of year . . . . .	<u>\$69.01</u>	<u>\$56.29</u>	<u>\$57.11</u>	<u>\$66.42</u>	<u>\$52.19</u>
Total return . . . . .	26.93%	4.82%	(10.97)%	27.27%	18.96%
<b>SUPPLEMENTAL DATA AND RATIOS:</b>					
Net assets, end of year (in thousands) .	\$1,193,267	\$1,066,517	\$1,195,490	\$1,375,920	\$1,039,239
Ratio of expenses to average net assets	0.98%	0.96%	0.96%	0.95%	0.95%
Ratio of net investment income (loss) to average net assets . . . . .	(0.11)%	0.10%	(0.38)%	0.03%	(0.19)%
Portfolio turnover rate . . . . .	5%	2%	1%	10%	4%

<sup>(a)</sup> Net investment income per share has been calculated based on average shares outstanding during the year.

<sup>(b)</sup> Amount represents less than \$0.005 per share.

## **PRIVACY NOTICE**

The Fund collects non-public personal information about you from the following sources:

- Information we receive about you on applications or other forms,
- Information you give us verbally, and/or
- Information about your transactions with us or others.

We do not disclose any non-public personal information about our shareholders or former shareholders without the shareholder's authorization, except as permitted by law or in response to inquiries from governmental authorities. We may share information with affiliated parties and unaffiliated third parties with whom we have contracts for servicing the Fund. We will provide unaffiliated third parties with only the information necessary to carry out their assigned responsibilities. All shareholder records will be disposed of in accordance with applicable law. We maintain physical, electronic, and procedural safeguards to protect your non-public personal information and require third parties to treat your non-public personal information with the same high degree of confidentiality.

In the event that you hold shares of the Fund through a financial intermediary, including, but not limited to, a broker-dealer, bank, or trust company, the privacy policy of your financial intermediary would govern how your non-public personal information would be shared with unaffiliated third parties.

# AKRE FOCUS FUND

You can find more information about the Fund in the following documents:

## **Statement of Additional Information (“SAI”)**

The Fund’s SAI provides additional details about the investments and techniques of the Fund and certain other additional information. The current SAI is on file with the SEC and is incorporated into this Prospectus by reference. It is legally considered a part of this Prospectus.

## **Annual and Semi-Annual Reports**

Additional information about the Fund’s investments is available in the Fund’s Annual and Semi-Annual Reports to shareholders and in Form N-CSR. The Fund’s Annual Report contains a discussion of the market conditions and investment strategies that significantly affected the Fund’s performance during the Fund’s last fiscal year. In Form N-CSR, you will find the Fund’s annual and semi-annual financial statements.

You can obtain a free copy of the SAI and the Fund’s Annual and Semi-Annual Reports to shareholders, request other information, or make general inquiries about the Fund by contacting the Fund at:

**Akre Focus Fund**  
c/o U.S. Bank Global Fund Services  
P.O. Box 701  
Milwaukee, WI 53201-0701  
1-877-862-9556  
www.akrefund.com

Shareholder reports and other information about the Fund (including the SAI) are also available:

- Free of charge from the Fund’s website at [www.akrefund.com](http://www.akrefund.com);
- Free of charge from the SEC’s EDGAR database on the SEC’s website at <http://www.sec.gov>; or
- For a fee, by email request to [publicinfo@sec.gov](mailto:publicinfo@sec.gov).

(The Trust’s SEC Investment Company Act file number is 811-05037.)