

# WALTHAUSEN SELECT VALUE FUND

## INSTITUTIONAL CLASS TICKER WSVIX

## RETAIL CLASS TICKER WSVRX

## R6 CLASS TICKER WRSIX

For Investors Seeking Long-Term Capital Appreciation

### SEMI-ANNUAL REPORT

July 31, 2019

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**IMPORTANT NOTE:** Beginning on January 1, 2021, as permitted by regulations adopted by the Securities and Exchange Commission, paper copies of the Fund's shareholder reports will no longer be sent by mail, unless you specifically request paper copies of the reports from the Fund or from your financial intermediary, such as a broker-dealer or bank. Instead, the reports will be made available on a website, and you will be notified by mail each time a report is posted and provided with a website link to access the report.

If you already elected to receive shareholder reports electronically, you will not be affected by this change and you need not take any action. You may elect to receive shareholder reports and other communications from the Fund or your financial intermediary electronically by calling or sending an email request.

You may elect to receive all future reports in paper free of charge. You can inform the Fund or your financial intermediary that you wish to continue receiving paper copies of your shareholder reports by calling or sending an email request. Your election to receive reports in paper will apply to all funds held with the fund complex/your financial intermediary.

**Walthausen Select Value Fund**  
**Semi-Annual Report**  
**July 31, 2019**

Dear Fellow Shareholders,

We are pleased to report that for the six months ended July 31, 2019, the Select Value Fund was up 5.83% (Institutional Class) exceeding the 4.35% return of the Russell 2500 Value Index and the 2.44% return of the Russell 2000 Value Index.

Challenging days continued for the active small cap investor. The most recent six month period saw a continuation of the dominance of large cap over small cap and growth over value. We have been through times like this before and our experience has taught us that staying true to your investing discipline is the wisest path to follow. We are reminded of the tech bubble at the turn of the century. That period taught us two things: 1) in the long term, investment success is found by owning companies that generate cash and strong returns on their capital, and 2) when the market reverts to owning value stocks, the move is quick and hard. We believe the turn in the market will happen, and when it does, we will be well positioned to take full advantage of it.

During the recent six month period, our strong performance compared to the benchmarks was a result of strong stock selection. The Consumer Staples sector stands out. Usually, a significant overweight in what was the second worst performing sector of the benchmark is a bad thing. However, stock selection led by Casey's General Stores (CASY), made this sector our second strongest contributor to performance. Industrials was the second strongest sector in the benchmark and the portfolio was able to keep pace which was important given our significant overweight to this sector. Leading the performance in Industrials was McGrath RentCorp (MGRC), a diversified company that rents relocatable classrooms and office space, industrial tanks and electronic test equipment. McGrath is a long time holding that we have allowed to grow as a percentage of the portfolio as we saw the fundamentals of its operations improve even more than we had anticipated. EMCOR Group (EME) was another strong industrial performer. The company is another long term winner that has been quite successful recently as a result of the improving dynamics within the construction and infrastructure sectors of the economy.

Zugzwang is a term that comes from chess which describes a predicament where no matter what move you make the result will be detrimental. This is also a good descriptive for investing in the energy sector today. The commodity price coming into the year was on the rebound and most energy companies were trading at cyclical lows. Intuitively, it makes sense to invest in energy companies when the economy is accelerating. Despite this, Energy was the worst performing sector in the benchmark and the portfolio by a long margin. What we thought were low valuations was just a step to even lower valuations. The three worst performing stocks for the period, Southwestern Energy (SWN), Callon Petroleum (CPE), and Whiting Petroleum (WLL) are all exploration and production companies. We know of no other period where exploration and production companies have traded at such depressed valuations while the commodity price was, by all measures, healthy. To say that we are critically reviewing our position here would be phrasing it lightly.

With a nod to the previous comment on the Energy sector, we are happy with the positioning of the portfolio and are scrutinizing the market for new opportunities. We are staying the course, sticking to our discipline and anxiously awaiting for the markets pivot to favoring small cap value investing once again. It will happen.

Sincerely,

Gerard S. E. Heffernan, Jr.  
John B. Walthausen, CFA

*Past performance does not guarantee future results. The investment return and principal value of an investment in the Fund will fluctuate so that an investor's shares, when redeemed, may be worth more or less than their original cost. Returns do not reflect the deduction of taxes that a shareholder would pay on Fund distributions or the redemption of Fund shares. Current performance may be higher or lower than the performance data quoted. Performance data current to the most recent month end are available by calling 1-888-925-8428.*

*The Fund's prospectus contains important information about the Fund's investment objectives, potential risks, management fees, charges and expenses, and other information and should be read and considered carefully before investing. To obtain a copy of the Fund's prospectus, please visit our website at [www.walthausenfunds.com](http://www.walthausenfunds.com) or call 1-888-925-8428 and a copy will be sent to you free of charge. Distributed by Rafferty Capital Markets, LLC – Garden City, NY 11530.*

## WALTHAUSEN SELECT VALUE FUND (Unaudited)

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### PERFORMANCE INFORMATION

7/31/19 Institutional Class NAV \$11.61

7/31/19 Retail Class NAV \$11.33

7/31/19 R6 Class NAV \$11.71

#### TOTAL ANNUAL RETURNS (%) AS OF JULY 31, 2019

	<u>1 Year</u> <sup>(A)</sup>	<u>3 Years</u> <sup>(A)</sup>	<u>5 Years</u> <sup>(A)</sup>	<u>Since Inception</u> <sup>(A)</sup>
Walthausen Select Value Fund - Institutional Class	-4.58%	8.74%	5.02%	9.38%
Walthausen Select Value Fund - Retail Class	-4.76%	8.47%	4.77%	9.11%
Russell 2500® Value Index <sup>(B)</sup>	-3.21%	7.60%	6.73%	9.49%

	<u>1 Year</u> <sup>(A)</sup>	<u>Since Inception</u> <sup>(A)</sup>
Walthausen Select Value Fund - R6 Class	-4.41%	12.04%
Russell 2500® Value Index <sup>(B)</sup>	-3.21%	9.36%

**Annual Fund Operating Expense Ratios (from 6/1/19 Prospectus): Institutional Class - Gross 1.35%, Net 1.10%**  
**Retail Class - 1.35%**  
**R6 Class - Gross 1.35%, Net 0.98%**

The Advisor reimbursed and/or waived certain expenses of the Fund's Institutional, Retail, and R6 Classes. Absent these arrangements, the performance of the Classes would have been lower. The Fund imposes a 2.00% redemption fee on all shares redeemed within 90 days of purchase or less.

The Fund's expense ratio for the six month period ended July 31, 2019 can be found in the financial highlights included in this report.

The Annual Fund Operating Expense Ratios reported above may not correlate to the expense ratios in the Fund's financial highlights because the financial highlights include only the direct operating expenses incurred by the Fund, not the indirect costs of investing in acquired funds.

<sup>(A)</sup>1 Year, 3 Years, 5 Years and Since Inception returns include changes in share prices and in each case includes reinvestment of any dividends and capital gain distributions. The inception date of the Walthausen Select Value Fund Institutional and Retail Classes was December 27, 2010. R6 Class commenced operations on November 1, 2016.

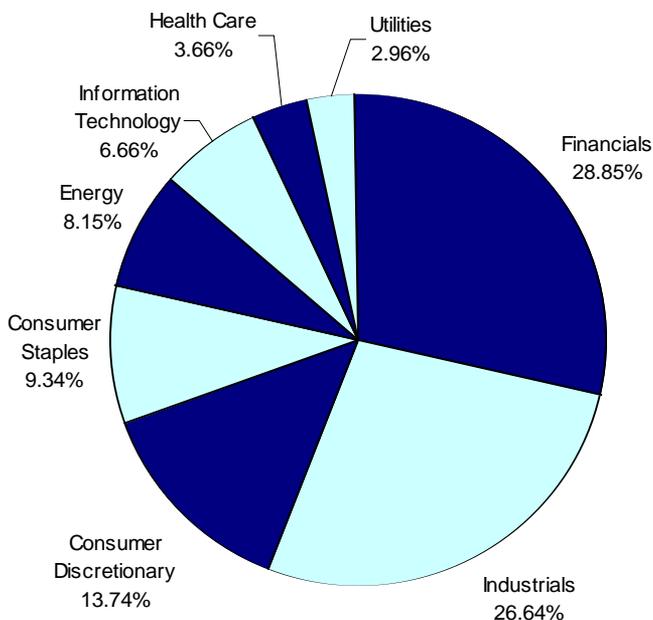
<sup>(B)</sup>The Russell 2500® Value Index (whose composition is different from that of the Fund) measures the performance of the small to mid-cap value segment of the U.S. equity universe. It includes those Russell 2500 companies with lower price-to-book ratios and lower forecasted growth values. The Index is constructed to provide a comprehensive and unbiased barometer of the small to mid-cap value market. The Index is completely reconstituted annually to ensure larger stocks do not distort the performance and characteristics of the true small to mid-cap opportunity set and that the represented companies continue to reflect value characteristics. Investors cannot directly invest in an index.

**PAST PERFORMANCE DOES NOT GUARANTEE FUTURE RESULTS. INVESTMENT RETURN AND PRINCIPAL VALUE WILL FLUCTUATE SO THAT SHARES, WHEN REDEEMED, MAY BE WORTH MORE OR LESS THAN THEIR ORIGINAL COST. RETURNS DO NOT REFLECT THE DEDUCTION OF TAXES THAT A SHAREHOLDER WOULD PAY ON FUND DISTRIBUTIONS OR THE REDEMPTION OF FUND SHARES. CURRENT PERFORMANCE MAY BE LOWER OR HIGHER THAN THE PERFORMANCE DATA QUOTED. TO OBTAIN PERFORMANCE DATA CURRENT TO THE MOST RECENT MONTH-END, PLEASE CALL 1-888-925-8428. THE FUND'S DISTRIBUTOR IS RAFFERTY CAPITAL MARKETS, LLC.**

## WALTHAUSEN SELECT VALUE FUND (Unaudited)

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### WALTHAUSEN SELECT VALUE FUND by Sectors as of July 31, 2019 (as a percentage of Total Common Stock)



### Availability of Quarterly Schedule of Investments

The Fund files its complete schedule of portfolio holdings with the Securities and Exchange Commission ("SEC") for the first and third quarters of each fiscal year on Form N-Q. The Fund's Form N-Q is available on the SEC's website at <http://www.sec.gov>.

### Proxy Voting Guidelines

Walthausen & Co., LLC, the Fund's investment advisor ("Advisor"), is responsible for exercising the voting rights associated with the securities held by the Fund. A description of the policies and procedures used by the Advisor in fulfilling this responsibility is available without charge on the Fund's website at [www.walthausenfunds.com](http://www.walthausenfunds.com). It is also included in the Fund's Statement of Additional Information, which is available on the SEC's website at <http://www.sec.gov>.

Information regarding how the Fund voted proxies, Form N-PX, relating to portfolio securities during the most recent 12-month period ended June 30th, is available without charge, upon request, by calling our toll free number (1-888-925-8428). This information is also available on the SEC's website at <http://www.sec.gov>.

**EXPENSE EXAMPLE**  
(Unaudited)

As a shareholder of the Fund, you incur two types of costs: (1) transaction costs such as redemption fees and IRA maintenance fees, and (2) ongoing costs, including management fees, service fees and other Fund expenses. This Example is intended to help you understand your ongoing costs (in dollars) of investing in the Fund and to compare these costs with the ongoing costs of investing in other mutual funds. The Example is based on an investment of \$1,000 invested in the Fund on February 1, 2019 and held through July 31, 2019.

**Actual Expenses**

The first line of each table below provides information about actual account values and actual expenses. Additionally, although the Fund charges no sales load, you will be assessed fees for outgoing wire transfers, returned checks and stop payment orders at prevailing rates charged by Ultimus Fund Solutions, LLC, the Fund's transfer agent. If shares are redeemed within 90 days of purchase from the Fund, the shares are subject to a 2% redemption fee. You will be charged an annual maintenance fee of \$15 for each tax deferred account you have with the Fund ("IRA maintenance fees"). To the extent the Fund invests in shares of other investment companies as part of its investment strategy, you will indirectly bear your proportionate share of any fees and expenses charged by the underlying funds in which the Fund invests in addition to the expenses of the Fund. Actual expenses of the underlying funds are expected to vary among the various underlying funds. These expenses are not included in the example. The example includes management fees, service fees and other Fund expenses. However, the example does not include portfolio trading commissions and related expenses and other extraordinary expenses as determined under generally accepted accounting principles. You may use the information in this line, together with the amount you invested, to estimate the expenses that you paid over the period. Simply divide your account value by \$1,000 (for example, an \$8,600 account value divided by \$1,000 = 8.6), then multiply the result by the number in the first line under the heading entitled "Expenses Paid During Period" to estimate the expenses you paid on your account during this period.

**Hypothetical Example for Comparison Purposes**

The second line of each table provides information about hypothetical account values and hypothetical expenses based on the Fund's actual expense ratio and an assumed rate of return of 5% per year before expenses, which is not the Fund's actual return. The hypothetical account values and expenses may not be used to estimate the actual ending account balance or expenses you paid for the period. You may use this information to compare the ongoing costs of investing in the Fund and other funds. To do so, compare this 5% hypothetical example with the 5% hypothetical examples that appear in the shareholder reports of the other funds.

Please note that the expenses shown in the table are meant to highlight your ongoing costs only and do not reflect any transactional costs, such as redemption fees, IRA maintenance fees described above or expenses of underlying funds. Therefore, the second line of the table is useful in comparing ongoing costs only, and will not help you determine the relative total costs of owning different funds. In addition, if these transactional costs were included, your costs would have been higher.

Institutional Class

	Beginning Account Value February 1, 2019	Ending Account Value July 31, 2019	Expenses Paid During the Period* February 1, 2019 to July 31, 2019
Actual	\$1,000.00	\$1,058.34	\$5.61
Hypothetical (5% annual return before expenses)	\$1,000.00	\$1,019.34	\$5.51

\* Expenses are equal to the Fund's annualized expense ratio of 1.10%, multiplied by the average account value over the period, multiplied by 181/365 (to reflect the one-half year period).

Retail Class

	<u>Beginning Account Value February 1, 2019</u>	<u>Ending Account Value July 31, 2019</u>	<u>Expenses Paid During the Period* February 1, 2019 to July 31, 2019</u>
Actual	\$1,000.00	\$1,057.89	\$6.89
Hypothetical (5% annual return before expenses)	\$1,000.00	\$1,018.10	\$6.76

\* Expenses are equal to the Fund's annualized expense ratio of 1.35%, multiplied by the average account value over the period, multiplied by 181/365 (to reflect the one-half year period).

R6 Class

	<u>Beginning Account Value February 1, 2019</u>	<u>Ending Account Value July 31, 2019</u>	<u>Expenses Paid During the Period* February 1, 2019 to July 31, 2019</u>
Actual	\$1,000.00	\$1,058.77	\$5.00
Hypothetical** (5% annual return before expenses)	\$1,000.00	\$1,019.93	\$4.91

\* Expenses are equal to the Fund's annualized expense ratio of 0.98%, multiplied by the average account value over the period, multiplied by 181/365 (to reflect the one-half year period).

# Walthausen Select Value Fund

## Schedule of Investments July 31, 2019 (Unaudited)

Shares	Fair Value	% of Net Assets
<b>COMMON STOCKS</b>		
<b>Arrangement of Transportation of Freight &amp; Cargo</b>		
7,330 Hub Group, Inc. - Class A *	\$ 332,416	2.91%
<b>Calculating &amp; Accounting Machines (No Electronic Computers)</b>		
11,878 NCR Corporation *	401,595	3.52%
<b>Crude Petroleum &amp; Natural Gas</b>		
32,850 Callon Petroleum Company *	161,622	
51,450 Southwestern Energy Company *	113,190	
9,020 Whiting Petroleum Corporation *	159,474	
	434,286	3.80%
<b>Electrical Work</b>		
4,500 EMCOR Group, Inc.	379,755	3.33%
<b>Electronic Components &amp; Accessories</b>		
18,650 Vishay Intertechnology Inc.	317,050	2.78%
<b>Fats &amp; Oils</b>		
16,670 Darling Ingredients Inc. *	338,901	2.97%
<b>Fire, Marine &amp; Casualty Insurance</b>		
5,915 AMERISAFE, Inc.	384,830	3.37%
<b>Hotels &amp; Motels</b>		
9,160 Wyndham Destinations, Inc.	431,070	3.78%
<b>Life Insurance</b>		
1,820 Primerica, Inc.	223,296	1.96%
<b>Miscellaneous General Merchandise Stores</b>		
2,180 Casey's General Stores, Inc.	352,964	3.09%
<b>Miscellaneous Industrial &amp; Commercial Machinery &amp; Equipment</b>		
4,195 Moog Inc. - Class A *	341,725	2.99%
<b>Mobile Homes</b>		
2,000 Cavco Industries, Inc. *	354,700	3.11%
<b>Motor Vehicles &amp; Passenger Car Bodies</b>		
5,350 Oshkosh Corporation	447,099	3.92%
<b>National Commercial Banks</b>		
10,780 PacWest Bancorp	416,431	3.65%
<b>Operative Builders</b>		
11,072 M.D.C. Holdings, Inc.	400,142	3.51%
<b>Poultry Slaughtering and Processing</b>		
2,418 Sanderson Farms, Inc.	316,806	2.78%
<b>Pumps &amp; Pumping Equipment</b>		
4,810 ITT Inc.	300,240	2.63%
<b>Retail - Eating Places</b>		
7,330 Dave & Buster's Entertainment, Inc.	297,964	2.61%
<b>Rolling Drawing &amp; Extruding of Nonferrous Metals</b>		
10,210 Mueller Industries, Inc.	308,240	2.70%
<b>Services - Equipment Rental &amp; Leasing, NEC</b>		
6,640 McGrath RentCorp	452,250	3.96%
<b>Services - Hospitals</b>		
6,190 Encompass Health Corporation	395,170	3.46%
<b>State Commercial Banks</b>		
4,175 Bank of Hawaii Corporation	355,919	
10,300 Columbia Banking System, Inc.	388,413	
3,794 Commerce Bancshares, Inc.	230,789	
17,550 CVB Financial Corp.	386,275	
	1,361,396	11.92%

\* Non-Income Producing Securities.

The accompanying notes are an integral part of these financial statements.

# Walthausen Select Value Fund

Shares	Schedule of Investments	
	Fair Value	% of Net Assets
<b>COMMON STOCKS</b>		
<b>Surety Insurance</b>		
7,940 Essent Group Ltd. (Bermuda) *	\$ 366,510	3.21%
<b>Title Insurance</b>		
6,290 First American Financial Corporation	363,688	3.19%
<b>Transportation Services</b>		
4,100 GATX Corporation	315,126	2.76%
<b>Water Supply</b>		
4,130 American States Water Company	319,951	2.80%
<b>Wholesale - Petroleum &amp; Petroleum Products (No Bulk Stations)</b>		
11,420 World Fuel Services Corporation	445,837	3.91%
<b>Total for Common Stocks (Cost \$8,800,813)</b>	10,799,438	94.62%
<b>MONEY MARKET FUNDS</b>		
211,218 Fidelity Investments Money Market Government Portfolio - Class I 2.19% **	211,218	1.85%
(Cost \$211,218)		
<b>Total Investment Securities</b>	11,010,656	96.47%
(Cost \$9,012,031)		
<b>Other Assets in Excess of Liabilities</b>	402,310	3.53%
<b>Net Assets</b>	\$ 11,412,966	100.00%

\* Non-Income Producing Securities.

\*\* The yield rate shown represents the 7-day yield at July 31, 2019.

The accompanying notes are an integral part of these financial statements.

# Walthausen Select Value Fund

## Statement of Assets and Liabilities (Unaudited)

July 31, 2019

Assets:	
Investment Securities at Fair Value	\$ 11,010,656
(Cost \$9,012,031)	
Receivable for Dividends	1,935
Receivable for Securities Sold	614,508
Receivable for Shareholder Subscriptions	23
Total Assets	<u>11,627,122</u>
Liabilities:	
Payable for Securities Purchased	202,752
Payable for Shareholder Redemptions	26
Payable to Advisor for Management Fees (Note 4)	8,763
Payable to Advisor for Service Fees (Note 4)	2,615
Total Liabilities	<u>214,156</u>
Net Assets	<u>\$ 11,412,966</u>
Net Assets Consist of:	
Paid In Capital	\$ 8,546,414
Total Distributable Earnings	<u>2,866,552</u>
Net Assets	<u>\$ 11,412,966</u>
Institutional Class	
Net Assets	\$ 7,997,962
Shares Outstanding	
(Unlimited shares authorized)	688,677
Net Asset Value and Offering Price Per Share	<u>\$ 11.61</u>
Redemption Price Per Share (\$11.61 x 0.98) (Note 2)	<u>\$ 11.38</u>
Retail Class	
Net Assets	\$ 3,157,688
Shares Outstanding	
(Unlimited shares authorized)	278,759
Net Asset Value and Offering Price Per Share	<u>\$ 11.33</u>
Redemption Price Per Share (\$11.33 x 0.98) (Note 2)	<u>\$ 11.10</u>
R6 Class	
Net Assets	\$ 257,316
Shares Outstanding	
(Unlimited shares authorized)	21,968
Net Asset Value and Offering Price Per Share	<u>\$ 11.71</u>
Redemption Price Per Share (\$11.71 x 0.98) (Note 2)	<u>\$ 11.48</u>

# Walthausen Select Value Fund

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## Statement of Operations (Unaudited) For the six month period ended July 31, 2019

Investment Income:	
Dividends (Net of foreign withholding tax of \$0)	\$ 111,631
Total Investment Income	<u>111,631</u>
Expenses:	
Management Fees (Note 4)	54,986
Service Fees (Note 4)	<u>27,493</u>
Total Expenses	82,479
Less: Waived Service Fees (Note 4)	<u>(10,866)</u>
Net Expenses	<u>71,613</u>
Net Investment Income (Loss)	40,018
Realized and Unrealized Gain (Loss) on Investments:	
Net Realized Gain (Loss) on Investments	1,222,004
Net Change In Unrealized Appreciation (Depreciation) on Investments	<u>(505,848)</u>
Net Realized and Unrealized Gain (Loss) on Investments	<u>716,156</u>
Net Increase (Decrease) in Net Assets from Operations	<u>\$ 756,174</u>

# Walthausen Select Value Fund

Statements of Changes in Net Assets	(Unaudited)	
	2/1/2019 to 7/31/2019	2/1/2018 to 1/31/2019
From Operations:		
Net Investment Income (Loss)	\$ 40,018	\$ 101,471
Net Realized Gain (Loss) on Investments	1,222,004	14,014,765
Net Change in Unrealized Appreciation (Depreciation) on Investments	<u>(505,848)</u>	<u>(16,234,712)</u>
Increase (Decrease) in Net Assets from Operations	756,174	(2,118,476)
From Distributions to Shareholders:		
Institutional Class	-	(4,448,601)
Retail Class	-	(1,759,084)
R6 Class	-	(176,983)
Change in Net Assets from Distributions	-	(6,384,668)
From Capital Share Transactions:		
Proceeds From Sale of Shares		
Institutional Class	1,141,186	876,683
Retail Class	66,248	488,592
R6 Class	32,373	213,976
Proceeds From Redemption Fees (Note 2)		
Institutional Class	-	941
Retail Class	1,643	176
R6 Class	-	-
Shares Issued on Reinvestment of Dividends		
Institutional Class	-	4,355,801
Retail Class	-	1,745,847
R6 Class	-	176,982
Cost of Shares Redeemed		
Institutional Class	(4,091,502)	(57,736,751)
Retail Class	(1,465,841)	(4,031,767)
R6 Class	<u>(478,186)</u>	<u>(44,488)</u>
Net Increase (Decrease) from Shareholder Activity	<u>(4,794,079)</u>	<u>(53,954,008)</u>
Net Increase (Decrease) in Net Assets	(4,037,905)	(62,457,152)
Net Assets at Beginning of Period	15,450,871	77,908,023
Net Assets at End of Period	<u>\$ 11,412,966</u>	<u>\$ 15,450,871</u>
Share Transactions:		
Issued		
Institutional Class	98,018	49,307
Retail Class	5,996	32,292
R6 Class	2,911	18,331
Reinvested		
Institutional Class	-	447,208
Retail Class	-	183,580
R6 Class	-	18,041
Redeemed		
Institutional Class	(362,721)	(3,130,205)
Retail Class	(130,266)	(256,555)
R6 Class	<u>(41,535)</u>	<u>(2,898)</u>
Net Increase (Decrease) in Shares	<u>(427,597)</u>	<u>(2,640,899)</u>

The accompanying notes are an integral part of these financial statements.

## Walthausen Select Value Fund

### Financial Highlights - Institutional Class

Selected data for a share outstanding throughout the period:	(Unaudited)					
	2/1/2019	2/1/2018	2/1/2017	2/1/2016	2/1/2015	2/1/2014
	to	to	to	to	to	to
	7/31/2019	1/31/2019	1/31/2018	1/31/2017	1/31/2016	1/31/2015
Net Asset Value -						
Beginning of Period	\$ 10.97	\$ 19.22	\$ 16.26	\$ 13.19	\$ 14.70	\$ 15.19
Net Investment Income (Loss) <sup>(a)</sup>	0.04	0.04	0.10	0.06	0.08	0.17
Net Gain (Loss) on Investments (Realized and Unrealized) <sup>(b)</sup>	0.60	(2.17)	3.02	3.08	(1.42)	0.10
Total from Investment Operations	0.64	(2.13)	3.12	3.14	(1.34)	0.27
Distributions (From Net Investment Income)	-	-	(0.11)	(0.07)	(0.07)	(0.14)
Distributions (From Capital Gains)	-	(6.12)	(0.05)	-	(0.10)	(0.62)
Total Distributions	-	(6.12)	(0.16)	(0.07)	(0.17)	(0.76)
Proceeds from Redemption Fee (Note 2)	-	-	+	-	+	-
Net Asset Value -						
End of Period	\$ 11.61	\$ 10.97	\$ 19.22	\$ 16.26	\$ 13.19	\$ 14.70
Total Return <sup>(c)</sup>	5.83% *	(7.07)%	19.23%	23.78%	(9.23)%	1.57%
Ratios/Supplemental Data						
Net Assets - End of Period (Thousands)	\$ 7,998	\$10,463	\$68,955	\$35,158	\$48,191	\$46,778
Before Reimbursement						
Ratio of Expenses to Average Net Assets	1.35% **	1.35%	1.35%	1.42%	1.45%	1.45%
Ratio of Net Investment Income (Loss) to Average Net Assets	0.50% **	-0.03%	0.33%	0.19%	0.31%	0.83%
After Reimbursement						
Ratio of Expenses to Average Net Assets	1.10% **	1.10%	1.10%	1.17%	1.20%	1.20%
Ratio of Net Investment Income (Loss) to Average Net Assets	0.75% **	0.22%	0.58%	0.44%	0.56%	1.08%
Portfolio Turnover Rate	21.17% *	39.38%	63.12%	62.38%	62.54%	75.83%

## Walthausen Select Value Fund

### Financial Highlights - Retail Class

Selected data for a share outstanding throughout the period:	(Unaudited)					
	2/1/2019	2/1/2018	2/1/2017	2/1/2016	2/1/2015	2/1/2014
	to	to	to	to	to	to
	7/31/2019	1/31/2019	1/31/2018	1/31/2017	1/31/2016	1/31/2015
Net Asset Value -						
Beginning of Period	\$ 10.71	\$ 19.00	\$ 16.10	\$ 13.06	\$ 14.57	\$ 15.05
Net Investment Income (Loss) <sup>(a)</sup>	0.02	0.01	0.03	0.03	0.05	0.16
Net Gain (Loss) on Investments (Realized and Unrealized) <sup>(b)</sup>	0.60	(2.18)	3.00	3.04	(1.42)	0.09
Total from Investment Operations	0.62	(2.17)	3.03	3.07	(1.37)	0.25
Distributions (From Net Investment Income)	-	-	(0.08)	(0.03)	(0.04)	(0.11)
Distributions (From Capital Gains)	-	(6.12)	(0.05)	-	(0.10)	(0.62)
Total Distributions	-	(6.12)	(0.13)	(0.03)	(0.14)	(0.73)
Proceeds from Redemption Fee (Note 2)	-	+	-	+	-	+
Net Asset Value -						
End of Period	\$ 11.33	\$ 10.71	\$ 19.00	\$ 16.10	\$ 13.06	\$ 14.57
Total Return <sup>(c)</sup>	5.79% *	(7.37)%	18.87%	23.50%	(9.50)%	1.46%
Ratios/Supplemental Data						
Net Assets - End of Period (Thousands)	\$ 3,158	\$ 4,318	\$ 8,430	\$52,922	\$39,781	\$26,091
Before Reimbursement						
Ratio of Expenses to Average Net Assets	1.35% **	1.35%	1.35%	1.42%	1.45%	1.45%
Ratio of Net Investment Income (Loss) to Average Net Assets	0.43% **	0.04%	0.16%	0.19%	0.31%	0.98%
After Reimbursement						
Ratio of Expenses to Average Net Assets	1.35% **	1.35%	1.35%	1.42%	1.45%	1.45%
Ratio of Net Investment Income (Loss) to Average Net Assets	0.43% **	0.04%	0.16%	0.19%	0.31%	0.98%
Portfolio Turnover Rate	21.17% *	39.38%	63.12%	62.38%	62.54%	75.83%

\* Not Annualized.

\*\* Annualized.

+ Amount less than \$0.005 per share.

(a) Per share amounts were calculated using the average shares method.

(b) Realized and unrealized gains and losses per share in this caption are balancing amounts necessary to reconcile the change in net asset value for the period and may not reconcile with the aggregate gains and losses in the Statement of Operations due to share transactions for the period.

(c) Total return represents the rate that the investor would have earned or lost on an investment in the Fund assuming reinvestment of dividends.

The accompanying notes are an integral part of these financial statements.

## Walthausen Select Value Fund

### Financial Highlights - R6 Class

Selected data for a share outstanding throughout the period:	(Unaudited)			
	2/1/2019 to 7/31/2019	2/1/2018 to 1/31/2019	2/1/2017 to 1/31/2018	11/1/2016* to 1/31/2017
Net Asset Value -				
Beginning of Period	\$ 11.06	\$ 19.29	\$ 16.30	\$ 14.06
Net Investment Income (Loss) <sup>(a)</sup>	0.05	0.08	0.14	0.03
Net Gain (Loss) on Investments (Realized and Unrealized) <sup>(b)</sup>	0.60	(2.19)	3.01	2.24
Total from Investment Operations	0.65	(2.11)	3.15	2.27
Distributions (From Net Investment Income)	-	-	(0.11)	(0.03)
Distributions (From Capital Gains)	-	(6.12)	(0.05)	-
Total Distributions	-	(6.12)	(0.16)	(0.03)
Proceeds from Redemption Fee (Note 2)	-	-	-	-
Net Asset Value -				
End of Period	<u>\$ 11.71</u>	<u>\$ 11.06</u>	<u>\$ 19.29</u>	<u>\$ 16.30</u>
Total Return <sup>(c)</sup>	5.88% **	(6.91)%	19.32%	16.18% **
Ratios/Supplemental Data				
Net Assets - End of Period (Thousands)	\$ 257	\$ 670	\$ 523	\$ 6
Before Reimbursement				
Ratio of Expenses to Average Net Assets	1.35% ***	1.35%	1.35%	1.35% ***
Ratio of Net Investment Income (Loss) to Average Net Assets	0.54% ***	0.08%	0.37%	0.48% ***
After Reimbursement				
Ratio of Expenses to Average Net Assets	0.98% ***	0.98%	0.98%	0.98% ***
Ratio of Net Investment Income (Loss) to Average Net Assets	0.91% ***	0.45%	0.74%	0.85% ***
Portfolio Turnover Rate	21.17% **	39.38%	63.12%	62.38% **

\* Commencement of Class.

\*\* Not Annualized.

\*\*\* Annualized.

+ Amount less than \$0.005 per share.

(a) Per share amounts were calculated using the average shares method.

(b) Realized and unrealized gains and losses per share in this caption are balancing amounts necessary to reconcile the change in net asset value for the period and may not reconcile with the aggregate gains and losses in the Statement of Operations due to share transactions for the period.

(c) Total return represents the rate that the investor would have earned or lost on an investment in the Fund assuming reinvestment of dividends.

# NOTES TO FINANCIAL STATEMENTS

## WALTHAUSEN SELECT VALUE FUND

July 31, 2019  
(UNAUDITED)

### 1.) ORGANIZATION

Walthausen Select Value Fund (the "Fund") was organized as a diversified series of the Walthausen Funds (the "Trust") on December 1, 2010. The Trust is registered as an open-end investment company under the Investment Company Act of 1940, as amended (the "1940 Act"). The Trust was organized in Ohio as a business trust on October 10, 2007 and may offer an unlimited number of shares of beneficial interest in a number of separate series, each series representing a distinct fund with its own investment objectives and policies. As of July 31, 2019, there are two series authorized by the Trust. The Fund currently offers Institutional Class shares, Retail Class shares and R6 Class shares. The Institutional Class and Retail Class commenced operations on December 27, 2010, and R6 Class shares commenced operations on November 1, 2016. Prior to January 30, 2013 the Institutional Class was named the Investor Class. The classes differ principally in their respective distribution expenses and arrangements. All classes of shares have identical rights to earnings, assets and voting privileges, except for class specific expenses and exclusive rights to vote on matters affecting only individual classes. Prior to June 1, 2013, Retail Class shares of the Fund were subject to Rule 12b-1 distribution fees. While the Fund does not currently charge any Rule 12b-1 distribution fees, the Fund does reserve the right to pay or accrue such fees upon notice to shareholders. The Fund's investment objective is to seek long-term capital appreciation. The investment advisor to the Fund is Walthausen & Co., LLC (the "Advisor").

### 2.) SIGNIFICANT ACCOUNTING POLICIES

The Fund is an investment company and accordingly follows the investment company accounting and reporting guidance of the Financial Accounting Standards Board ("FASB") Accounting Standards Codification Topic 946 *Financial Services - Investment Companies*. The financial statements are prepared in conformity with accounting principles generally accepted in the United States of America ("GAAP"). The Fund follows the significant accounting policies described in this section.

#### SECURITY VALUATION

All investments in securities are recorded at their estimated fair value, as described in Note 3.

#### FEDERAL INCOME TAXES

The Fund's policy is to continue to comply with the requirements of the Internal Revenue Code that are applicable to regulated investment companies and to distribute all of its taxable income to shareholders. Therefore, no federal income tax provision is required. It is the Fund's policy to distribute annually, prior to the end of the calendar year, dividends sufficient to satisfy excise tax requirements of the Internal Revenue Code. This Internal Revenue Code requirement may cause an excess of distributions over the book year-end accumulated income. In addition, it is the Fund's policy to distribute annually, after the end of the fiscal year, any remaining net investment income and net realized capital gains.

The Fund recognizes the tax benefits of certain tax positions only where the position is "more likely than not" to be sustained assuming examination by tax authorities. Management has analyzed the Fund's tax positions, and has concluded that no liability for unrecognized tax benefits should be recorded related to uncertain tax positions taken on returns filed for the open tax years. The Fund identifies its major tax jurisdictions as U.S. Federal and State tax authorities; however, the Fund is not aware of any tax positions for which it is reasonably possible that the total amounts of unrecognized tax benefits will change materially in the next twelve months. The Fund recognizes interest and penalties, if any, related to unrecognized tax benefits as income tax expense in the Statement of Operations. During the six month period ended July 31, 2019, the Fund did not incur any interest or penalties.

#### SHARE VALUATION

The net asset value per share of the Fund is calculated daily by dividing the total value of the Fund's assets, less liabilities, by the number of shares outstanding, rounded to the nearest cent. The offering and redemption price per share is equal to the net asset value per share, except that shares of the Fund are subject to a redemption fee of 2% if redeemed after holding them for 90 days or less. During the six month period ended July 31, 2019, proceeds from redemption fees amounted to \$0, \$1,643 and \$0 for Institutional Class shares, Retail Class shares and R6 Class shares, respectively.

## Notes to Financial Statements (Unaudited) - continued

### *DISTRIBUTIONS TO SHAREHOLDERS*

Distributions to shareholders, which are determined in accordance with income tax regulations, are recorded on the ex-dividend date. The Fund may utilize earnings and profits distributed to shareholders on redemptions of shares as part of the dividends paid deductions. The treatment for financial reporting purposes of distributions made to shareholders during the year from net investment income or net realized capital gains may differ from their ultimate treatment for federal income tax purposes. These differences are caused primarily by differences in the timing of the recognition of certain components of income, expense, or realized capital gain for federal income tax purposes. Where such differences are permanent in nature, they are reclassified in the components of the net assets based on their ultimate characterization for federal income tax purposes. Any such reclassifications will have no effect on net assets, results of operations, or net asset value per share of the Fund.

### *USE OF ESTIMATES*

The financial statements are prepared in accordance with GAAP, which requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of increases and decreases in net assets from operations during the reporting period. Actual results could differ from those estimates.

### *OTHER*

The Fund records security transactions based on the trade date for financial reporting purposes. Dividend income is recognized on the ex-dividend date. Interest income, if any, is recognized on an accrual basis. The Fund uses the specific identification method in computing gain or loss on the sale of investment securities. Withholding taxes on foreign dividends have been provided for in accordance with the Fund's understanding of the applicable country's tax rules and rates. The Fund may invest in real estate investment trusts ("REITs") that pay distributions to their shareholders based on available funds from operations. It is common for these distributions to exceed the REITs taxable earnings and profits resulting in the excess portion of such distribution to be designated as return of capital. Distributions received from REITs are generally recorded as dividend income and, if necessary, are reclassified annually in accordance with tax information provided by the underlying REITs. Additionally, the Fund may hold investments in master limited partnerships ("MLPs"). It is common for distributions from MLPs to exceed taxable earnings and profits. In such instances, the excess portion of such distributions are classified as a return of capital. Annually, income or loss from each MLP is reclassified upon receipt of the MLP's tax reporting document. For financial reporting purposes, management does not estimate the tax character of MLP distributions for which actual information has not been reported.

### *EXPENSES*

Expenses incurred by the Trust that do not relate to a specific fund of the Trust are allocated to the individual funds based on each fund's relative net assets or an appropriate basis.

Class specific expenses are borne by each specific class. Income, non-class specific expenses, and realized and unrealized gains/losses are allocated to the respective classes based on the basis of relative net assets.

### 3.) SECURITIES VALUATIONS

The Fund utilizes various methods to measure the fair value of its investments on a recurring basis. GAAP establishes a hierarchy that prioritizes inputs to valuation methods. The three levels of inputs are:

Level 1 - Unadjusted quoted prices in active markets for identical assets or liabilities that the Fund has the ability to access.

Level 2 - Observable inputs other than quoted prices included in level 1 that are observable for the asset or liability, either directly or indirectly. These inputs may include quoted prices for the identical instrument on an inactive market, prices for similar instruments, interest rates, prepayment speeds, credit risk, yield curves, default rates and similar data.

Level 3 - Unobservable inputs for the asset or liability, to the extent relevant observable inputs are not available, representing the Fund's own assumptions about the assumptions a market participant would use in valuing the asset or liability, and would be based on the best information available.

The availability of observable inputs can vary from security to security and is affected by a wide variety of factors, including, for example, the type of security, whether the security is new and not

## Notes to Financial Statements (Unaudited) - continued

yet established in the marketplace, the liquidity of markets, and other characteristics particular to the security. To the extent that valuation is based on models or inputs that are less observable or unobservable in the market, the determination of fair value requires more judgment. Accordingly, the degree of judgment exercised in determining fair value is greatest for instruments categorized as level 3.

The inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, for disclosure purposes, the level in the fair value hierarchy within which the fair value measurement falls in its entirety, is determined based on the lowest level input that is significant to the fair value measurement in its entirety.

### FAIR VALUE MEASUREMENTS

A description of the valuation techniques applied to the Fund's major categories of assets and liabilities measured at fair value on a recurring basis follows.

*Equity securities (common stocks).* Equity securities generally are valued by using market quotations, but may be valued on the basis of prices furnished by a pricing service when the Advisor believes such prices accurately reflect the fair value of such securities. Securities that are traded on any stock exchange or on the NASDAQ over-the-counter market are generally valued by the pricing service at the last quoted sale price. Lacking a last sale price, an equity security is generally valued by the pricing service at its last bid price. Generally, if the security is traded in an active market and is valued at the last sale price, the security is categorized as a level 1 security, and if an equity security is valued by the pricing service at its last bid price, it is generally categorized as a level 2 security. When market quotations are not readily available, when the Advisor determines that the market quotation or the price provided by the pricing service does not accurately reflect the current fair value, or when restricted securities are being valued, such securities are valued as determined in good faith by the Advisor, subject to review of the Board of Trustees (the "Trustees" or the "Board") and are categorized in level 2 or level 3, when appropriate.

*Money market funds.* Shares of money market funds are valued at the net asset value provided by the funds and are classified as level 1 of the fair value hierarchy.

In accordance with the Trust's good faith pricing guidelines, the Advisor is required to consider all appropriate factors relevant to the value of securities for which it has determined other pricing sources are not available or reliable as described above. There is no single procedure for determining fair value, since fair value depends upon the circumstances of each individual case. As a general principle, the current fair value of an issue of securities being valued by the Advisor would appear to be the amount that the owner might reasonably expect to receive for them upon their current sale. Methods which are in accordance with this principle may, for example, be based on (i) a multiple of earnings; (ii) a discount from market of a similar freely traded security (including a derivative security or a basket of securities traded on other markets, exchanges or among dealers); or (iii) yield to maturity with respect to debt issues, or a combination of these and other methods.

The following table summarizes the inputs used to value the Fund's assets measured at fair value as of July 31, 2019:

<u>Valuation Inputs of Assets</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Common Stocks	\$10,799,438	\$0	\$0	\$10,799,438
Money Market Funds	211,218	0	0	211,218
Total	\$11,010,656	\$0	\$0	\$11,010,656

Refer to the Fund's Schedule of Investments for a listing of securities by industry. The Fund did not hold any level 3 assets during the six month period ended July 31, 2019.

The Fund did not invest in any derivative instruments during the six month period ended July 31, 2019.

#### 4.) INVESTMENT ADVISORY AGREEMENT AND RELATED PARTY TRANSACTIONS

The Trust, on behalf of the Fund, has entered into an investment advisory agreement ("Management Agreement") with the Advisor. The Advisor manages the investment portfolio of the Fund, subject to policies adopted by the Trust's Board of Trustees, and, at its own expense and without reimbursement from the Trust, furnishes office space and all necessary office facilities, equipment and executive personnel necessary for managing the Fund. For its services, the Advisor receives an investment management fee equal to 0.90% of the average daily net assets of the Fund. Prior to November 1, 2016, the Advisor received an investment management fee equal to

## Notes to Financial Statements (Unaudited) - continued

1.00% of the average daily net assets of the Fund. For the six month period ended July 31, 2019, the Advisor earned management fees totaling \$54,986, of which \$8,763 was due to the Advisor at July 31, 2019.

Under the terms of the Services Agreement between the Trust, on behalf of the Fund, and the Advisor (the "Services Agreement"), the Advisor renders administrative and supervisory services to the Fund, provides the services of a chief compliance officer and assumes and pays all ordinary expenses of the Fund, excluding management fees, any 12b-1 fees, brokerage fees and commissions, taxes, borrowing costs (such as (a) interest and (b) dividend expenses on securities sold short), fees and expenses of acquired funds, extraordinary or non-recurring expenses as may arise, including litigation to which the Fund may be a party and indemnification of the Trust's Trustees and officers. For its services, the Advisor receives service fees equal to an annual rate of 0.45% of the Fund's average daily net assets up to \$100 million, 0.25% of the Fund's average daily net assets between \$100 million and \$500 million, and 0.15% of such assets in excess of \$500 million. The Advisor has contractually agreed to waive Services Agreement fees to the extent necessary to maintain total annual operating expenses of the Institutional Class Shares, excluding brokerage fees and commissions, taxes, borrowing costs (such as (a) interest and (b) dividend expenses on securities sold short), the cost of acquired funds and extraordinary expenses at 1.10% of its average daily net assets through May 31, 2020. The Advisor may not terminate the fee waiver before May 31, 2020. Prior to June 1, 2017 the Advisor had contractually agreed to waive, for the Institutional Class shares, 0.25% of the applicable Services Agreement fees for the class' average daily net assets up to \$100 million. Also, the Advisor has contractually agreed to waive Services Agreement fees to the extent necessary to maintain total annual operating expenses of the R6 Class Shares, excluding brokerage fees and commissions, taxes, borrowing costs (such as (a) interest and (b) dividend expenses on securities sold short), the cost of acquired funds and extraordinary expenses at 0.98% of its average daily net assets through May 31, 2020. The Advisor may not terminate the fee waiver before May 31, 2020.

For the six month period ended July 31, 2019, the Advisor earned service fees of \$27,493, of which \$2,615 was due to the Advisor at July 31, 2019. Service fees in the amounts of \$10,305 and \$561 were waived with no recapture provision for the six month period ended July 31, 2019 for the Institutional and R6 Classes, respectively.

Certain officers and a shareholder of the Advisor are also officers and/or a Trustee of the Trust. These individuals may receive benefits from the Advisor resulting from management and services fees paid to the Advisor by the Fund.

The Trustees who are not interested persons of the Fund were each paid \$2,000, for a total of \$6,000, in Trustees' fees plus travel and related expenses for the six month period ended July 31, 2019 for their services to the Fund. The Advisor pays these fees pursuant to the Services Agreement.

### 5.) DISTRIBUTION AND SHAREHOLDER SERVICING PLAN

The Fund has adopted a Distribution Plan in accordance with Rule 12b-1 under the 1940 Act. Pursuant to the Distribution Plan, the Fund compensates the Advisor for services rendered and expenses borne in connection with brokerage platform fees. This Distribution Plan provides that the Fund may pay the annual rate of up to 0.25% of the average daily net assets of the Fund's Retail Class shares. These activities include reimbursement to entities for providing distribution and shareholder servicing with respect to the Fund's shares. Effective June 1, 2013, the Fund does not currently pay or accrue any distribution fees for Retail Class shares; however, the Fund reserves the right to pay or accrue such fees in the future upon notice to shareholders.

### 6.) PURCHASES AND SALES OF SECURITIES

For the six month period ended July 31, 2019, purchases and sales of investment securities other than U.S. Government obligations and short-term investments aggregated \$2,562,102 and \$7,688,272, respectively. Purchases and sales of U.S. Government obligations aggregated \$0 and \$0, respectively.

### 7.) CONTROL OWNERSHIP

The beneficial ownership, either directly or indirectly, of more than 25% of the voting securities of a fund creates a presumption of control of a fund under Section 2(a)(9) of the 1940 Act. As of July 31, 2019, NFS, LLC, located in New York, New York, for the benefit of its clients, held, in aggregate, 51.36% of the Fund shares, and therefore each may be deemed to control the Fund.

## Notes to Financial Statements (Unaudited) - continued

### 8.) TAX MATTERS

For Federal income tax purposes, the cost of investments owned at July 31, 2019 was \$9,012,031. At July 31, 2019, the composition of unrealized appreciation (the excess of value over tax cost) and depreciation (the excess of tax cost over value) was as follows:

<u>Appreciation</u>	<u>(Depreciation)</u>	<u>Net Appreciation (Depreciation)</u>
\$2,588,825	(\$590,200)	\$1,998,625

Distributions paid from Institutional Class:

	Six Months Ended <u>July 31, 2019</u>	Fiscal Year Ended <u>January 31, 2019</u>
Ordinary Income	\$ -0-	\$ 743,869
Long-Term Capital Gain	<u>-0-</u>	<u>3,704,732</u>
	\$ -0-	\$4,448,601

Distributions paid from Retail Class:

	Six Months Ended <u>July 31, 2019</u>	Fiscal Year Ended <u>January 31, 2019</u>
Ordinary Income	\$ -0-	\$ 294,144
Long-Term Capital Gain	<u>-0-</u>	<u>1,464,940</u>
	\$ -0-	\$1,759,084

Distributions paid from R6 Class:

	Six Months Ended <u>July 31, 2019</u>	Fiscal Year Ended <u>January 31, 2019</u>
Ordinary Income	\$ -0-	\$ 29,594
Long-Term Capital Gain	<u>-0-</u>	<u>147,389</u>
	\$ -0-	\$ 176,983

### 9.) SUBSEQUENT EVENTS

Subsequent events after the date of the Statement of Assets and Liabilities have been evaluated through the date the financial statements were issued. Management has concluded that there is no impact requiring adjustment to or disclosure in the financial statements.

**Board of Trustees**

Edward A. LaVarnway  
John P. Mastriani  
Hany A. Shawky  
John B. Walthausen

**Investment Advisor and Administrator**

Walthausen & Co., LLC

**Legal Counsel**

Thompson Hine LLP

**Custodian**

US Bank, N.A.

**Dividend Paying Agent,  
Shareholders' Servicing Agent,  
Transfer Agent**

Ultimus Fund Solutions, LLC

**Sub-Administrator**

Premier Fund Solutions, Inc.

**Independent Registered Public Accounting Firm**

Cohen & Company, Ltd.

**Distributor**

Rafferty Capital Markets, LLC

This report is provided for the general information of the shareholders of the Walthausen Select Value Fund. This report is not intended for distribution to prospective investors in the Fund, unless preceded or accompanied by an effective prospectus.

**WALTHAUSEN SELECT VALUE FUND**

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