STATEMENT OF ADDITIONAL INFORMATION

THE PRIVATE SHARES FUND
Class A Shares (PRIVX), Class L Shares (PRLVX) and Class I Shares (PIIVX)

88 Pine Street, Suite 3101,
New York, NY 10005
(Address of Principal Executive Offices)

Registrant's Telephone Number, including Area Code: (855) 551-5510

May 1, 2025

This Statement of Additional Information ("**SAI**") is not a prospectus. This SAI relates to and should be read in conjunction with the Prospectus of The Private Shares Fund (the "**Fund**", "**we**", "**our**" or "**us**"), dated May 1, 2025 (the "**Prospectus**"). The Prospectus is hereby incorporated by reference into this SAI (legally made a part of this SAI). Defined terms used herein, and not otherwise defined herein, have the same meanings as in the Prospectus. This SAI does not include all information that a prospective investor should consider before purchasing the Fund's securities.

You should obtain and read the Prospectus and any related Prospectus supplement prior to purchasing any of the Fund's securities. A copy of the Prospectus may be obtained without charge by calling the Fund toll-free at 1-855-551-5510. Information on the Fund's website is not incorporated herein by reference. The Fund's filings with the SEC are available to the public on the SEC's Internet website at www.sec.gov. Copies of these filings may be obtained, after paying a duplicating fee, by electronic request at the following e-mail address: publicinfo@sec.gov.

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GENERAL INFORMATION AND HISTORY

The Fund was established as a limited liability company under the laws of the State of Delaware on August 20, 2012 and converted into a Delaware statutory trust on March 22, 2013. The Fund's office is located at 88 Pine Street, Suite 3101, New York, NY 10005. The financial statements, along with the accompanying notes and report of independent registered public accounting firm, which appear in the Fund's most recent annual report to shareholders, are incorporated by reference into this SAI. The investment objective and principal investment strategies of the Fund, as well as the principal risks associated with the Fund's investment strategies, are set forth in the Prospectus. Certain additional investment information is set forth below.

The Fund offers three classes of shares: Class A Shares, Class L Shares and Class I Shares. Each share class represents an interest in the same assets of the Fund, has the same rights and is identical in all material respects except that (i) each class of Shares may be subject to different (or no) sales loads, (ii) each class of Shares may bear different (or no) distribution and shareholder servicing fees; (iii) each class of Shares may have different shareholder features, such as minimum investment amounts; (iv) certain other class-specific expenses will be borne solely by the class to which such expenses are attributable, including transfer agent fees attributable to a specific class of Shares, printing and postage expenses related to preparing and distributing materials to current shareholders of a specific class, registration fees paid by a specific class of Shares, the expenses of administrative personnel and services required to support the shareholders of a specific class, litigation or other legal expenses relating to a class of Shares, trustees' fees or expenses paid as a result of issues relating to a specific class of Shares and accounting fees and expenses relating to a specific class of Shares and (v) each class has exclusive voting rights with respect to matters relating to its own distribution arrangements. The Board of Trustees of the Fund may classify and reclassify the Shares of the Fund into additional classes of Shares at a future date.

Certain Provisions of the Agreement and Declaration of Trust. The Fund's Agreement and Declaration of Trust (the "**Declaration**") provides a detailed process for the bringing of derivative actions by Shareholders in order to permit legitimate inquiries and claims while avoiding the time, expense, distraction, and other harm that can be caused to the Fund or its shareholders as a result of spurious shareholder demands and derivative actions. Prior to bringing a derivative action, a demand by a Shareholder must first be made on the Fund's Board of Trustees (the "**Board of Trustees**"), unless an effort to cause the Board of Trustees to bring such an action is not likely to succeed (*i.e.*, the Board of Trustees is composed of Trustees who are not "independent trustees" as defined under the Delaware Statutory Trust Act or a majority of the Board of Trustees has a material personal financial interest in the action at issue). Except with respect to claims arising under the federal securities laws, the Declaration further provides that Shareholders representing at least 10% of the net asset value of all Shares issued and outstanding, or of classes or series to which such action relates, must join in bringing the derivative action. Once a demand has been properly made, the Board of Trustees is afforded a reasonable amount of time to consider such Shareholder request and to investigate the basis of such claim. The Board of Trustees may designate a committee of one Trustee to consider a Shareholder demand if necessary to create a committee with a majority of Trustees who are "independent trustees" as defined under the Delaware Statutory Trust Act. The Trustees shall be entitled to retain counsel or other advisors in considering the merits of the request and, except with respect to claims arising under the federal securities laws, may require an undertaking by the Shareholder making such request to reimburse the Fund for the expense of any such advisors in the event that the Trustees determine not to bring such action.

Except with respect to claims arising under the federal securities laws, the Declaration also requires that actions by Shareholders against the Fund be brought only in the Court of Chancery of the State of Delaware to the extent there is subject matter jurisdiction in such court for the claims asserted, or if not, then in the Superior Court of the State of Delaware. As a result, Shareholders may be required to bring actions in an inconvenient or less favorable forum. The Declaration further provides that shareholders waive the right to a jury trial for such actions.

INVESTMENT OBJECTIVE AND POLICIES

Investment Objective

The Fund's investment objective is capital appreciation. See "Investment Objective, Strategies, Methodology and Policies" in the Prospectus.

Diversification

Diversification involves investing in a wide range of securities and thereby spreading and reducing the risks of investment. When formed, the Fund was sub-classified as a "non-diversified" fund, as defined in the Investment Company Act of 1940, as amended (the "**1940 Act**"). However, due to the Fund's principal investment strategy and investment process, it has historically operated as a "diversified" fund. Therefore, the Fund will not operate in the future as a "non-diversified" fund without first obtaining shareholder approval, except as allowed pursuant to the 1940 Act and rules or interpretations thereof.

Fundamental Policies

The Fund's stated fundamental policies, listed below, may not be changed without a vote of a majority of the outstanding shares of the Fund ("**Shares**"), which means the lesser of: (i) 67% of the shares of beneficial interest of the Fund present at a meeting at which holders of more than 50% of the outstanding Shares are present in person or by proxy; or (ii) more than 50% of the outstanding Shares. No other policy is a fundamental policy of the Fund, except as expressly stated. Within the limits of the Fund's fundamental policies, the Fund's management has reserved freedom of action.

As fundamental policies, the Fund:

(1) has an investment objective of capital appreciation;

(2) will not borrow money or issue any senior security except in compliance with Section 18 of the 1940 Act, as it may be modified by SEC order, rule or regulation. Section 18 currently requires that the Fund have an asset coverage of 300% upon the issuance of senior securities representing indebtedness and an asset coverage of 200% upon the issuance senior equity securities;

(3) will not engage in short sales, purchases on margin and the writing of put and call options;

(4) will not act as underwriter of securities of other issuers, except to the extent that in connection with the disposition of portfolio securities, it may be deemed to be an underwriter under the U.S. federal securities laws;

(5) will not engage in the purchase or sale of real estate and real estate mortgage loans;

(6) will not engage in the purchase or sale of commodities or commodity contracts, including futures contracts;

(7) will not make loans, except as permitted by the 1940 Act, which prohibits loans to any person who controls or is under common control with the Fund, excluding a company that owns all of the Shares of the Fund;

(8) will not invest 25% or more of its total assets in companies in a particular "industry or group of industries", as that phrase is used in the 1940 Act, and as interpreted, modified or otherwise permitted by a regulatory authority having jurisdiction, from time to time (the "**Fundamental Concentration Policy**"). The Fund's Fundamental Concentration Policy does not preclude it from focusing investments in issuers in related fields; and

(9) will make quarterly repurchase offers for 5% of the Shares outstanding at their net asset value ("**NAV**") less any repurchase fee, unless suspended or postponed in accordance with regulatory requirements, and each repurchase pricing shall occur no later than the 14th day after the Repurchase Request Deadline (as defined below), or the next business day if the 14th day is not a business day.

The Fund's investment policies and restrictions do not apply to the activities and transactions of the Portfolio Companies in which the Fund invests (other than indirectly by the Fundamental Concentration Policy), but do apply to investments made by the Fund directly.

The Fund's investment strategies are non-fundamental and may be changed by the Fund's Board of Trustees. The Fund has adopted a non-fundamental policy to invest, under normal market conditions, at least 80% (the "**80% Policy**") of (i) the value of its net assets, plus (ii) the amount of any borrowings for investment purposes, in the equity securities (*e.g.*, common and/or preferred stock, or equity-linked securities convertible into such equity securities) of private, operating growth companies. For the purposes of the 80% Policy, a private company is one that, at the time of the Fund's investment in such company does not have a class of securities listed on an exchange, as that term is defined under the Securities Exchange Act of 1934, as amended. Securities purchased at the time an issuer was a private company shall continue to be counted towards the 80% Policy only during the term of any post-IPO or other comparable lockup if such issuer ceases to be a private company. The Fund will notify investors of any proposed change to the 80% Policy at least 60 days in advance of such change in accordance with the 1940 Act. The Fund monitors its portfolio to ensure compliance with the Fund's 80% Policy.

MANAGEMENT OF THE FUND

The Board of Trustees

The Board of Trustees of the Fund has overall responsibility for monitoring the Fund's investment program and its management and operations. At least a majority of the Board of Trustees are and will be persons who are not "**interested persons**" (as such term is defined in Section 2(a)(19) of the 1940 Act, each, an "**Independent Trustee**" and, collectively, the "**Independent Trustees**") of the Fund or Liberty Street Advisors, Inc., the Fund's Investment Adviser (the "**Investment Adviser**"). Any vacancy on the Board of Trustees may be filled by the remaining Trustees, except to the extent the 1940 Act requires the election of Trustees by Shareholders. Subject to the provisions of Delaware law, the Trustees will have all powers necessary and convenient to carry out this responsibility.

Name, Address[1], and Age	Position(s) Held with Fund	Term of Office[2] and Length of Time Served	Principal Occupation(s) During the Past Five Years	Number of Portfolios in Fund Complex Overseen by Trustee	Other Directorships Held by Director
Independent Trustees					
Robert Boulware Birth Year: 1956	Independent Trustee	Since inception	Professional board director and trustee. Managing Director, Pilgrim Funds, LLC (private equity firm); Mid-Con Energy Partners, LP (oil/natural gas company) (June 2020–January 2021)	1	Brighthouse Financial
Mark Radcliffe Birth Year: 1952	Independent Trustee	Since inception	CEO, Personal Engines, LLC (business consulting) (September 1, 2023–present); Partner, DLA Piper (2005–2022); Senior Counsel DLA Piper (December 29, 2022–August 31, 2023) (law firm)	1	None
Daniel A. Doyle Birth Year: 1958	Independent Trustee	Since August 11, 2023	Senior Vice President & Chief Financial Officer, Puget Sound Energy (public utility) (2011–2021); Independent Trustee, Chair of the Audit Committee, MetLife Investor Series Trust (2007–2013) (mutual funds)	1	None
Herb W. Morgan Birth Year: 1966	Independent Trustee	Since August 11, 2023	Founder, Chief Executive and Investment Officer, Efficient Market Advisors/Cantor Managed ETF Portfolios (2004–present) (investment advisor)	1	Broad Street Holdings, Inc. (Holding Company)
Interested Trustee					
Timothy Reick[3] Birth Year: 1974	Interested Trustee	Since August 11, 2023	CEO, Liberty Street Advisors, Inc., HRC Fund Associates, LLC	1	None

(1) All addresses c/o The Private Shares Fund, 88 Pine Street, Suite 3101, New York, NY 10005.

(2) Each Trustee will serve for the duration of the Fund, or until his death, resignation, termination, removal or retirement.

(3) An interested trustee refers to a trustee who is an "interested persons" of the Fund (as defined in Section 2(a)(19) of the 1940 Act) on the basis of their affiliation with the Investment Adviser or affiliated entities. Mr. Reick is an Interested Trustee of the Fund because he is the Chief Executive Officer of the Investment Adviser.

Additional information about each Trustee follows (supplementing the information provided in the table above) that describes some of the specific experiences, qualifications, attributes or skills that each Trustee possesses which the Board of Trustees believes has prepared them to be effective Trustees.

Robert J. Boulware has served as a member and Chairman of the Board of Trustees since the Fund's inception. In addition to his services for the Fund, Mr. Boulware has been an executive in the financial services industry for over 40 years. Since March 2008, Mr. Boulware has served as a trustee for Brighthouse Funds, a $110 billion fund complex. He has also served as a trustee of Vertical Capital Income Fund, a closed-end interval fund, from 2012-2023. Mr. Boulware serves as Managing Director of Pilgrim Funds, LLC, a private equity fund. Mr. Boulware previously served as a director of Gainsco Inc., a publicly traded auto insurance company, until December 2020 and as a director and chair of Mid-Con Energy Partners, LP, a publicly-traded energy company until January 2021. From 1992 to 2006, Mr. Boulware was the President and Chief Executive Officer of ING Funds Distributor, LLC. Mr. Boulware holds a BSBA from Northern Arizona University, College of Business Administration.

Daniel A. Doyle has broad executive and governance experience in a wide variety of industries and commercial settings. He was Senior Vice President and Chief Financial Officer of Puget Sound Energy for ten years until retirement in 2021. In addition to his financial, budgeting and planning duties and oversight of internal controls, Mr. Doyle served as the primary management liaison to the audit and business planning committees of the board of directors of Puget Sound Energy. Mr. Doyle also served as an independent trustee from 2007–2013 on the board of trustees, as well as serving as audit committee chair, of the MetLife Investor Series Trust, an investment company with over $150 billion in net assets and approximately 90 funds. Mr. Doyle is a certified public accountant, and earned an undergraduate degree in accounting from Michigan State University and an MBA from Rensselaer Polytechnic Institute.

Herb W. Morgan has more than three decades of experience in a variety of marketing, distribution and investment officer roles in the investment management industry, including service on numerous private as well as governmental boards. He was the Founder, Chief Executive Officer and Chief Investment Officer of Efficient Market Advisors, now Cantor Managed ETF Portfolios, a business of Cantor Fitzgerald Investment Advisors. After founding and managing the enterprise, Mr. Morgan sold the company to Cantor Fitzgerald Investment Advisors, LP in 2017. In addition to his role as Chief Investment Officer, Mr. Morgan has managed distribution and intermediary relationship teams at major investment complexes. He has also served on the board and as President of a major governmental retirement system. Mr. Morgan earned his undergraduate degree in Economics with Honors from the University of California, Santa Cruz.

Mark Radcliffe has served as a member of the Board of Trustees since the Fund's inception. Mr. Radcliffe also serves as Chair of the Valuation Committee. Mr. Radcliffe was a partner (and for one year, Senior Counsel) at DLA Piper USA, LLP (or its predecessor law firms) beginning in 1989, where he represented startup technology corporations in their intellectual property and finance matters until his retirement on August 31, 2023. He also represented Fortune 100 companies in complex intellectual property transactions and corporate venture transactions. After his retirement, he has been providing business counseling on innovation and other topics to startups and multinational companies through his holding company, Personal Engines, LLC. His experience covers a wide variety of industries from internet to software to cloud to semiconductors. In 2011, Mr. Radcliffe was appointed by the Department of State to be one of ten private members of the U.S.-Japan Innovation and Entrepreneurship Council. From 2010 to 2012, Mr. Radcliffe served as a director at Innovaro, Inc. (NYSE MKT: INV), a company focused on management software and consulting. Mr. Radcliffe earned a B.S. in Chemistry *magna cum laude* from University of Michigan and a J.D. from Harvard Law School.

Timothy Reick is the CEO and a founding member of the HRC Group of companies. Mr. Reick has experience working with institutional consultants, platform sponsors and financial advisors. Since 2001, he has helped raise over $24 billion in mutual fund and separate account assets for third-party investment managers and HRC Group affiliates. In 2007, he co-founded Liberty Street Advisors, Inc., a registered investment adviser that serves as the investment adviser to the Liberty Street family of funds. In 2013, Mr. Reick led the first marketing effort by HRC Fund Associates for a closed-end fund with the Center Coast MLP & Infrastructure Fund, which raised over $300 million in the initial offering. Prior to co-founding HRC Group, Mr. Reick worked for Institutional Research Services, Inc. Mr. Reick earned a bachelor's degree in international finance and marketing from the University of Miami in 1996.

The Board of Trustees believes that the significance of each Trustee's experience, qualifications, attributes or skills is an individual matter (meaning that experience that is important for one Trustee may not have the same value for another) and that these factors are best evaluated at the board level, with no single Trustee, or particular factor, being indicative of board effectiveness. However, the Board of Trustees believes that Trustees need to have the ability to critically review, evaluate, question and discuss information provided to them, and to interact effectively with Fund management, service providers and counsel, in order to exercise effective business judgment in the performance of their duties. The Board of Trustees believes that its members satisfy this standard, as reflected in the experience of each Trustee described in the biographies above. Experience relevant to having this ability may be achieved through a Trustee's educational background; business, professional training or practice (*e.g.*, accountancy or law), public service or academic positions; experience from service as a board member (including the Board of Trustees of the Fund) or as an executive of investment funds, public companies or significant private or not-for-profit entities or other organizations; and/or other life experiences.

Composition of Board of Trustees and Leadership Structure. To rely on certain exemptive rules under the 1940 Act, a majority of the Fund's Trustees must be "**Independent Trustees**" who are not "interested persons" (as defined in the 1940 Act) of the Fund or the Investment Adviser, and for certain important matters, such as the approval of investment advisory agreements or transactions with affiliates, the 1940 Act or the rules thereunder require the approval of a majority of the Independent Trustees. Currently, the Board of Trustees is comprised of four Independent Trustees and one Interested Trustee. Robert Boulware serves as the lead Independent Trustee and Chairman of the Board of Trustees, who will chair meetings or executive sessions of the Independent Trustees, review and comment on Board of Trustee's meeting agendas, represent the views of the Independent Trustees to management and facilitate communication among the Independent Trustees. The Board of Trustees has determined that its leadership structure, in which the lead Independent Trustee functions as described above, is appropriate in light of the Fund's investment objective and policies, the small size of the Board of Trustees and the Fund's relatively small initial capitalization, as well as the services that the Investment Adviser and its affiliates provide to the Fund and potential conflicts of interest that could arise from these relationships. This determination was made after careful consideration by the Independent Trustees and reflects the unanimous determination of the Independent Trustees. The Board of Trustees plays an active role in the risk oversight of the Fund and receives risk oversight reports from the Investment Adviser no less frequently than quarterly.

Name, Address[1], and Age	Position(s) Held with Fund	Term of Office and Length of Time Served	Principal Occupation(s) During the Past Five Years
Kevin Moss Birth Year: 1969	President and Principal Executive Officer	April 11, 2019	Managing Director of Liberty Street Advisors, Inc. since December 2020; and Managing Member of Pearl Lane Advisors, LLC since August 2021. Prior thereto, President and Chief Operating Officer of SP Investments Management LLC through December 2020.
John "Jack" Sweeney Birth Year: 1985	Treasurer and Principal Financial Officer	Since April 29, 2019	Managing Director of Liberty Street Advisors, January 2025; Vice President of Liberty Street Advisors, December 2020 through December 2024; Vice President of Pearl Lane Advisors, LLC since August 2021; Chief Financial Officer at SP Investments Management LLC, March 2019 through December 2020; Finance Manager at Venrock, August 2016 to March 2019 and Senior Associate at Ernst &Young LLP, prior thereto.
Peter R. Guarino Birth Year: 1958	Chief Compliance Officer	Since May 7, 2019	President and Chief Compliance Officer, Compliance4, LLC March 2018 to the present.

(1) All addresses c/o The Private Shares Fund, 88 Pine Street, Suite 3101, New York, NY 10005.

Kevin Moss is a Managing Director of Liberty Street Advisors, Inc. and serves as both a portfolio manager and member of the Liberty Investment Committee. He also is Managing Member and portfolio manager for Liberty Street Advisors' affiliate, Pearl Lane Advisors, LLC. Prior to joining Liberty Street Advisors, he was with SP Investments Management, LLC ("**SPIM**"), a registered investment adviser and wholly owned subsidiary of SharesPost, Inc. For eight years he served as SPIM's President and COO overseeing the operations and trading of SPIM. He is also one of the creators of the SharesPost 100 Fund and continues to serve as the President of the Fund and is one of the portfolio managers. Prior to joining SPIM, Kevin was a senior portfolio manager at First New York Securities, where he managed a global macro book. With over 20 years of senior level experience in financial services, Kevin's specific areas of expertise include the management of client relationships, investment research coverage, block and position trading, and operations management. Kevin began his career as an institutional equity sales trader working for Instinet, and later Commerzbank. His client base included hedge funds, pension funds and proprietary trading desks. Subsequently, Kevin held a series of distinguished posts at leading hedge funds and proprietary trading firms including serving as the head of international trading for Libra Advisors and Opus Trading Funds. Mr. Moss holds a Bachelor of Science from Tulane University and an MBA from Columbia University.

John "Jack" Sweeney has served as Treasurer and Principal Financial Officer of the Fund since April 2019. He is Managing Director with Liberty Street Advisors since January 2025 and from December 2020 through December 2024 was Vice President with Liberty Street Advisors, Inc. and Liberty Street Advisors' affiliate Pearl Lane Advisors, LLC. Prior to joining Liberty Street Advisors, he was the Chief Financial Officer with SPIM. Prior to his position with the Fund, Mr. Sweeney was the Finance Manager at Venrock, a venture capital fund, from July 2017 to April 2019, and as a Senior Financial Analyst from August 2016 to June 2017 prior to that. From April 2011 to August 2016, Mr. Sweeney worked at Ernst & Young LLP in roles of increasing responsibility, most recently as a Senior Associate. Mr. Sweeney is a licensed Certified Public Accountant in the state of California. Mr. Sweeney earned a B.S. in Business Administration: Professional Accounting from California State University-Chico.

Peter R. Guarino has served as Chief Compliance Officer of the Fund since May 7, 2019. Mr. Guarino has over 35 years of legal, global investment management regulatory and compliance experience. In addition to his role as President of Maine-based Compliance4, LLC, he and the firm provide comprehensive and customized compliance consulting services to investment advisers, registered investment companies and private funds. Mr. Guarino served in senior compliance roles with two compliance consultancies where he was responsible for developing their investment company compliance services. Prior to that, Mr. Guarino served as the Chief Compliance Officer for Thomas Weisel Partners Group, Inc. and its affiliated mutual fund adviser, Montibus Capital, each a division of Stifel Financial. Mr. Guarino also served as the independent Fund CCO for several series trusts and standalone registered investment companies and served as a consultant to investment advisers through a predecessor firm to Compliance4. From 2004 to 2008, he served as the Managing Director of Foreside, leading its compliance services division as well as serving as Fund CCO for numerous clients. Formerly, he served as General Counsel and Global Chief Compliance Officer for MiFund, Inc., a privately held investment company services firm. In addition to his compliance work, Mr. Guarino has extensive business and administrative experience and served as the Chief Operating Officer of Merrill Corporation's Investment Company Services division. Finally, Mr. Guarino was Senior Counsel and Secretary at GT Global/LGT Asset Management in San Francisco. He began his legal career at The Dreyfus Corporation in New York. He is licensed to practice law in Massachusetts and New York. Mr. Guarino received his J.D. from Suffolk University Law School and his B.A. from Rutgers University.

Committees of the Board of Trustees

Audit Committee

The Board of Trustees has formed an Audit Committee. The Audit Committee held five meetings during the fiscal year ended December 31, 2024. The purposes of the Audit Committee are to (i) assist the Board of Trustees in its oversight of the Fund's accounting and financial reporting policies and practices, its internal controls and, as appropriate, the internal controls of certain service providers, (ii) assist the Board of Trustees in its oversight of the quality and objectivity of the Fund's financial statements and the independent audit thereof, and (iii) select, oversee and set the compensation of the Fund's independent auditor (the "**Auditor**") and to act as liaison between the Auditor and the Board of Trustees.

To carry out its purposes, the Audit Committee shall: (i) pre-approve the selection of the Auditor and shall recommend the selection, retention or termination of the Auditor to the Board of Trustees and, in connection therewith, shall evaluate the independence of the Auditor, including whether the Auditor provides any consulting, auditing or non-audit services to the Investment Adviser or its affiliates, (ii) review and approve the fees charged by the Auditor for audit and non-audit services, (iii) ensure that the Auditor prepares and delivers to the Audit Committee reports, on at least an annual basis: describing (a) the Auditor's internal quality control procedures, (b) any material issues raised by the most recent internal quality control review or peer review of the Auditor, or by any inquiry or investigation by governmental or professional authorities within the preceding five years respecting one or more independent audits carried out by the Auditor, and any steps taken to deal with any such issues, and (c) all relationships between the Auditor and the Fund (in response to which the Audit Committee shall actively engage in a dialogue with the Auditor with respect to any disclosed relationships or services that may impact the objectivity and independence of the Auditor and recommend that the Board of Trustees take appropriate action to satisfy themselves of the Auditor's independence), (iv) pre-approve all auditing services and, subject to limited exception and to certain prohibitions on activities of the Auditor, permissible non-audit services provided to the Fund (and the Audit Committee may delegate to one or more of its members the authority to grant pre-approvals or the engagement to render the auditing service or permissible non-audit service is entered into pursuant to pre- approval policies and procedures established by the Audit Committee, so long as the Audit Committee is informed of each service, and which policies and procedures must be detailed as to the particular service and not involve any delegation of the Audit Committee's responsibilities under the Securities Exchange Act of 1934, as amended, to management (which, for purposes of this paragraph, includes the appropriate officers of the Fund, the Investment Adviser, the Fund Administrator, and other key service providers (other than the Auditor)), and (v) subject to limited exception, pre-approve any non-audit services proposed to be provided by the Auditor to (1) the Investment Adviser and (2) any entity controlling, controlled by, or under common control with the Investment Adviser that provides ongoing services to the Fund, if such engagement relates directly to the operations and financial reporting of the Fund.

The Audit Committee shall meet with the Auditor, including private meetings, as necessary (i) to review the arrangements for and scope of the annual audit and any special audits or other special services; (ii) to provide the Auditor the opportunity to report to the Audit Committee, on a timely basis, all critical accounting policies and practices to be used; (iii) to review the form and substance of the Fund's financial statements and discuss any matters of concern relating to the Fund's financial statements, including (a) any adjustments to such statements recommended by the Auditor, or other results of said audit(s), and (b) all alternative treatments of financial information within generally accepted accounting principles that have been discussed with management, the ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the Auditor; (iv) to provide the Auditor the opportunity to report to the Audit Committee, on a timely basis, any material written communication between the Auditor and management such as any management letter or schedule of unadjusted differences; (v) to provide the Auditor the opportunity to report all non-audit services provided to any entity in the "**investment company complex**" that were not pre-approved by the Audit Committee; (vi) in accordance with Statement of Auditing Standards No. 61, as amended, to consider the Auditor's comments with respect to the Fund's financial policies, procedures and internal accounting controls and responses thereto by the Fund's officers; (vii) to review the form of written opinion the Auditor proposes to render to the Board of Trustees and Shareholders of the Fund; (viii) to review with the Auditor its opinions as to the fairness of the Fund's financial statements; (ix) to attempt to identify (A) conflicts of interest between management and the Auditor as a result of employment relationships; (B) violations of audit partner rotation requirements; and (C) prohibited independent auditor compensation arrangements whereby the Auditor is compensated based on selling non- audit services to the Fund; (x) to review the quality and adequacy of the internal accounting staff (which, for purposes of this paragraph, includes the appropriate officers and employees of the Fund, the Investment Adviser, the Fund Administrator, and other key service providers (other than the Auditor)); (xi) to consider the Auditor's comments with respect to the appropriateness and adequacy of the Fund's financial policies, procedures and internal accounting controls (including computer system controls and controls over the daily net asset valuation process and the adequacy of the computer systems and technology used in the Fund's operations) and review management's responses thereto; and (xii) to provide the Auditor the opportunity to report on any other matter that the Auditor deems necessary or appropriate to discuss with the Audit Committee.

The Audit Committee shall (i) consider the effect upon the Fund of any changes in accounting principles or practices proposed by the Auditor or the Fund's officers, (ii) investigate improprieties or suspected improprieties in Fund operations, (iii) consider the effect on the Fund of: (a) any changes in service providers, such as accountants or administrators for the Fund, that could impact the Fund's internal controls or (b) any changes in schedules (such as fiscal or tax year-end changes) or structures or transactions that require special accounting activities or resources, and (iv) report its activities to the Board of Trustees on a regular basis and make such recommendations with respect to the matters described above and other matters as the Audit Committee may deem necessary or appropriate. The Audit Committee shall have the resources and authority appropriate to discharge its responsibilities, including the authority to retain special counsel and other experts or consultants at the expense of the Fund.

The Audit Committee currently consists of each of the Fund's Independent Trustees and shall always be composed entirely of Independent Trustees. Mr. Doyle serves as Chair of the Audit Committee.

Nominating and Governance Committee

The Board of Trustees has formed a Nominating and Governance Committee. The Nominating and Governance Committee held one meeting during the fiscal year ended December 31, 2024. The Nominating and Governance Committee has the responsibility and power to (i) identify individuals qualified to become Trustees and recommend to the Board of Trustees the candidates for all positions to be filled by the Board of Trustees or by the Shareholders of the Fund; (ii) recommend to the Board of Trustees candidates for membership on committees thereof; (iii) develop and recommend to the Board of Trustees guidelines for effective corporate governance; and (iv) lead the Board of Trustees in its annual review of the Board's performance. The Nominating and Governance Committee consists of each of the Fund's Independent Trustees. Mr. Morgan serves as Chair of the Nominating and Governance Committee. The Nominating and Governance Committee does not currently have a policy regarding whether it will consider nominees recommended by Shareholders.

Valuation Committee

The Board of Trustees has formed a Valuation Committee. The Valuation Committee held twelve meetings during the fiscal year ended December 31, 2024. The Valuation Committee oversees the implementation of the Fund's valuation procedures, as adopted by the Board of Trustees and revised from time to time (the "**Valuation Procedures**"). Mr. Radcliffe serves as Chair of the Valuation Committee. The Board of Trustees has delegated to the Valuation Committee the responsibility of overseeing the material aspects of the Fund's Valuation Procedures as well as the Fund's compliance with respect to the valuation of its assets under the 1940 Act. Pursuant to Rule 2a-5 under the 1940 Act, the Valuation Committee has designated the Investment Adviser to perform the day-to-day responsibility for determining the fair value of the Fund's assets as Valuation Designee. The Valuation's Committee's membership shall consist of all of the Independent Trustees. The Valuation Committee meets as frequently as circumstances dictate, but in no event less often than quarterly.

The Valuation Committee's duties include: (a) overseeing the Investment Adviser as the Valuation Designee, including reviewing periodic reports, including pricing reports, submitted to the Valuation Committee by the Investment Adviser, portfolio managers or other persons; (b) documenting valuation discrepancies the Valuation Committee identifies and the resolution and verification steps taken in connection therewith; (c) reviewing the appropriateness of valuations based on new information or changes in assumptions regarding an investment, or other information that is brought to the attention of the Valuation Committee; (d) investigating any other matter brought to its attention within the scope of its duties; (e) performing any other activities set forth in the Valuation Procedures, as the Board of Trustees deems necessary or appropriate; (f) reviewing the Valuation Committee Charter annually, and recommending changes, if any, to the Board of Trustees; and (h) considering the Valuation Designee's assessment of the adequacy of the Valuation Procedures at least annually and reporting to the Board of Trustees at its next regularly scheduled meeting on the outcome of that review.

All actions taken by a committee of the Board of Trustees will be recorded and reported to the full Board of Trustees at its next meeting following such actions.

Trustee Ownership of Securities

The dollar range of equity securities owned by each Trustee as of December 31, 2024 is set forth below.

Name of Trustee	Dollar Range of Equity Securities in the Fund[1]	Aggregate Dollar Range of Equity Securities in all Registered Investment Companies Overseen by Trustee in Family of Investment Companies[1]
Independent Trustees		
Robert Boulware	$0–100,000	$0–100,000
Mark Radcliffe	None	None
Daniel A. Doyle	None	None
Herb W. Morgan	$0–100,000	$0–100,000
Interested Trustee		
Timothy Reick	None	None

Independent Trustee Ownership of Securities

As of the date of this SAI, none of the Independent Trustees (or their immediate family members) owned securities of the Investment Adviser, or of an entity (other than a registered investment company) controlling, controlled by or under common control with the Investment Adviser.

Trustee Compensation

The Fund pays each Independent Trustee an annual retainer of $30,000. The Chair of the Board receives an additional $20,000 annually, the Audit Committee Chair receives an additional $10,000 annually, the

Nominating and Governance Committee Chair receives an additional $7,500 annually, and the Valuation Committee Chair receives an additional $15,000 annually. The Independent Trustees are also paid a fee of $5,000 for each Board meeting attended in person and a fee of $2,500 for each Board meeting attended by remote video- or tele-conference participation. In addition, the Fund reimburses each of the Independent Trustees for travel and other expenses incurred in connection with attendance at such meetings. Each of the Independent Trustees is a member of the Audit Committee, Nominating and Governance Committee and Valuation Committee, and receives a fee of $1,000 for each Audit and Nominating and Governance committee meeting attended, and $1,500 for each Valuation committee meeting attended, whether attended in person or by remote video- or tele-conference participation. Other officers and Trustees of the Fund receive no compensation.

The following table summarizes the compensation paid to the Trustees of the Fund, including the Audit Committee, Nominating and Governance Committee and Valuation Committee meeting fees, for the year ended December 31, 2024.

Name of Trustee	Aggregate Compensation from the Fund	Pension or Retirement Benefits Accrued as Part of Fund Expenses	Estimated Annual Benefits Upon Retirement	Total Compensation From Fund Paid to Trustee
Robert Boulware	$98,775	N/A	N/A	$98,775
Mark Radcliffe	$86,900	N/A	N/A	$86,900
Daniel A. Doyle	$74,400	N/A	N/A	$74,400
Herb W. Morgan	$71,900	N/A	N/A	$71,900
Timothy Reick	$ 0	N/A	N/A	$ 0

Portfolio Managers

The Investment Adviser's Portfolio Management Team is primarily responsible for the investment management of the Fund. The Portfolio Management Team is comprised of Christian Munafo, Kevin Moss and Sven Jonas Grankvist. See above for biographies of the portfolio managers.

Compensation of Portfolio Managers

The portfolio managers receive a fixed annual salary and either a discretionary or defined bonus, both of which in part are dependent upon the overall profitability of the Investment Adviser as it pertains to the Fund. The portfolio managers do not receive any compensation from the Fund for serving as portfolio managers of the Fund.

Portfolio Manager Ownership of Securities

The dollar range of equity securities owned by each portfolio manager as of December 31, 2024 is set forth below.

Name of Portfolio Manager	Dollar Range of Equity Securities Beneficially Owned by Portfolio Manager
Christian Munafo	$10,001–$50,000
Kevin Moss	$10,001–$50,000
Sven Jonas Grankvist	$10,001–$50,000

Portfolio Manager Conflicts of Interest

In addition to managing the assets of the Fund, the Fund's portfolio managers may have responsibility for managing other client accounts of the Investment Adviser or its affiliate(s). The tables below show the number and asset size of (i) SEC-registered investment companies (or series thereof) other than the Fund, (ii) pooled

investment vehicles that are not registered investment companies, and (iii) other accounts (*e.g.,* accounts managed for individuals or organizations) managed by the portfolio managers. The tables also show the number of performance-based fee accounts, as well as the total assets of the accounts for which the advisory fee is based on the performance of the account. This information is provided as of December 31, 2024.

See the Prospectus under "Conflicts of Interest" for details of certain conflicts of interest between the Fund and the Investment Adviser and its principals.

Other SEC-Registered Investment Companies Managed

Name of Portfolio Manager	Number of Registered Investment Companies	Total Assets of Registered Investment Companies	Number of Investment Company Accounts with Performance-Based Fees	Total Assets of Performance-Based Fee Accounts
Christian Munafo	0	$0	0	$0
Kevin Moss	0	$0	0	$0
Sven Jonas Grankvist	0	$0	0	$0

Other Pooled Investment Vehicles Managed

Name of Portfolio Manager	Number of Pooled Investment Vehicles	Total Assets of Pooled Investment Vehicles	Number of Pooled Investment Vehicles with Performance-Based Fees	Total Assets of Performance-Based Fee Accounts
Christian Munafo	2	$148,058,334	1	$64,986,057
Kevin Moss	2	$148,058,334	1	$64,986,057
Sven Jonas Grankvist	2	$148,058,334	1	$64,986,057

Other Accounts Managed

Name of Portfolio Manager	Number of Other Accounts	Total Assets of Other Accounts	Number of Other Accounts with Performance-Based Fees	Total Assets of Performance-Based Fee Accounts
Christian Munafo	0	$0	0	$0
Kevin Moss	0	$0	0	$0
Sven Jonas Grankvist	0	$0	0	$0

CODE OF ETHICS

The Fund and the Investment Adviser have adopted codes of ethics under Rule 17j-1 of the 1940 Act. These codes of ethics permit, subject to certain conditions, personnel of each of those entities to invest in securities that may be purchased or held by the Fund.

The codes of ethics of the Fund and the Investment Adviser are each available on the EDGAR Database on the SEC's Internet site at www.sec.gov. A copy of the codes of ethics of the Fund and the Investment Adviser may be obtained, after paying a duplicating fee, at the following e-mail address: publicinfo@sec.gov.

ALLOCATION OF BROKERAGE

Specific decisions to purchase or sell securities for the Fund are made by the portfolio managers, who are employees of the Investment Adviser. The Investment Adviser is authorized by the Board of Trustees to allocate the orders placed on behalf of the Fund to brokers or dealers who may, but need not, provide research or statistical material or other services to the Fund or the Investment Adviser for the Fund's use. Such allocation is to be in such amounts and proportions as the Investment Adviser may determine.

In selecting a broker or dealer to execute each particular transaction, the Investment Adviser will take the following into consideration:

- the best net price available;
- the reliability, integrity and financial condition of the broker or dealer;
- the size of and difficulty in executing the order; and
- the value of the expected contribution of the broker or dealer to the investment performance of the Fund on a continuing basis.

Brokers or dealers executing a portfolio transaction on behalf of the Fund may receive a commission in excess of the amount of commission another broker or dealer would have charged for executing the transaction if the Investment Adviser determines in good faith that such commission is reasonable in relation to the value of brokerage and research services provided to the Fund. In allocating portfolio brokerage, the Investment Adviser may select brokers or dealers who also provide brokerage, research and other services to other accounts over which the Investment Adviser exercises investment discretion. Some of the services received as the result of Fund transactions may primarily benefit accounts other than the Fund, while services received as the result of portfolio transactions effected on behalf of those other accounts may primarily benefit the Fund.

During the fiscal years ended December 31, 2022, 2023, and 2024 the Fund paid $2,347,944, $345,243, and $3,155 in brokerage commissions, respectively. The Fund will typically only pay commissions for transactions involving securities of publicly traded companies subsequent to or in connection with an IPO of a Portfolio Company.

To the extent any Affiliated Broker receives any Broker Fees in connection with the purchase and sale of securities by the Fund, such Broker Fees will be subject to policies and procedures adopted by the Board of Trustees pursuant to Section 17(e) and Rule 17e-1 of the 1940 Act. These policies and procedures include quarterly review by the Board of Trustees of any such payments. Among other things, Section 17(e) and those procedures provide that, when acting as broker for the Fund in connection with the purchase or sale of securities to or by the Fund, an affiliated broker may not receive any compensation exceeding the following limits: (1) if the transaction is effected on a securities exchange, the compensation may not exceed the "usual and customary broker's commission" (as defined in Rule 17e-1 under the 1940 Act); (2) in the case of the purchase of securities by the Fund in connection with a secondary distribution, the compensation cannot exceed 2% of the sale price; and (iii) the compensation for transactions otherwise effected cannot exceed 1% of the purchase or sale price. Rule 17e-1 defines a "usual and customary broker's commission" as one that is fair compared to the commission received by other brokers in connection with comparable transactions involving similar securities being purchased or sold on an exchange during a comparable period of time. Notwithstanding the foregoing, no Affiliated Broker will receive any undisclosed fees from the Fund in connection with any transaction involving the Fund and such Affiliated Broker, and to the extent any transactions involving the Fund are effected by an Affiliated Broker, such Affiliated Broker's Broker Fees for such transactions shall be limited in accordance with Section 17(e)(2) of the 1940 Act and the Fund's policies and procedures concerning Affiliated Brokers.

TAX STATUS

The following discussion is a general summary of certain U.S. federal income tax considerations applicable to the Fund and to an investment in Shares. This summary does not purport to be a complete description of the income tax considerations applicable to such an investment. For example, the following does not describe tax consequences that are assumed to be generally known by investors or certain considerations that may be relevant to certain types of Shareholders subject to special treatment under U.S. federal income tax laws,

including Shareholders subject to the alternative minimum tax, tax-exempt organizations, insurance companies, dealers in securities, pension plans and trusts, a U.S. Shareholder whose "functional currency" is not the U.S. dollar, financial institutions and Non-U.S. Shareholders, defined below. This summary assumes that Shareholders hold Shares as capital assets (generally, property held for investment). The discussion is based upon the Code, Treasury Regulations and administrative and judicial interpretations, each as of the date of this Prospectus and all of which are subject to change, possibly retroactively, which could affect the continuing validity of this discussion. The Fund has neither sought nor will seek any ruling from the Internal Revenue Service, or "**IRS**," regarding this offering or the Fund's status as a RIC (as defined below) under the Code. This summary does not discuss any aspects of foreign, state or local tax, or any U.S. federal taxes other than income taxes. It does not discuss the special treatment under U.S. federal income tax laws that could result if the Fund invested in tax-exempt securities or certain other investment assets.

A "**U.S. Shareholder**" is a beneficial owner of Shares that is for U.S. federal income tax purposes:

- a citizen or individual resident of the United States;
- a corporation, or other entity treated as a corporation for U.S. federal income tax purposes, created or organized in or under the laws of the United States or any state thereof or the District of Columbia;
- a trust, if a court within the United States has primary supervision over its administration and one of more U.S. persons have the authority to control all of its substantial decisions, or the trust has a valid election in effect under applicable Treasury regulations to be treated as a U.S. person; or
- an estate, the income of which is subject to U.S. federal income taxation regardless of its source.

A "**Non-U.S. Shareholder**" is a beneficial owner of Shares that is not a U.S. Shareholder.

If an entity treated as a partnership for U.S. federal income tax purposes holds Shares, the U.S. federal income tax treatment of a partner in the partnership would generally depend upon the status of the partner and the activities of the partnership. A prospective Shareholder that is such an entity or a partner in a partnership should consult its own tax advisors with respect to the purchase, ownership and disposition of Shares.

Tax matters are very complicated and the tax consequences to an investor of an investment in Shares will depend on the facts of its particular situation. Shareholders are encouraged to consult their own tax advisors regarding the specific consequences of such an investment, including tax reporting requirements, the applicability of U.S. federal, state, local and foreign tax laws, eligibility for the benefits of any applicable tax treaty and the effect of any possible changes in the tax laws.

Election to be Taxed as a RIC

The Fund has elected to be treated as a "regulated investment company" ("**RIC**") under Subchapter M of the Code. As a qualifying RIC, the Fund generally does not pay corporate-level U.S. federal income taxes on any ordinary income or capital gains that it distributes to Shareholders as dividends. To qualify as a RIC, the Fund must, among other things, meet certain source-of-income and asset diversification requirements (as described below). In addition, the Fund must distribute to Shareholders, for each taxable year, an amount equal to at least 90% of the Fund's "investment company taxable income," which is generally its ordinary income plus the excess of recognized net short-term capital gain over recognized net long-term capital loss, reduced by deductible expenses. Such required amount is referred to as the "**Annual Distribution Requirement**."

Taxation as a RIC

If the Fund:

- continues to qualify as a RIC; and
- satisfies the Annual Distribution Requirement;

then the Fund will not be subject to U.S. federal income tax on the portion of its investment company taxable income and net capital gain (generally, recognized net long-term capital gain in excess of recognized net short-term capital loss) distributed to Shareholders. The Fund will be subject to U.S. federal income tax at

regular corporate rates on any income or capital gain not distributed (or treated as distributed for tax purposes) to Shareholders. However, as a RIC, the Fund cannot deduct its net operating loss carryovers against its taxable income. We may realize substantial net operating losses.

The Fund will be subject to a 4% nondeductible U.S. federal excise tax on certain undistributed income unless the Fund distributes in a timely manner an amount at least equal to the sum of (1) 98% of the Fund's ordinary income for each calendar year, (2) 98.2% of the Fund's capital gain net income for the one-year period generally ending October 31 in that calendar year and (3) any income recognized, but not distributed, in preceding years. Collectively, such amount is referred to as the "**Excise Tax Avoidance Requirement**." The Fund intends to make sufficient distributions each taxable year to satisfy the Excise Tax Avoidance Requirements.

To continue to qualify as a RIC for U.S. federal income tax purposes, the Fund generally must, among other things:

- derive in each taxable year at least 90% of its gross income from dividends, interest, payments with respect to certain securities loans, gains from the sale of stock or other securities or foreign currencies, or other income (including but not limited to gains from options, futures or forward contracts) derived with respect to the Fund's business of investing in such stock or securities. The Fund refers to this test as the "**90% Gross Income Test;**" and
- diversify the Fund's holdings so that at the end of each quarter of the taxable year:
    - at least 50% of the value of the Fund's assets consists of cash, cash equivalents, U.S. Government securities, securities of other RICs, and other securities if such other securities of any one issuer do not represent more than 5% of the value of the Fund's total assets or more than 10% of the outstanding voting securities of such issuer; and
    - no more than 25% of the value of the Fund's assets is invested in the securities, other than U.S. Government securities or securities of other RICs, of one issuer, the securities of two or more issuers that are controlled, as determined under applicable tax rules, by the Fund and that are engaged in the same or similar or related trades or businesses, or the securities of one or more qualified publicly traded partnerships. Collectively, the Fund refers to these tests as the "**Diversification Tests**."

In addition, certain of our investment practices may be subject to special and complex U.S. federal income tax provisions that may, among other things, (a) disallow, suspend or otherwise limit the allowance of certain losses or deductions, (b) convert lower taxed long-term capital gain into higher taxed short-term capital gain or ordinary income, (c) convert an ordinary loss or a deduction into a capital loss (the deductibility of which is more limited), (d) adversely affect the time when a purchase or sale of stock or securities is deemed to occur, or (e) adversely alter the characterization of certain complex financial transactions. We will monitor our transactions and may make certain tax elections in order to mitigate the effects of these provisions; however, no assurance can be given that we will be eligible for any such tax elections or that any elections we make will fully mitigate the effects of these provisions. Gain or loss recognized by us from warrants acquired by us as well as any loss attributable to the lapse of such warrants generally will be treated as capital gain or loss. Such gain or loss generally will be long-term or short-term, depending on how long we held a particular warrant.

Our investment in non-U.S. securities may be subject to non-U.S. income, withholding and other taxes. In that case, our yield on those securities would be decreased. Shareholders will generally not be entitled to claim a U.S. foreign tax credit or deduction with respect to non-U.S. taxes paid by us.

Our functional currency is the U.S. dollar for U.S. federal income tax purposes. Under Section 988 of the Code, gains or losses attributable to fluctuations in exchange rates between the time we accrue income, expenses or other liabilities denominated in a foreign currency and the time we actually collect such income or pay such expenses or liabilities may be treated as ordinary income or loss.

Although the Fund is not prohibited from making foreign investments, including those in emerging market countries, currently the Fund does not anticipate making any significant foreign investments. However, if the Fund acquires any equity interest in an entity treated as a "passive foreign investment company" for U.S. federal income tax purposes, we could be subject to significant adverse tax consequences.

In general, the Fund may sell assets in order to satisfy distribution requirements. However, the Fund's ability to dispose of assets to meet the distribution requirements may be limited by (1) the illiquid nature of its portfolio and (2) other requirements relating to the Fund's status as a RIC, including the Diversification Tests. If the Fund disposes of assets to meet the Annual Distribution Requirement, the Diversification Test, or the Excise Tax Avoidance Requirement, the Fund may make such dispositions at times that, from an investment standpoint, are not advantageous and may generate distributable gain on such dispositions.

For federal income tax purposes, the Fund is generally permitted to carry forward a net capital loss in any taxable year to offset its own capital gains, if any. These amounts are available to be carried forward to offset future capital gains to the extent permitted by the Code and applicable tax regulations. Any such loss carryforwards will retain their character as short-term or long-term. In the event that the Fund were to experience an ownership change as defined under the Code, the capital loss carryforwards and other favorable tax attributes of the Fund, if any, may be subject to limitation.

If the Fund fails to satisfy the Annual Distribution Requirement or otherwise fails to qualify as a RIC in any taxable year, the Fund will be subject to tax in that year on all of its taxable income, regardless of whether the Fund makes any distributions to Shareholders. In that case, all of the Fund's income will be subject to corporate-level U.S. federal income tax, reducing the amount available to be distributed to Shareholders. In contrast, assuming the Fund qualifies as a RIC, its corporate-level U.S. federal income tax should be substantially reduced or eliminated. See "Failure to Qualify as a RIC" below.

The remainder of this discussion assumes that the Fund qualifies as a RIC and has satisfied the Annual Distribution Requirement.

Taxation of U.S. Shareholders

Whether an investment in our Shares is appropriate for a U.S. Shareholder will depend upon that person's particular circumstances. An investment in our Shares by a U.S. Shareholder may have adverse tax consequences. The following summary generally describes certain U.S. federal income tax consequences of an investment in our Shares by taxable U.S. Shareholders and not by U.S. Shareholders that are generally exempt from U.S. federal income taxation. U.S. Shareholders should consult their own tax advisors before investing in our Shares.

Exchanges

While purchases of Fund shares with cash generally would not be taxable, the Fund provides the opportunity for holders of securities in Portfolio Companies to acquire Shares of the Fund in exchange for such securities. Such exchanges would result in a taxable event for the exchanging shareholder with a taxable capital gain (if the exchanged securities were held as capital assets in the hands of such shareholder) in the amount of the difference between such shareholder's basis in the exchanged shares and the fair market value of the Fund securities received in the exchange.

Dividends on our Shares

Dividends by us generally are taxable to U.S. Shareholders as ordinary income or long-term capital gain. Dividends of our investment company taxable income (which is, generally, our net income excluding net capital gain) will be taxable as ordinary income to U.S. Shareholders to the extent of our current and accumulated earnings and profits, whether paid in cash or reinvested in additional Shares. Dividends of our net capital gain (which is generally the excess of our net long-term capital gain over our net short-term capital loss) properly reported by us as "capital gain dividends" will be taxable to a U.S. Shareholder as long-term capital gain in the case of individuals, trusts or estates. This is true regardless of the U.S. Shareholder's holding period for his, her or its Shares and regardless of whether the dividend is paid in cash or reinvested in additional Shares. Dividends in excess of our earnings and profits first will reduce a U.S. Shareholder's adjusted tax basis in such U.S. Shareholder's Shares and, after the adjusted basis is reduced to zero, will constitute capital gain to such U.S. Shareholder. We may make dividends in excess of our earnings and profits. As a result, a U.S. Shareholder will need to consider the effect of our dividends on such U.S. Shareholder's adjusted tax basis in our Shares in their individual circumstances.

A portion of our dividends, but not those reported as capital gain dividends, paid to corporate U.S. Shareholders may, if certain conditions are met, qualify for the 50% dividends-received deduction to the extent that we have received dividends from certain corporations during the taxable year, but only to the extent such dividends are treated as paid out of our earnings and profits. We expect only a small portion of our dividends to qualify for this deduction.

In general, "qualified dividend income" recognized by non-corporate U.S. Shareholders is taxable at the same rate as net capital gain. Generally, qualified dividend income is dividend income attributable to certain U.S. and foreign corporations, as long as certain holding period requirements are met. As long as certain requirements are met, our dividends paid to non-corporate U.S. Shareholders attributable to qualified dividend income may be treated by such U.S. Shareholders as qualified dividend income, but only to the extent such dividends are treated as paid out of our earnings and profits. We expect only a small portion of our dividends to qualify as qualified dividend income.

Although we currently intend to distribute any of our net capital gain at least annually (which would be automatically reinvested unless a Shareholder opts out of the dividend reinvestment option), we may in the future decide to retain some or all of our net capital gain, but treat the retained amount as a distribution for tax purposes. In that case, among other consequences, we will pay tax on the retained amount, each U.S. Shareholder will be required to include his, her or its share of the retained amount in income as if it had been actually distributed to the U.S. Shareholder, and the U.S. Shareholder will be entitled to claim a credit equal to his, her or its allocable share of the tax paid thereon by us. The amount of the retained amount net of such tax will be added to the U.S. Shareholder's tax basis for his, her or its Shares.

Because we expect to pay tax on any retained net capital gain at our regular corporate tax rate, and because that rate currently is in excess of the maximum rate currently payable by individuals on net capital gain, the amount of tax that individual U.S. Shareholders will be treated as having paid and for which they will receive a credit would exceed the tax they owe on the retained net capital gain. Such excess generally may be claimed as a credit against the U.S. Shareholder's other U.S. federal income tax obligations or may be refunded to the extent it exceeds the U.S. Shareholder's liability for U.S. federal income tax. A U.S. Shareholder that is not subject to U.S. federal income tax or otherwise is not required to file a U.S. federal income tax return would be required to file a U.S. federal income tax return on the appropriate form in order to claim a refund for the taxes we paid. In order to treat amounts as distributed for tax purposes, we must provide a written statement to our U.S. Shareholders reporting the retained amount after the close of the relevant taxable year. We cannot treat any of our investment company taxable income in this manner.

For purposes of determining (1) whether the Annual Distribution Requirement is satisfied for any year and (2) the amount of distributions paid for that year, we may, under certain circumstances, elect to treat a distribution that is paid during the following taxable year as if it had been paid during the taxable year in question. If we make such an election, the U.S. Shareholder will still be treated as receiving the distribution in the taxable year in which the distribution is made. However, any distribution declared by us in October, November or December of any calendar year, payable to U.S. Shareholders of record on a specified date in such a month and actually paid during January of the following year, will be treated as if it had been received by our U.S. Shareholders on December 31 of the year in which the distribution was declared.

If a U.S. Shareholder purchases Shares shortly before the record date of a distribution, the price of the Shares will include the value of the distribution and the U.S. Shareholder will be subject to tax on the distribution even though it represents a return of his, her or its investment. We have built up or have the potential to build up large amounts of unrealized gain which, when realized and distributed, could have the effect of a taxable return of capital to U.S. Shareholders.

Repurchase or other Disposition of our Shares

A U.S. Shareholder generally would recognize taxable gain or loss if the U.S. Shareholder redeems or otherwise disposes of his, her or its Shares. The amount of gain or loss will be measured by the difference between such U.S. Shareholder's adjusted tax basis in the Shares sold and the amount of the proceeds received in exchange. Any gain arising from such repurchase or disposition generally will be treated as long-term capital gain or loss if the U.S. Shareholder has held his, her or its Shares for more than one year. Otherwise, it will be classified as short-term capital gain or loss. However, any capital loss arising from the repurchase or disposition of Shares

held for six months or less will be treated as long-term capital loss to the extent of the amount of capital gain dividends received, or undistributed capital gain deemed received, with respect to such Shares. In addition, all or a portion of any loss recognized upon a disposition of Shares may be disallowed if substantially identical Shares are purchased (whether through reinvestment of distributions or otherwise) within 30 days before or after the disposition.

We expect to offer to repurchase our outstanding Shares on a quarterly basis. Shareholders who tender all Shares held, or considered to be held, by them will be treated as having sold their Shares and generally will realize a capital gain or loss. If a Shareholder tenders fewer than all of its Shares or if fewer than all Shares tendered are repurchased, such Shareholder may be treated as having received a taxable dividend upon the tender of its Shares. In such a case, there is a risk that non-tendering Shareholders, and Shareholders who tender some but not all of their Shares or fewer than all of whose Shares are repurchased, in each case whose percentage interests in our Shares increase as a result of such tender, will be treated as having received a taxable distribution from us. The extent of such risk will vary depending upon the particular circumstances of the tender offer, and in particular whether such offer is a single and isolated event or is part of a plan for periodically redeeming Shares.

Legislation requires reporting of adjusted cost basis information for covered securities, which generally include shares of a RIC, to the IRS and to taxpayers. Shareholders should contact their financial intermediaries with respect to reporting of cost basis and available elections for their accounts.

U.S. Federal Income Tax Rates

In general, U.S. Shareholders who or that are individuals, trusts or estates currently are subject to a maximum U.S. federal income tax rate of 20% on their net capital gain (generally, the excess of net long-term capital gain over net short-term capital loss for a taxable year, including long-term capital gain derived from an investment in our Shares). Such rate is lower than the maximum rate on ordinary income currently payable by individuals. Corporate U.S. Shareholders currently are subject to U.S. federal income tax on net capital gain at the maximum 21% rate that also applies to ordinary income. Non-corporate U.S. Shareholders with net capital losses for a year (*i.e.*, capital loss in excess of capital gain) generally may deduct up to $3,000 of such losses against their ordinary income each year; any net capital losses of a non-corporate U.S. Shareholder in excess of $3,000 generally may be carried forward and used in subsequent years as provided in the Code. Corporate U.S. Shareholders generally may not deduct any net capital losses for a year, but may carry back such losses for three years or carry forward such losses for five years.

Non-corporate U.S. Shareholders generally will be subject to a 3.8% Medicare tax on their "net investment income," which ordinarily includes taxable distributions or retained amounts treated as distributions on Shares, as well as taxable gain on the disposition of Shares. It is also very likely that "net investment income" would include, for this purpose any taxable income or gain on any other securities we may offer.

Information Reporting and Backup Withholding

We will send to each of our U.S. Shareholders, after the end of each calendar year, a notice providing, on a per Share and per distribution basis, the amounts includible in such U.S. Shareholder's taxable income for such year as ordinary income and as long-term capital gain. In addition, the U.S. federal tax status of each year's distributions generally will be reported to the IRS. Distributions may also be subject to additional state, local and foreign taxes depending on a U.S. Shareholder's particular situation.

We may be required to withhold U.S. federal income tax ("backup withholding"), currently at a rate of 24%, from all taxable distributions to any non-corporate U.S. Shareholder (1) who fails to furnish us with a correct taxpayer identification number or a certificate that such U.S. Shareholder is exempt from backup withholding or (2) with respect to whom the IRS notifies us that such U.S. Shareholder has failed to properly report certain interest and dividend income to the IRS and to respond to notices to that effect. An individual's taxpayer identification number is his or her social security number. Backup withholding is not an additional tax. Any amount withheld under backup withholding is allowed as a credit against the U.S. Shareholder's U.S. federal income tax liability and may entitle such U.S. Shareholder to a refund, provided that proper information is timely provided to the IRS.

Foreign Account Tax Compliance Act

The Foreign Account Tax Compliance Act ("**FATCA**") imposes a 30% withholding tax on any "withholdable payment" from a U.S. payer (including the Fund) to (i) a "foreign financial institution," unless such institution enters into an agreement with the U.S. government to collect and provide to the U.S. tax authorities substantial information regarding U.S. account holders of such institution (which would include certain equity and debt holders of such institution, as well as certain account holders that are foreign entities with United States owners) or (ii) a foreign entity that is not a financial institution, unless such entity provides the U.S. payer with a certification identifying the substantial U.S. owners of the entity, which generally includes any U.S. person who directly or indirectly owns more than 10% of the entity. Under certain circumstances, the payee might be eligible for refunds or credits of such taxes.

Therefore, U.S. Shareholders who own their Shares through foreign accounts or foreign intermediaries may have distributions from the Fund reduced by the withholding tax unless the foreign payee qualifies for an exception.

"Withholdable payments" subject to FATCA will include U.S.-source payments otherwise subject to nonresident withholding tax. The withholding tax will apply regardless of whether the payment would otherwise be exempt from U.S. nonresident withholding tax (*e.g.*, under the portfolio interest exemption or as capital gain). The IRS is authorized to provide rules for implementing the FATCA withholding regime with the existing nonresident withholding tax rules.

Investors are urged to consult with their tax advisors regarding the effect, if any, of FATCA to them based on their particular circumstances. Shareholders may be requested to provide additional information to us to enable us to determine whether withholding is required.

Information Reporting of Substantial Losses

Under U.S. Treasury regulations, if a U.S. Shareholder recognizes a loss with respect to Shares of $2 million or more for a non-corporate U.S. Shareholder or $10 million or more for a corporate U.S. Shareholder in any single taxable year (or a greater loss over a combination of years), the U.S. Shareholder must file with the IRS a disclosure statement on Form 8886. Direct U.S. holders of portfolio securities in many cases are excepted from this reporting requirement, but under current guidance, stockholders or members of a RIC are not excepted. Future guidance may extend the current exception from this reporting requirement to stockholders or members of most or all RICs. The fact that a loss is reportable under these regulations does not affect the legal determination of whether the taxpayer's treatment of the loss is proper. Significant monetary penalties apply to a failure to comply with this reporting requirement. States may also have a similar reporting requirement. U.S. Shareholders should consult their own tax advisors to determine the applicability of these regulations in light of their individual circumstances.

Taxation of Non-U.S. Shareholders

Whether an investment in the Shares is appropriate for a Non-U.S. Shareholder will depend upon that person's particular circumstances. Non-U.S. Shareholders should consult their tax advisers before investing in our Shares.

Distributions of our "investment company taxable income" to Non-U.S. Shareholders generally will be subject to withholding of U.S. federal tax at a 30% rate (or lower rate provided by an applicable treaty) to the extent of our current and accumulated earnings and profits unless an applicable exception applies. If the distributions are effectively connected with a U.S. trade or business of the Non-U.S. Shareholder, we will not be required to withhold U.S. federal tax if the Non-U.S. Shareholder complies with applicable certification and disclosure requirements, although the distributions will be subject to U.S. federal income tax at the rates applicable to U.S. persons. Special certification requirements apply to a Non-U.S. Shareholder that is a foreign partnership or a foreign trust, and such entities are urged to consult their tax advisers.

However, certain properly reported distributions are generally exempt from withholding of U.S. federal income tax where they are paid in respect of our (i) "qualified net interest income" (generally, our U.S.-source interest income, other than certain contingent interest and interest from obligations of a corporation or partnership in which we or the Non-U.S. Shareholder are at least a 10% shareholder, reduced by expenses that are allocable

to such income) or (ii) "qualified short-term capital gains" (generally, the excess of our net short-term capital gain, other than short-term capital gains recognized on the disposition of U.S. real property interests, over our long-term capital loss for such taxable year), and certain other requirements were satisfied. No assurance can be given as to whether any of our distributions will be eligible for this exemption from withholding of U.S. federal income tax or, if eligible, will be reported as such by us. In the case of Shares held through an intermediary, the intermediary may withhold U.S. federal income tax even if we report the payment as a distribution derived from qualified net interest income or qualified short-term capital gain. Moreover, depending on the circumstances, we may report all, some or none of our potentially eligible distributions as derived from such qualified net interest income or as qualified short-term capital gains, or treat such distributions, in whole or in part, as ineligible for this exemption from withholding.

Actual or deemed distributions of our net capital gains to a Shareholder that is a Non-U.S. Shareholder, and gains realized by a Non-U.S. Shareholder upon the sale or redemption of our Shares, will not be subject to U.S. federal income tax unless the distributions or gains, as the case may be, are effectively connected with a U.S. trade or business of the Non-U.S. Shareholder (and, if an income tax treaty applies, are attributable to a permanent establishment maintained by the Non-U.S. Shareholder in the United States) or, in the case of an individual, the Non-U.S. Shareholder was present in the United States for 183 days or more during the taxable year and certain other conditions are met.

If we distribute our net capital gains in the form of deemed rather than actual distributions, a Shareholder that is a Non-U.S. Shareholder will be entitled to a U.S. federal income tax credit or tax refund equal to the Shareholder's allocable share of the corporate-level tax we pay on the capital gains deemed to have been distributed; however, in order to obtain the refund, the Non-U.S. Shareholder must obtain a U.S. taxpayer identification number and file a U.S. federal income tax return even if the Non-U.S. Shareholder would not otherwise be required to obtain a U.S. taxpayer identification number or file a U.S. federal income tax return.

For a corporate Non-U.S. Shareholder, distributions (both actual and deemed), and gains realized upon the sale or redemption of our Shares that are effectively connected to a U.S. trade or business may, under certain circumstances, be subject to an additional "branch profits tax" at a 30% rate (or at a lower rate if provided for by an applicable treaty).

Under the dividend reinvestment plan, our Shareholders who have not "opted out" of our dividend reinvestment plan will have their cash distributions automatically reinvested in additional Shares, rather than receiving the cash distributions. If the distribution is a distribution of our investment company taxable income, is not properly reported by us as derived from qualified short-term capital gains or qualified net interest income (as discussed above), and it is not effectively connected with a U.S. trade or business of a Non-U.S. Shareholder (or, if a treaty applies, is not attributable to a permanent establishment), the amount distributed (to the extent of our current and accumulated earnings and profits) will be subject to U.S. federal withholding tax at a 30% rate (or lower rate provided by an applicable treaty) and only the net after-tax amount will be reinvested in the Shares. If the distribution is effectively connected with a U.S. trade or business of a Non-U.S. Shareholder, generally the full amount of the distribution will be reinvested in the plan and will nevertheless be subject to U.S. federal income tax at the ordinary income rates applicable to U.S. persons. A Non-U.S. Shareholder will have an adjusted basis in the additional Shares purchased through the plan equal to the cash that would have been received if the Shareholder had received the distribution in cash, unless we issue new Shares that are trading at or above net asset value, in which case, the Shareholder's basis in the new Shares will generally be equal to their fair market value. The additional Shares will have a new holding period commencing on the day following the day on which the Shares are credited to the Non-U.S. Shareholder's account.

A Non-U.S. Shareholder who is a non-resident alien individual, and who is otherwise subject to withholding of U.S. federal tax, may be subject to information reporting and backup withholding of U.S. federal income tax on dividends unless the Non-U.S. Shareholder provides us or the dividend paying agent with a U.S. nonresident withholding tax certificate (e.g. an IRS Form W-8BEN, IRS Form W-8BEN-E or an acceptable substitute form) or an acceptable substitute form.

We are required to withhold U.S. tax (at a 30% rate) on payments of taxable dividends to certain non-U.S. entities that fail to comply (or be deemed compliant) with extensive new reporting and withholding requirements designed to inform the Treasury of U.S.-owned foreign investment accounts. Shareholders may be requested to provide additional information to us to enable us to determine whether withholding is required.

An investment in the Shares by a non-U.S. person may also be subject to U.S. federal estate tax. Non-U.S. persons should consult their own tax advisers with respect to the U.S. federal income tax and withholding tax, and state, local and foreign tax consequences of an investment in the Shares.

Failure to Qualify as a RIC

If the Fund were unable to continue to qualify for treatment as a RIC, the Fund would be subject to U.S. federal income tax on all of its net taxable income at regular corporate rates. The Fund would not be able to deduct distributions to Shareholders, nor would they be required to be made. Subject to certain limitations under the Code, distributions would generally be (a) taxable to non-corporate Shareholders as ordinary dividend income eligible for the reduced rates of U.S. federal income tax to the extent of the Fund's current and accumulated earnings and profits, and (b) eligible for the dividends-received deduction in the case of corporate U.S. Shareholders. Distributions in excess of the Fund's current and accumulated earnings and profits would be treated first as a return of capital to the extent of the Shareholder's tax basis, and any remaining distributions would be treated as a capital gain. If the Fund were to fail to meet the RIC requirements for more than two consecutive years and then to seek to requalify as a RIC, we would be subject to regular corporate income taxation on any built-in gain recognized during the succeeding five-year period unless we made a special election to recognize all such built-in gain upon our re-qualification for tax treatment as a RIC and to pay the corporate-level tax on such built-in gain.

DETERMINATION OF NET ASSET VALUE

The NAV of the Fund's Shares is determined daily, as of the close of regular trading on the NASDAQ (normally, 4:00 p.m., Eastern time). Each Share is offered at the NAV next calculated after receipt of the purchase in good order, plus any applicable sales load. Class I Shares are not subject to any sales load. The price of the Shares increases or decreases on a daily basis according to the NAV of the Shares. In computing the Fund's NAV, portfolio securities of the Fund are valued at their current fair market values determined on the basis of market quotations, if available. Because public market quotations are not typically readily available for most of the Fund's securities, they are valued at fair value as determined pursuant to procedures and methodologies approved by the Board of Trustees. The Board of Trustees has designated the Investment Adviser to perform the day-to-day responsibilities for determining these fair values in accordance with Rule 2a-5 of the 1940 Act. The Investment Adviser has developed the Fund's valuation procedures and methodologies, which have been approved by the Board of Trustees, and will make valuation determinations and act in accordance with those procedures and methodologies, and in accordance with the 1940 Act. Valuation determinations are reviewed and overseen by the Board of Trustees in accordance with Rule 2a-5. The Fund's Valuation Committee oversees the implementation of the Fund's valuation procedures. The Valuation Committee monitors the material aspects of the Fund's valuation procedures, as approved by the Board of Trustees and revised from time to time, as well as monitors the Fund's compliance with respect to the valuation of its assets under the 1940 Act.

Pursuant to valuation policies and procedures approved by the Board of Trustees, the Investment Adviser as the Valuation Designee is responsible for determining and documenting (1) whether market quotations are readily available for portfolio securities of the Fund; (2) the fair value of portfolio securities for which market quotations are not readily available; and (3) the fair value of any other assets or liabilities considered in the determination of the NAV. Depending on the portfolio security being valued, the Investment Adviser is responsible for maintaining records for each investment which reflect various significant positive or negative events in the fundamental financial and market information relating to each investment that support or affect the fair value of the investment. The Investment Adviser will provide the Board of Trustees and the Valuation Committee with periodic reports that discuss the functioning of the valuation process, if applicable to that period, and that identify issues and valuations problems that have arisen, if any. On a quarterly basis, the Board of Trustees will review and, if necessary, ratify or revise any fair value determinations made by the Investment Adviser in accordance with the Fund's valuation procedures.

Fair valuation involves subjective judgments, and it is possible that the fair value determined for a security may differ materially from the value that could be realized upon the sale of the security. There is no single standard for determining fair value of a security. Rather, in determining the fair value of a security for which there are no readily available market quotations, the Investment Adviser can consider several factors, including

the implied valuation of the asset as reflected by stock purchase contracts reported on alternative trading systems and other private secondary markets, fundamental analytical data relating to the investment in the security, the nature and duration of any restriction on the disposition of the security, the cost of the security at the date of purchase, the liquidity of the market for the security, the price of such security in a meaningful private or public investment or merger or acquisition of the issuer subsequent to the Fund's investment therein, the per share price of the security to be valued in recent verifiable transactions, including private secondary transactions (including exchanges for Fund Shares), and the recommendation of the Fund's portfolio managers. The Investment Adviser will determine fair market value of Fund assets in accordance with consistently applied written procedures established by the Board of Trustees and in accordance with GAAP. Under GAAP, the valuation of investment holdings is governed by Financial Accounting Standards Board Accounting Standards Code, Section 820 "Fair Value Measurement" ("**ASC 820**"). The Investment Adviser also can utilize the services of an independent valuation firm, which, if engaged, may prepare or review valuations for all or some of our portfolio investments that are not publicly traded or for which we do not have readily available market quotations.

Fair value prices are necessarily subjective in nature, and there is no assurance that such a price will be at or close to the price at which the security is next quoted or next trades.

CERTAIN ERISA CONSIDERATIONS

The following section sets forth certain consequences which should be considered by a fiduciary before acquiring Shares on behalf of (i) an "employee benefit plan" as defined in and subject to the fiduciary responsibility provisions of ERISA, (ii) a "plan" as defined in and subject to Section 4975 of the Code, or (iii) an entity deemed to hold "plan assets" as a result of investments in the entity by such plans or otherwise (each such fiduciary is referred to herein as a "**Plan Fiduciary**," and such plans or entities, "**Plans**"). In general, the terms "employee benefit plan" as defined in ERISA and "plan" as defined in Section 4975 of the Code together refer to any plan or account of various types that provides retirement benefits or welfare benefits to an individual or to an employer's employees and their beneficiaries. ERISA imposes certain general and specific responsibilities on persons who are fiduciaries with respect to a Plan, including with respect to prohibited transactions. Each Plan Fiduciary considering acquiring Shares should consult its own legal and tax advisors.

Section 406 of ERISA and Section 4975 of the Code prohibit certain transactions involving the assets of a Plan and certain persons (referred to as "parties in interest" under ERISA or "disqualified persons" under the Code) having certain relationships to such Plans, unless an exemption is available. Parties in interest and disqualified persons include not only persons having such relationships to a given Plan, but many of their affiliates. A party in interest or disqualified person who engages in a prohibited transaction may be subject to excise taxes and other penalties and liabilities under ERISA and the Code. In addition, a Plan Fiduciary who permits a Plan to engage in a transaction that the Plan Fiduciary knows or should know is a prohibited transaction may be liable to the Plan for any loss the Plan incurs as a result of the transaction or for any profits earned by the fiduciary in the transaction. It is not generally expected that the Fund would be deemed to be a party in interest or disqualified person with respect to any Plan; however, this conclusion cannot be assured and therefore each Plan and Plan Fiduciary will be deemed to represent that the purchasing and holding of any Shares will not result in a nonexempt prohibited transaction under Section 406 of ERISA or Section 4975 of the Code.

In general, Shares may not be purchased with the assets of a Plan if the Investment Adviser, any member of the Board of Trustees, the Distributor, any Financial Intermediary, any of their respective affiliates or any of their respective agents or employees (collectively, "**Fund Affiliates**") (i) has investment discretion with respect to the investment of such plan assets; (ii) has authority or responsibility to give or regularly gives investment advice with respect to such plan assets, for a fee, and pursuant to an agreement or understanding that such advice will serve as a primary basis for investment decisions with respect to such plan assets and that such advice will be based on the particular investment needs of the Plan; or (iii) is an employer maintaining or contributing to such Plan. Any such purchase might result in a prohibited transaction under ERISA and the Code. There could be exemptions from the prohibited transaction provisions of Section 406 of ERISA and Section 4975 of the Code that may be applicable.

A Plan and Plan Fiduciary considering investing in the Fund are responsible for ensuring that participation in the Fund is not a transaction that is prohibited by ERISA or the Code. In addition, a Plan Fiduciary will be deemed to have represented (and may be required expressly to represent) that the Plan Fiduciary has not relied on any advice or recommendation of a Fund Affiliate for the decision to invest in the Fund (except with respect to any Plan Fiduciary that is or is an affiliate of the Investment Adviser and only in reliance on an applicable exemption).

Offering of Shares to Plans is in no respect a representation by the Investment Adviser or any other party related to the Fund that this investment meets the relevant legal requirements with respect to investments by any particular Plan or that this investment is appropriate for any particular Plan. The person with investment discretion should consult with his or her attorney and financial advisers as to the propriety of an investment in the Fund in light of the circumstances of the particular Plan.

CALCULATION OF FEES

If, consistent with the Fund's then-current registration statement, the determination of NAV is suspended or NAV is otherwise not calculated on a particular day, then for purposes of calculating and accruing any fee payable by the Fund that is based on the Fund's NAV, such fee will be computed on the basis of the value of the Fund's net assets as last calculated.

PROXY VOTING POLICIES AND PROCEDURES

The Fund invests in securities issued by Portfolio Companies. As such, it is expected that proxies and consent requests received by the Fund will deal with matters related to the operative terms and business details of such Portfolio Companies.

To the extent that the Fund receives notices or proxies from Portfolio Companies (or to the extent the Fund receives proxy statements or similar notices in connection with any other portfolio securities), the Fund has delegated proxy voting responsibilities to the Investment Adviser, subject to the oversight of the Board of Trustees. The Investment Adviser will vote proxies and respond to investor consent requests in the best interests of the Fund, as applicable, in accordance with the Investment Adviser's Proxy Voting Policies and Procedures (the "**Policies**").

With respect to each proxy proposal, the Investment Adviser will consider the period of time that the particular security is expected to be held for an account, the size of the holding, the costs involved with the proxy proposal, the existing corporate governance structure, and the current management and operations for the particular company. Typically, the Investment Adviser will vote proxies in accordance with management's recommendations. However, in situations where the Investment Adviser believes that management is acting on its own behalf or acting in a manner that is adverse to the rights of the company's shareholders, the Investment Adviser will not vote with management. For each proxy, the Investment Adviser also considers whether there are any specific facts and circumstances that may give rise to a material conflict of interest on the part of the Investment Adviser in voting the proxy. If it is determined that a material conflict of interest may exist, the proxy will be referred to the Investment Adviser's Investment Committee to decide if the Investment Adviser may vote the proxy or if the proxy should be referred to the Fund to vote. All instances where the Investment Adviser determines a material conflict of interest may exist are resolved in the best interests of the Fund.

Information regarding how the Fund voted proxies relating to portfolio securities held by the Fund during the most recent 12-month period ending June 30 will be available (1) without charge, upon request, by calling the Fund toll-free at 1-855-551-5510; (2) on the Fund's website (*www.privatesharesfund.com*) after July 1, 2024; (3) by emailing theprivatesharesfund@umb.com; and (4) on the SEC's website at *www.sec.gov*. In addition, copies of the Fund's proxy voting policies and procedures are also available by calling toll-free at 1-855-551-5510 and will be sent within three business days of receipt of a request.

CONTROL PERSONS AND PRINCIPAL HOLDERS

To the knowledge of the Fund, as of April 1, 2025, the following persons owned of record or beneficially 5% or more of the outstanding Fund Shares of a class. A principal shareholder is any person who owns (either of record or beneficially) 5% or more of the outstanding shares of a fund. A control person is one who owns,

either directly or indirectly more than 25% of the voting securities of a company or acknowledges the existence of control. A control person may be able to determine the outcome of a matter put to a shareholder vote. The number of Shares owned by the trustees and officers of the Fund as a group is less than one percent of the outstanding Shares.

Name and Address	Class	Percentage of Class
Charles Schwab & Co. 211 Main Street San Francisco, CA 94105	Class A	55.38%
Pershing LLC 1 Pershing Plz Jersey City NJ 07399-0002	Class A	15.35%
National Financial Services LLC 499 Washington Blvd Jersey City NJ 07310-1995	Class A	9.87%
Charles Schwab & Co. 211 Main Street San Francisco, CA 94105	Class I	51.07%
National Financial Services LLC 499 Washington Blvd Jersey City NJ 07310-1995	Class I	37.04%
Pershing, LLC 1 Pershing Plz Jersey City NJ 07399-0002	Class I	6.96%
National Financial Services LLC 499 Washington Blvd Jersey City NJ 07310-1995	Class L	45.45%
Pershing LLC 1 Pershing Plz Jersey City NJ 07399-0002	Class L	33.69%
Charles Schwab & Co. 211 Main Street San Francisco, CA 94105	Class L	13.79%

FINANCIAL STATEMENTS

The Financial Statements and independent registered public accounting firm's report thereon contained in the Fund's annual report for the fiscal year ended December 31, 2024, are incorporated by reference in this SAI. The Fund's annual report is available upon request, without charge, by calling the Fund toll-free at 1-855-551-5510.