

FPA Crescent Fund

INSTITUTIONAL CLASS/FPACX



SEMI-ANNUAL SHAREHOLDER REPORT | JUNE 30, 2024

This semi-annual shareholder report contains important information about the FPA Crescent Fund (“Fund”) for the period of January 1, 2024 to June 30, 2024. You can find additional information about the Fund at <https://fpa.com/funds/overview/crescent>. You can also request this information by contacting us at (800) 638-3060.

Fund Expenses

(Based on a hypothetical \$10,000 investment)

Fund (Class)	Costs of a \$10,000 investment	Costs paid as a percentage of a \$10,000 investment
FPA Crescent Fund (Institutional Class/FPACX)	\$55	1.05%

Management’s Discussion of Fund Performance

SUMMARY OF RESULTS

The FPA Crescent Fund – Institutional Class (“Fund” or “Crescent”) gained 8.76% in the trailing six months 2024 and 16.37% in the trailing twelve months on a net basis, which includes reinvestment of all distributions. The MSCI ACWI Index and the S&P 500 Index returns for the six-month period were 11.30% and 15.29%; 19.38% and 24.56% for the trailing-twelve month period, respectively. The Fund is managed according to FPA’s Contrarian Value Strategy, which seeks to invest in companies that currently appear out of favor or undervalued but have a favorable outlook for growth, in the portfolio manager’s estimation, over 5-10 years. The portfolio managers conduct deep research into the underlying financial condition and prospects of individual companies, and only select those whose securities are offered at a “substantial discount” to the portfolio managers’ estimation of the company’s worth or intrinsic value.

TOP PERFORMANCE CONTRIBUTORS*

Holcim, a building material (largely concrete, cement, and aggregates) company has performed well over the past year. In addition to strong operating performance, management has taken several steps to return value to shareholders and improve awareness of the company’s underlying business strength, including repurchasing shares, increasing the dividend, and announcing plans to separate the company’s North American business.

Citigroup’s shares have appreciated (along with other bank stocks) from a profoundly depressed level of less than 50% of tangible book value to a modestly depressed level of 70%. We expect the company to deliver significantly improved results and sizable capital returns over the next few years.

TOP PERFORMANCE DETRACTORS*

Charter has faced challenging operating conditions that have led to its share price weakness. Competitors have been overbuilding with fiber assets and fixed wireless has proven to be meaningful. There has been concern regarding the sustainability of business derived from subsidized customers. And, the company’s near-term capital spending budget has exceeded expectations. Compounding matters, its relatively high leverage ratio adds volatility to its stock price. We look forward to the company demonstrating the competitive strength of its converged (fixed and wireless) connectivity offering, ramping down capital spending, and reaccelerating share repurchases.

CarMax is the largest independent used vehicle dealer in the US. With 245 locations and 30 years of operating experience, CarMax has built a strong brand focused on providing the best user experience for buying a used car. CarMax uses the data from its millions of vehicles purchased and sold to understand the right price to buy, recondition, and sell used vehicles, and as a result, has consistently generated an industry-leading gross profit per unit (GPU) for decades. We believe each part of CarMax’s sales proposition would be difficult for smaller independent peers to replicate, let alone the entire customer value proposition. Even Carvana, CarMax’s best-known peer, lacks:

1. The option to shop in-store or test-drive the vehicle for 24 hours before purchase.

2. CarMax’s range of finance providers.

3. CarMax’s 10-day money back guarantee (Carvana has a shorter 7-day money-back guarantee).

While a recent downturn in used vehicle sales due to the impact of higher inflation and interest rates on monthly vehicle payments has hurt CarMax’s recent volumes and market share, we believe it continues to improve the customer experience, which we think will result in increased vehicle sales volumes and market share gains within its existing store base that should drive higher profits per vehicle and improve the company’s returns on invested capital. As of year-end 2023, CarMax has ~4% of the fragmented used vehicle market, and while we don’t know exactly how big the company can ultimately grow, a good long-term yardstick is CarMax’s oldest stores, which have 10%+ market share (which is still growing).

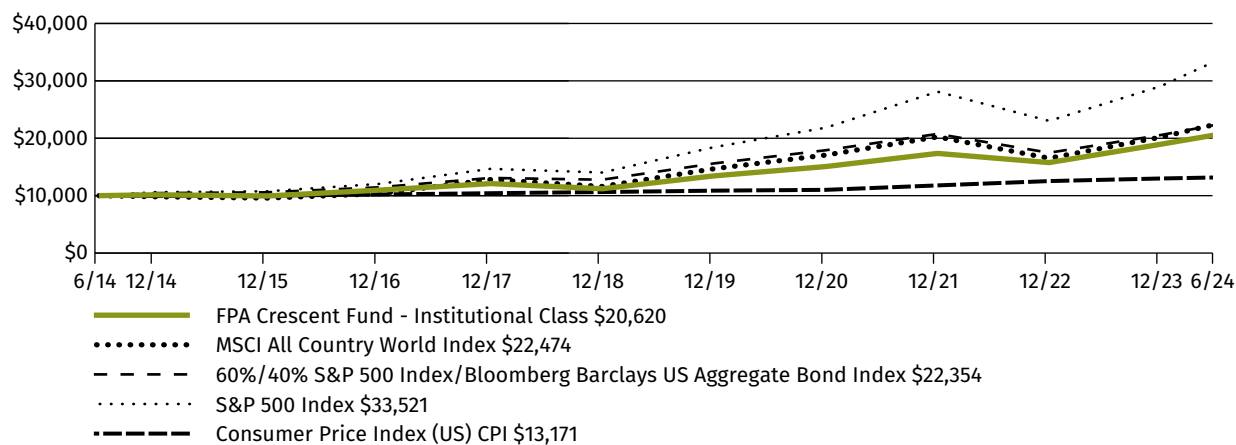
*The information provided does not reflect all positions purchased, sold or recommended during the trailing twelve months (“TTM”). It should not be assumed that recommendations made in the future will be profitable or will equal the performance of the securities or sectors listed. As of 6/30/2024, the positions sizes for the securities mentioned as a percentage of net assets was: Holcim (3.3%), Citigroup (2.7%), Charter (1.1%), and CarMax (1.1%). The company data and statistics referenced in the Contributors and Detractors sections, including competitor data, are sourced from company press releases, investor presentations, financial disclosures, SEC filings, or company websites, unless otherwise noted. Past performance is no guarantee, nor is it indicative, of future results.

Indices are unmanaged and do not reflect any commissions, transaction costs, or fees and expenses which would be incurred by an investor purchasing the underlying securities and which would reduce the performance in an actual account. You cannot invest directly in an index. The MSCI ACWI USD Index is an unmanaged free float-adjusted market capitalization weighted index that is designed to measure the equity market performance of developed and emerging markets. The S&P 500 Index includes a representative sample of 500 hundred companies in leading industries of the U.S. economy. The Index focuses on the large-cap segment of the market, with over 80% coverage of U.S. equities, but is also considered a proxy for the total market.

Fund Performance

The following graph and chart compare the initial and subsequent account values at the end of each of the most recently completed 10 fiscal years of the Fund, or for the life of the Fund, if shorter. It assumes a \$10,000 initial investment at the beginning of the first fiscal year in an appropriate, broad-based securities market index for the same period.

GROWTH OF \$10,000



AVERAGE ANNUAL TOTAL RETURN	6 Months	1 Year	5 Years	10 Years
FPA Crescent Fund (Institutional Class/FPACX)	8.76%	16.37%	9.96%	7.50%
MSCI All Country World Index	11.30%	19.38%	10.76%	8.43%
60%/40% S&P 500 Index/Bloomberg Barclays US Aggregate Bond Index	8.70%	15.42%	9.01%	8.38%
S&P 500 Index	15.29%	24.56%	15.05%	12.86%
Consumer Price Index (US) CPI	1.36%	3.03%	4.15%	2.79%

Keep in mind that the Fund's past performance is not a good predictor of how the Fund will perform in the future.

The graph and table do not reflect the deduction of taxes that a shareholder would pay on Fund distributions or redemption of Fund shares.

Visit <https://fpa.com/funds/overview/crescent> for the most recent performance information.

Key Fund Statistics

The following table outlines key fund statistics that you should pay attention to.

Fund net assets	\$10,379,527,285
Total number of portfolio holdings	164
Total advisory fee paid/(reimbursed)	\$45,408,257
Portfolio turnover rate as of the end of the reporting period	4%

Graphical Representation of Holdings

The tables below show the investment makeup of the Fund, representing percentage of the total net assets of the Fund. The Top Ten Holdings and Sector Allocation exclude short-term holdings, if any. The Top Ten Holdings table may not reflect the total exposure to an issuer. The Sector Allocation chart represents Common Stocks of the Fund.

TOP TEN HOLDINGS	ASSET ALLOCATION	SECTOR ALLOCATION
Alphabet, Inc. - Class A 3.6%	Bonds & Debentures 5.3%	Communications 15.7%
Holcim AG 3.3%	Closed-End Funds 0.1%	Financials 9.8%
Analog Devices, Inc. 3.1%	Common Stocks 62.1%	Technology 8.3%
Meta Platforms, Inc. - Class A 3.0%	Limited Partnerships 2.6%	Industrials 7.7%
Citigroup, Inc. 2.7%	Preferred Stocks 0.1%	Materials 7.1%
Comcast Corp. - Class A 2.7%	Short-Term Investments 29.5%	Consumer Discretionary 5.8%
TE Connectivity Ltd. 2.7%	Warrants (SPAC) 0.0%	Consumer Staples 3.1%
International Flavors & Fragrances, Inc. 2.4%	Other Assets in Excess of Liabilities 0.3%	Energy 1.6%
Alphabet, Inc. - Class C 2.4%	Securities Sold Short -0.7%	Health Care 1.1%
Jefferies Financial Group, Inc. 2.3%		Real Estate 1.0%
		Utilities 0.9%

Changes in and Disagreements with Accountants

There were no changes in or disagreements with the Fund's accountants during the reporting period.

Availability of Additional Information

You can find additional information about the Fund such as the prospectus, financial information, fund holdings and proxy voting information at <https://fpa.com/funds/overview/crescent>. You can also request this information by contacting us at (800) 638-3060.

Householding

In order to reduce expenses, we will deliver a single copy of prospectuses, proxies, financial reports and other communications to shareholders with the same residential address, provided they have the same last name, or we reasonably believe them to be members of the same family. Unless we are notified otherwise, we will continue to send recipients only one copy of these materials for as long as they remain a shareholder of the Fund. If you would like to receive individual mailings, please call (800) 638-3060 and we will begin sending you separate copies of these materials within 30 days after receiving your request.

UMB Distribution Services, LLC serves as the Fund's distributor.