



ACUITAS INTERNATIONAL SMALL CAP FUND

ACUITAS US MICROCAP FUND

SEMI-ANNUAL REPORT

**DECEMBER 31, 2016
(UNAUDITED)**

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ACUITAS INTERNATIONAL SMALL CAP FUND
SCHEDULE OF INVESTMENTS
DECEMBER 31, 2016

Shares	Security Description	Value	Shares	Security Description	Value
Common Stock - 96.1%			603,200	Man Wah Holdings, Ltd.	\$ 408,382
Australia - 2.6%			922,227		
39,058	GrainCorp, Ltd., Class A	\$ 269,460	Indonesia - 0.7%		
525,000	Metals X, Ltd. ^(a)	212,165	1,285,400	Matahari Putra Prima Tbk PT	141,205
15,987	Mineral Resources, Ltd.	139,829	12,011,500	Panin Financial Tbk PT ^(a)	153,348
79,661	Tassal Group, Ltd.	238,572	294,553		
70,600	The Star Entertainment Group, Ltd.	263,404	Ireland - 0.8%		
1,123,430			14,484	Smurfit Kappa Group PLC	332,299
Austria - 1.5%			Israel - 0.4%		
9,049	BUWOG AG ^(a)	210,417	4,628	Rami Levy Chain Stores Hashikma Marketing 2006, Ltd.	186,824
2,416	Oesterreichische Post AG	81,103	Italy - 2.9%		
11,581	Palfinger AG	348,655	11,760	Banca Generali SpA	280,512
640,175			1,329	Biesse SpA	26,777
Belgium - 0.5%			2,791	Brembo SpA	168,932
30,277	AGFA-Gevaert NV ^(a)	117,062	101,180	Cairo Communication SpA	405,792
975	Barco NV	82,148	98,812	Saras SpA	178,905
199,210			31,330	Zignago Vetro SpA	182,047
Canada - 5.5%			1,242,965		
23,770	Canam Group, Inc.	159,688	Japan - 25.3%		
41,810	Cardinal Energy, Ltd.	329,772	8,400	Alps Electric Co., Ltd.	203,109
74,834	Gran Tierra Energy, Inc. ^(a)	226,288	6,100	AOKI Holdings, Inc.	75,053
54,480	Granite Oil Corp.	238,995	5,700	Arcs Co., Ltd.	128,412
2,086	Russel Metals, Inc.	39,742	21,000	Avex Group Holdings, Inc.	302,220
135,890	Surge Energy, Inc.	335,006	4,600	BML, Inc.	109,652
52,580	TORC Oil & Gas, Ltd.	323,865	4,200	Canon Marketing Japan, Inc.	70,650
193,230	Western Forest Products, Inc.	272,003	2,700	Cawachi, Ltd.	67,341
45,290	Whitecap Resources, Inc.	410,179	27,000	Chiyoda Corp.	187,123
2,335,538			32,000	Chugoku Marine Paints, Ltd.	235,739
China - 1.6%			1,900	Ci:z Holdings Co., Ltd.	53,485
324,941	China Lesso Group Holdings, Ltd.	210,775	15,900	DCM Holdings Co., Ltd.	141,212
132,000	Sinopec Shanghai Petrochemical Co., Ltd., Class H	71,494	6,750	DIC Corp.	205,027
480,000	Xinyi Glass Holdings, Ltd.	392,443	20,400	EDION Corp.	191,302
674,712			10,400	FCC Co., Ltd.	187,133
Denmark - 1.7%			43,200	FIDEA Holdings Co., Ltd.	77,252
7,063	Dfds A/S	322,623	10,200	Geo Holdings Corp.	118,865
4,660	Jyske Bank A/S	222,162	54,500	Hitachi Zosen Corp.	284,916
12,425	Matas A/S	169,772	3,300	Hogy Medical Co., Ltd.	203,576
714,557			12,000	Icom, Inc.	232,351
Finland - 0.7%			1,700	J-Oil Mills, Inc.	58,036
2,852	Cramo OYJ	71,421	5,200	Kaga Electronics Co., Ltd.	84,357
29,638	Metsa Board OYJ	211,994	3,000	Kanamoto Co., Ltd.	79,444
283,415			4,200	Kato Sangyo Co., Ltd.	98,356
Germany - 6.5%			2,100	Kissei Pharmaceutical Co., Ltd.	52,341
21,063	ADVA Optical Networking SE ^(a)	171,123	15,600	Kohnan Shoji Co., Ltd.	293,914
5,537	Bilfinger SE ^(a)	213,178	23,000	Makino Milling Machine Co., Ltd.	180,064
3,286	Carl Zeiss Meditec AG	121,065	30,000	Marudai Food Co., Ltd.	126,545
1,671	Cewe Stiftung & Co. KGAA	148,757	11,400	Miraca Holdings, Inc.	512,086
22,023	Deutz AG	123,911	2,000	Mochida Pharmaceutical Co., Ltd.	138,781
8,690	Duerr AG	698,414	118,500	Monex Group, Inc.	329,519
13,498	ElringKlinger AG	225,563	7,000	NET One Systems Co., Ltd.	44,800
26,441	Kloeckner & Co. SE ^(a)	331,493	27,000	Nippon Chemi-Con Corp.	58,909
3,540	Krones AG	323,823	22,000	Nippon Kayaku Co., Ltd.	271,624
7,667	RHOEN-KLINIKUM AG	207,093	16,300	Nissin Electric Co., Ltd.	179,910
14,652	SAF-Holland SA	210,298	44,300	NTN Corp.	179,285
2,774,718			19,000	Pacific Industrial Co., Ltd.	241,574
Hong Kong - 2.2%			83,400	Round One Corp.	578,002
144,000	China State Construction International Holdings, Ltd.	215,411	7,620	Ryosan Co., Ltd.	230,148
547,620	Dah Chong Hong Holdings, Ltd.	209,034	48,400	Sega Sammy Holdings, Inc.	720,151
29,500	Kingboard Chemical Holdings, Ltd.	89,400	8,500	Seino Holdings Co., Ltd.	94,400
			63,000	Shinmaywa Industries, Ltd.	566,528
			8,000	Ship Healthcare Holdings, Inc.	205,348
			50,700	SKY Perfect JSAT Holdings, Inc.	233,383

ACUITAS INTERNATIONAL SMALL CAP FUND
SCHEDULE OF INVESTMENTS
DECEMBER 31, 2016

Shares	Security Description	Value	Shares	Security Description	Value
19,700	Star Micronics Co., Ltd.	\$ 268,341	14,711	Mycronic AB	\$ 158,242
63,000	Takara Leben Co., Ltd.	367,085			984,264
25,000	Takuma Co., Ltd.	213,690			
4,690	TechnoPro Holdings, Inc.	150,481			
26,300	Tokyo Dome Corp.	259,231			
9,200	TOMONY Holdings, Inc.	47,624			
12,100	Toppan Forms Co., Ltd.	126,202			
21,000	Toshiba TEC Corp. ^(a)	100,620			
13,800	United Arrows, Ltd.	380,791			
3,400	Xebio Holdings Co., Ltd.	52,538			
5,000	Yuasa Trading Co., Ltd.	124,834			
		<u>10,723,360</u>			
Malaysia - 1.1%			Switzerland - 4.9%		
61,200	AirAsia Bhd	31,241	4,090	Aryzta AG ^(a)	180,140
250,400	Alliance Financial Group Bhd	207,643	160	Forbo Holding AG	206,305
32,631	Berjaya Sports Toto Bhd	21,531	316	Georg Fischer AG	258,808
399,000	Supermax Corp. Bhd	187,671	1,703	Kardex AG ^(a)	159,296
		<u>448,086</u>	19,329	Logitech International SA	482,133
			57,542	OC Oerlikon Corp. AG ^(a)	565,079
			2,380	Valiant Holding AG	236,995
					<u>2,088,756</u>
Mexico - 1.4%			Taiwan - 5.5%		
171,400	Concentradora Hipotecaria SAPI de CV REIT	193,066	67,357	Chicony Electronics Co., Ltd.	156,746
584,481	Consorcio ARA SAB de CV	182,142	288,543	China Life Insurance Co., Ltd.	286,940
159,160	PLA Administradora Industrial S de RL de CV REIT ^(a)	200,393	11,013	ChipMOS TECHNOLOGIES, INC., ADR	155,393
		<u>575,601</u>	76,793	FLEXium Interconnect, Inc.	202,056
			33,000	Global Unichip Corp.	80,378
			524,328	King's Town Bank Co., Ltd.	457,967
			208,000	Micro-Star International Co., Ltd.	475,001
			68,000	Realtek Semiconductor Corp.	215,210
			41,000	Sheng Yu Steel Co., Ltd.	43,253
			36,000	Taiwan FU Hsing Industrial Co., Ltd.	46,691
			236,000	Teco Electric and Machinery Co., Ltd.	204,301
					<u>2,323,936</u>
Netherlands - 2.3%			United Arab Emirates - 0.7%		
21,096	BE Semiconductor Industries NV	702,620	472,580	Gulf Marine Services PLC	285,380
14,617	Intertrust NV ^(b)	257,264			
		<u>959,884</u>			
Norway - 2.0%			United Kingdom - 14.5%		
6,653	Aker ASA, Class A	248,851	45,740	Arrow Global Group PLC	167,983
42,132	Austevoll Seafood ASA	408,618	172,870	Blanco Technology Group PLC	497,460
6,038	Salmar ASA	180,468	22,522	Bovis Homes Group PLC	227,600
		<u>837,937</u>	55,140	Brewin Dolphin Holdings PLC	207,329
			95,285	Cambian Group PLC ^(a)	145,319
			7,830	Dialog Semiconductor PLC ^(a)	331,050
			37,154	Electrocomponents PLC	218,274
			113,795	Fenner PLC	330,618
			138,160	JD Sports Fashion PLC	541,283
			19,419	Kennedy Wilson Europe Real Estate PLC	229,508
			472,608	Ladbrokes Coral Group PLC	675,633
			233,414	Lookers PLC	337,281
			70,603	Pagegroup PLC	339,778
			35,370	Playtech PLC	360,053
			214,252	QinetiQ Group PLC	693,908
			17,346	Redde PLC	34,952
			15,020	Secure Trust Bank PLC	398,164
			81,888	Tyman PLC	278,031
			36,726	Virgin Money Holdings UK PLC	137,005
					<u>6,151,229</u>
Panama - 1.1%			United States - 0.8%		
15,926	Banco Latinoamericano de Comercio Exterior SA, Class E	468,861	36,100	Tahoe Resources, Inc.	340,122
Philippines - 0.6%			Total Common Stock		
190,520	Metropolitan Bank & Trust Co.	278,235			40,751,217
Portugal - 1.0%			Investment Companies - 0.5%		
69,500	NOS SGPS SA	412,472	554,900	Digital Telecommunications Infrastructure Fund (Cost \$192,293)	216,936
Singapore - 0.5%			Money Market Fund - 3.1%		
283,746	Symphony International Holdings, Ltd.	232,672	1,316,314	BlackRock Liquidity Funds FedFund Portfolio, 0.42% ^(c) (Cost \$1,316,314)	1,316,314
South Africa - 0.8%			Total Investments - 99.7% (Cost \$41,113,268)*		
38,103	Barloworld, Ltd.	327,102			\$ 42,284,467
South Korea - 2.3%			Other Assets & Liabilities, Net - 0.3%		
45,290	DGB Financial Group, Inc. ^(a)	366,355			107,973
11,494	Hankook Tire Worldwide Co., Ltd. ^(a)	197,467			
28,576	Jusung Engineering Co., Ltd. ^(a)	244,876			
3,742	LS Corp. ^(a)	183,723			
		<u>992,421</u>			
Spain - 1.4%			Net Assets - 100.0%		
10,336	Ebro Foods SA	216,570			\$ 42,392,440
32,351	Mediaset Espana Comunicacion SA	379,706			
		<u>596,276</u>			
Sweden - 2.3%					
40,554	Betsson AB ^(a)	391,269			
63,176	Cloetta AB, Class B	199,015			
8,160	JM AB	235,738			

ACUITAS INTERNATIONAL SMALL CAP FUND
SCHEDULE OF INVESTMENTS
DECEMBER 31, 2016

ADR	American Depositary Receipt	(b)	Security exempt from registration under Rule 144A under the Securities Act of 1933. At the period end, the value of these securities amounted to \$257,264 or 0.6% of net assets.
PLC	Public Limited Company		
REIT	Real Estate Investment Trust		
(a)	Non-income producing security.	(c)	Variable rate security. Rate presented is as of December 31, 2016.

* Cost for federal income tax purposes is substantially the same as for financial statement purposes and net unrealized appreciation consists of:

Gross Unrealized Appreciation	\$	3,364,366
Gross Unrealized Depreciation		(2,193,167)
Net Unrealized Appreciation	<u>\$</u>	<u>1,171,199</u>

The inputs or methodology used for valuing securities are not necessarily an indication of the risks associated with investing in those securities. For more information on valuation inputs, and their aggregation into the levels used in the table below, please refer to the Security Valuation section in Note 2 of the accompanying Notes to Financial Statements.

The following is a summary of the inputs used to value the Fund's investments as of December 31, 2016.

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Investments At Value				
Common Stock				
Australia	\$ 1,123,430	\$ -	\$ -	\$ 1,123,430
Austria	640,175	-	-	640,175
Belgium	199,210	-	-	199,210
Canada	2,335,538	-	-	2,335,538
China	674,712	-	-	674,712
Denmark	714,557	-	-	714,557
Finland	283,415	-	-	283,415
Germany	2,774,718	-	-	2,774,718
Hong Kong	922,227	-	-	922,227
Indonesia	294,553	-	-	294,553
Ireland	332,299	-	-	332,299
Israel	186,824	-	-	186,824
Italy	1,242,965	-	-	1,242,965
Japan	10,723,360	-	-	10,723,360
Malaysia	448,086	-	-	448,086
Mexico	575,601	-	-	575,601
Netherlands	959,884	-	-	959,884
Norway	837,937	-	-	837,937
Panama	468,861	-	-	468,861
Philippines	278,235	-	-	278,235
Portugal	412,472	-	-	412,472
Singapore	232,672	-	-	232,672
South Africa	327,102	-	-	327,102
South Korea	992,421	-	-	992,421
Spain	596,276	-	-	596,276
Sweden	984,264	-	-	984,264
Switzerland	2,088,756	-	-	2,088,756
Taiwan	2,323,936	-	-	2,323,936
United Arab Emirates	285,380	-	-	285,380
United Kingdom	6,151,229	-	-	6,151,229
United States	340,122	-	-	340,122
Investment Companies	216,936	-	-	216,936
Money Market Fund	-	1,316,314	-	1,316,314
Total Investments At Value	<u>\$ 40,968,153</u>	<u>\$ 1,316,314</u>	<u>\$ -</u>	<u>\$ 42,284,467</u>

ACUITAS INTERNATIONAL SMALL CAP FUND
SCHEDULE OF INVESTMENTS
DECEMBER 31, 2016

The following is a reconciliation of Level 3 investments for which significant unobservable inputs were used to determine fair value.

	<u>Common Stock</u>
Balance as of June 30, 2016	\$ 23,316
Tender Offer	(21,131)
Sales	(1,368)
Realized Gain / (Loss)	1,439
Change in Unrealized Appreciation/ (Depreciation)	<u>(2,256)</u>
Balance as of December 31, 2016	<u>\$ -</u>
Net change in unrealized appreciation (depreciation) from investments held as of December 31, 2016**	<u>\$ -</u>

**The change in unrealized appreciation is included in net change in unrealized appreciation (depreciation) of investments in the accompanying Statement of Operations.

The Fund utilizes the end of period methodology when determining transfers. There were no transfers among Level 1, Level 2 and Level 3 for the period ended December 31, 2016.

PORTFOLIO HOLDINGS

% of Total Investments

Australia	2.6%
Austria	1.5%
Belgium	0.5%
Canada	5.5%
China	1.6%
Denmark	1.7%
Finland	0.7%
Germany	6.6%
Hong Kong	2.2%
Indonesia	0.7%
Ireland	0.8%
Israel	0.4%
Italy	2.9%
Japan	25.4%
Malaysia	1.1%
Mexico	1.4%
Netherlands	2.3%
Norway	2.0%
Panama	1.1%
Philippines	0.7%
Portugal	1.0%
Singapore	0.5%
South Africa	0.8%
South Korea	2.3%
Spain	1.4%
Sweden	2.3%
Switzerland	4.9%
Taiwan	5.5%
United Arab Emirates	0.7%
United Kingdom	14.5%
United States	0.8%
Investment Companies	0.5%
Money Market Fund	3.1%
	<u>100.0%</u>

ACUITAS INTERNATIONAL SMALL CAP FUND
STATEMENT OF ASSETS AND LIABILITIES
DECEMBER 31, 2016

ASSETS

Total investments, at value (Cost \$41,113,268)	\$ 42,284,467
Foreign currency (Cost \$39,273)	38,834
Receivables:	
Fund shares sold	78,027
Dividends	65,284
Prepaid expenses	9,890
Total Assets	<u>42,476,502</u>

LIABILITIES

Payables:	
Fund shares redeemed	9,615
Foreign capital gains tax payable	3,471
Accrued Liabilities:	
Investment adviser fees	23,897
Trustees' fees and expenses	155
Fund services fees	10,682
Other expenses	36,242
Total Liabilities	<u>84,062</u>

NET ASSETS

\$ 42,392,440

COMPONENTS OF NET ASSETS

Paid-in capital	\$ 45,653,037
Distributions in excess of net investment income	(429,674)
Accumulated net realized loss	(3,995,816)
Net unrealized appreciation	1,164,893

NET ASSETS

\$ 42,392,440

SHARES OF BENEFICIAL INTEREST AT NO PAR VALUE (UNLIMITED SHARES AUTHORIZED)

4,649,381

NET ASSET VALUE, OFFERING AND REDEMPTION PRICE PER SHARE*

\$ 9.12

* Shares redeemed or exchanged within 60 days of purchase are charged a 1.00% redemption fee.

ACUITAS INTERNATIONAL SMALL CAP FUND
STATEMENT OF OPERATIONS
SIX MONTHS ENDED DECEMBER 31, 2016

INVESTMENT INCOME

Dividend income (Net of foreign withholding taxes of \$56,589)	\$ 406,949
Interest income	60
Total Investment Income	<u>407,009</u>

EXPENSES

Investment adviser fees	260,459
Fund services fees	74,161
Custodian fees	40,649
Registration fees	8,577
Professional fees	20,928
Trustees' fees and expenses	2,119
Miscellaneous expenses	50,485
Total Expenses	<u>457,378</u>
Fees waived and expenses reimbursed	<u>(131,747)</u>
Net Expenses	<u>325,631</u>

NET INVESTMENT INCOME

81,378

NET REALIZED AND UNREALIZED GAIN (LOSS)

Net realized gain (loss) on:	
Investments	245,978
Foreign currency transactions	<u>(34,312)</u>
Net realized gain	<u>211,666</u>
Net change in unrealized appreciation (depreciation) on:	
Investments	2,317,203
Deferred foreign capital gains taxes	2,850
Foreign currency translations	<u>(1,433)</u>
Net change in unrealized appreciation (depreciation)	<u>2,318,620</u>
NET REALIZED AND UNREALIZED GAIN	<u>2,530,286</u>
INCREASE IN NET ASSETS RESULTING FROM OPERATIONS	<u>\$ 2,611,664</u>

ACUITAS INTERNATIONAL SMALL CAP FUND
STATEMENTS OF CHANGES IN NET ASSETS

	For the Six Months Ended December 31, 2016	For the Year Ended June 30, 2016
OPERATIONS		
Net investment income	\$ 81,378	\$ 597,994
Net realized gain (loss)	211,666	(2,008,874)
Net change in unrealized appreciation (depreciation)	2,318,620	(1,939,827)
Increase (Decrease) in Net Assets Resulting from Operations	<u>2,611,664</u>	<u>(3,350,707)</u>
DISTRIBUTIONS TO SHAREHOLDERS FROM		
Net investment income	<u>(871,425)</u>	<u>(1,348,810)</u>
CAPITAL SHARE TRANSACTIONS		
Sale of shares	1,992,787	6,334,372
Reinvestment of distributions	866,119	1,348,810
Redemption of shares	(4,881,252)	(6,962,643)
Redemption fees	80	308
Increase (Decrease) in Net Assets from Capital Share Transactions	<u>(2,022,266)</u>	<u>720,847</u>
Decrease in Net Assets	<u>(282,027)</u>	<u>(3,978,670)</u>
NET ASSETS		
Beginning of Period	<u>42,674,467</u>	<u>46,653,137</u>
End of Period (Including line (a))	<u>\$ 42,392,440</u>	<u>\$ 42,674,467</u>
SHARE TRANSACTIONS		
Sale of shares	216,737	707,267
Reinvestment of distributions	95,178	149,701
Redemption of shares	(522,234)	(763,690)
Increase (Decrease) in Shares	<u>(210,319)</u>	<u>93,278</u>
(a) Undistributed (distributions in excess of) net investment income	<u>\$ (429,674)</u>	<u>\$ 360,373</u>

ACUITAS INTERNATIONAL SMALL CAP FUND
FINANCIAL HIGHLIGHTS

These financial highlights reflect selected data for a share outstanding throughout each period.

	For the Six Months Ended December 31, 2016	For the Year Ended June 30, 2016	July 18, 2014 (a) through June 30, 2015
INSTITUTIONAL SHARES			
NET ASSET VALUE, Beginning of Period	\$ 8.78	\$ 9.79	\$ 10.00
INVESTMENT OPERATIONS			
Net investment income (b)	0.02	0.12	0.08
Net realized and unrealized gain (loss)	0.51	(0.85)	(0.27)
Total from Investment Operations	0.53	(0.73)	(0.19)
DISTRIBUTIONS TO SHAREHOLDERS FROM			
Net investment income	(0.19)	(0.28)	(0.02)
REDEMPTION FEES (b)	—(c)	—(c)	—(c)
NET ASSET VALUE, End of Period	\$ 9.12	\$ 8.78	\$ 9.79
TOTAL RETURN	6.05%(d)	(7.57)%	(1.91)%(d)
RATIOS/SUPPLEMENTARY DATA			
Net Assets at End of Period (000's omitted)	\$42,392	\$42,674	\$46,653
Ratios to Average Net Assets:			
Net investment income	0.37%(e)	1.35%	0.91%(e)
Net expenses	1.50%(e)	1.50%	1.50%(e)
Gross expenses (f)	2.10%(e)	2.15%	2.40%(e)
PORTFOLIO TURNOVER RATE	60%(d)	104%	112%(d)

-
- (a) Commencement of operations.
(b) Calculated based on average shares outstanding during each period.
(c) Less than \$0.01 per share.
(d) Not annualized.
(e) Annualized.
(f) Reflects the expense ratio excluding any waivers and/or reimbursements.

ACUITAS US MICROCAP FUND
SCHEDULE OF INVESTMENTS
DECEMBER 31, 2016

Shares	Security Description	Value	Shares	Security Description	Value
Common Stock - 96.5%			26,400	Crawford & Co., Class B	\$ 331,584
Consumer Discretionary - 19.9%			6,900	CU Bancorp ^(a)	247,020
55,065	America's Car-Mart, Inc. ^(a)	\$ 2,409,094	3,053	Diamond Hill Investment Group, Inc. ^(a)	642,290
34,200	Beazer Homes USA, Inc. ^(a)	454,860	14,500	Enterprise Financial Services Corp.	623,500
24,700	Big 5 Sporting Goods Corp.	428,545	11,800	Financial Institutions, Inc.	403,560
40,285	Build-A-Bear Workshop, Inc. ^(a)	553,919	12,300	First Defiance Financial Corp.	624,102
35,812	Carriage Services, Inc.	1,025,656	10,200	First Internet Bancorp	326,400
8,800	Central Garden and Pet Co., Class A ^(a)	271,920	9,800	First Merchants Corp.	368,970
17,929	CRA International, Inc.	656,201	34,351	Fortress Transportation & Infrastructure Investors, LLC	456,869
100,185	Crown Crafts, Inc.	776,434	8,700	Heartland Financial USA, Inc.	417,600
22,500	Entercom Communications Corp., Class A	344,250	23,500	MainSource Financial Group, Inc.	808,400
70,696	Entravision Communications Corp., Class A	494,872	7,000	Meta Financial Group, Inc.	720,300
8,862	Ethan Allen Interiors, Inc.	326,565	43,885	NMI Holdings, Inc., Class A ^(a)	467,375
25,204	Fiesta Restaurant Group, Inc. ^(a)	752,339	34,600	OFG Bancorp	453,260
11,200	Horizon Global Corp. ^(a)	268,800	8,600	Old Line Bancshares, Inc.	206,228
35,400	K12, Inc. ^(a)	607,464	8,000	Peapack Gladstone Financial Corp.	247,040
15,300	M/I Homes, Inc. ^(a)	385,254	14,200	PennyMac Financial Services, Inc., Class A ^(a)	236,430
10,400	MarineMax, Inc. ^(a)	201,240	13,750	Premier Financial Bancorp, Inc.	276,375
8,400	Nautilus, Inc. ^(a)	155,400	44,392	Pzena Investment Management, Inc., Class A	493,195
9,200	Perry Ellis International, Inc. ^(a)	229,172	8,100	RE/MAX Holdings, Inc.	453,600
15,270	Saga Communications, Inc., Class A	768,081	20,200	Walker & Dunlop, Inc. ^(a)	630,240
88,600	Sequential Brands Group, Inc. ^(a)	414,648			<u>15,751,926</u>
8,400	Stoneridge, Inc. ^(a)	148,596	Health Care - 19.3%		
161,690	Tandy Leather Factory, Inc. ^(a)	1,309,689	2,845	Aclaris Therapeutics, Inc. ^(a)	77,213
11,100	The Marcus Corp.	349,650	70,185	Addus HomeCare Corp. ^(a)	2,459,984
72,043	TravelCenters of America, LLC ^(a)	511,505	4,400	Almost Family, Inc. ^(a)	194,040
19,326	William Lyon Homes, Class A ^(a)	367,774	25,083	AMAG Pharmaceuticals, Inc. ^(a)	872,888
14,824	Winmark Corp.	1,870,047	15,300	Applied Genetic Technologies Corp. ^(a)	143,055
11,900	Winnebago Industries, Inc.	376,635	15,700	Ardelyx, Inc. ^(a)	222,940
37,900	ZAGG, Inc. ^(a)	269,090	4,400	BioSpecifics Technologies Corp. ^(a)	245,080
		<u>16,727,700</u>	51,312	BioTelemetry, Inc. ^(a)	1,146,823
Consumer Staples - 2.9%			28,855	Capital Senior Living Corp. ^(a)	463,123
12,176	Core-Mark Holding Co., Inc.	524,420	10,992	Corcept Therapeutics, Inc. ^(a)	79,802
82,284	Inventure Foods, Inc. ^(a)	810,498	45,015	Cross Country Healthcare, Inc. ^(a)	702,684
3,400	John B Sanfilippo & Son, Inc. ^(a)	239,326	13,383	Cynosure, Inc., Class A ^(a)	610,265
6,500	Medifast, Inc.	270,595	26,024	Dynavax Technologies Corp. ^(a)	102,795
12,100	Minerva Neurosciences, Inc. ^(a)	142,175	5,600	Enanta Pharmaceuticals, Inc. ^(a)	187,600
10,482	Omega Protein Corp. ^(a)	262,574	98,100	Enzo Biochem, Inc. ^(a)	680,814
3,800	Seneca Foods Corp., Class A ^(a)	152,190	29,162	Flamel Technologies SA, ADR ^(a)	302,993
		<u>2,401,778</u>	13,703	Fluidigm Corp. ^(a)	99,758
Energy - 4.7%			67,019	Fortress Biotech, Inc. ^(a)	180,951
18,900	Archrock, Inc.	249,480	66,200	Harvard Bioscience, Inc. ^(a)	201,910
26,000	Cloud Peak Energy, Inc. ^(a)	145,860	6,800	Heska Corp. ^(a)	486,880
30,600	Dawson Geophysical Co. ^(a)	246,024	10,900	LeMaitre Vascular, Inc.	276,206
38,660	Natural Gas Services Group, Inc. ^(a)	1,242,919	24,634	National Research Corp., Class A	468,046
59,470	Newpark Resources, Inc. ^(a)	446,025	17,444	National Research Corp., Class B	726,891
4,700	REX American Resources Corp. ^(a)	464,125	125,464	NeoGenomics, Inc. ^(a)	1,075,226
32,100	SunCoke Energy, Inc. ^(a)	364,014	29,760	Neos Therapeutics, Inc. ^(a)	174,096
22,400	TETRA Technologies, Inc. ^(a)	112,448	47,600	PharmAthene, Inc. ^(a)	154,700
23,809	Unit Corp. ^(a)	639,748	13,880	Repligen Corp. ^(a)	427,782
		<u>3,910,643</u>	62,300	Rigel Pharmaceuticals, Inc. ^(a)	148,274
Financial Services - 18.8%			15,700	SciClone Pharmaceuticals, Inc. ^(a)	169,560
6,300	Access National Corp.	174,888	31,678	SeaSpine Holdings Corp. ^(a)	250,256
58,800	Arbor Realty Trust, Inc. REIT	438,648	23,000	Sucampo Pharmaceuticals, Inc., Class A ^(a)	311,650
33,100	Armada Hoffer Properties, Inc. REIT	482,267	21,302	Supernus Pharmaceuticals, Inc. ^(a)	537,876
115,380	Atlas Financial Holdings, Inc. ^(a)	2,082,609	26,025	Tracon Pharmaceuticals, Inc. ^(a)	127,523
16,200	Banc of California, Inc.	281,070	22,730	Utah Medical Products, Inc.	1,653,608
15,800	Berkshire Hills Bancorp, Inc.	582,230	9,771	Xencor, Inc. ^(a)	257,173
19,860	Cass Information Systems, Inc.	1,461,100			<u>16,220,465</u>
20,000	CenterState Banks, Inc.	503,400			
15,600	Central Valley Community Bancorp	311,376			

See Notes to Financial Statements.

ACUITAS US MICROCAP FUND
SCHEDULE OF INVESTMENTS
DECEMBER 31, 2016

Shares	Security Description	Value
Materials & Processing - 5.6%		
20,100	Century Aluminum Co. ^(a)	\$ 172,056
15,745	Chase Corp.	1,315,495
25,510	Culp, Inc.	947,697
7,200	Insteel Industries, Inc.	256,608
19,298	KMG Chemicals, Inc.	750,499
6,600	Patrick Industries, Inc. ^(a)	503,580
36,551	Quanex Building Products Corp.	741,985
		<u>4,687,920</u>
Producer Durables - 15.8%		
22,600	ACCO Brands Corp. ^(a)	294,930
6,300	Argan, Inc.	444,465
10,945	Boise Cascade Co. ^(a)	246,263
28,900	Casella Waste Systems, Inc. ^(a)	358,649
16,600	Control4 Corp. ^(a)	169,320
12,600	Ducommun, Inc. ^(a)	322,056
13,020	DXP Enterprises, Inc. ^(a)	452,315
14,600	Global Brass & Copper Holdings, Inc.	500,780
13,691	GP Strategies Corp. ^(a)	391,563
106,656	Graham Corp.	2,362,430
9,100	Heidrick & Struggles International, Inc.	219,765
8,600	Lydall, Inc. ^(a)	531,910
9,208	Marten Transport, Ltd.	214,546
15,600	Modine Manufacturing Co. ^(a)	232,440
9,700	NV5 Global, Inc. ^(a)	323,980
31,185	SP Plus Corp. ^(a)	877,858
56,425	Thermon Group Holdings, Inc. ^(a)	1,077,153
161,600	Transcat, Inc. ^(a)	1,745,280
16,280	Tutor Perini Corp. ^(a)	455,840
72,105	UFP Technologies, Inc. ^(a)	1,835,072
5,000	VSE Corp.	194,200
		<u>13,250,815</u>
Technology - 8.3%		
118,805	American Software, Inc., Class A	1,227,256
95,603	AXT, Inc. ^(a)	458,894
32,900	Blucora, Inc. ^(a)	485,275
45,018	CalAmp Corp. ^(a)	652,761
36,432	Callidus Software, Inc. ^(a)	612,057
29,600	DHI Group, Inc. ^(a)	185,000
90,800	Extreme Networks, Inc. ^(a)	456,724
45,772	Five9, Inc. ^(a)	649,505
17,000	Kimball Electronics, Inc. ^(a)	309,400
99,400	Limelight Networks, Inc. ^(a)	250,488
43,800	MeetMe, Inc. ^(a)	215,934
39,180	PDF Solutions, Inc. ^(a)	883,509
25,900	Rudolph Technologies, Inc. ^(a)	604,765
		<u>6,991,568</u>
Utilities - 1.2%		
70,600	Atlantic Power Corp. ^(a)	176,500
70,472	Boingo Wireless, Inc. ^(a)	859,053
		<u>1,035,553</u>
	Total Common Stock (Cost \$65,098,485)	<u>80,978,368</u>
Investment Companies - 0.6%		
9,056	SPDR S&P Biotech ETF (Cost \$524,326)	<u>536,025</u>
Money Market Fund - 2.9%		
2,404,445	BlackRock Liquidity Funds FedFund Portfolio, 0.42% ^(b) (Cost \$2,404,445)	<u>2,404,445</u>
	Total Investments - 100.0% (Cost \$68,027,256)*	<u>\$ 83,918,838</u>
	Other Assets & Liabilities, Net - 0.0%	<u>26,720</u>
	Net Assets - 100.0%	<u>\$ 83,945,558</u>

ADR American Depositary Receipt
ETF Exchange Traded Fund
LLC Limited Liability Company
REIT Real Estate Investment Trust
(a) Non-income producing security.
(b) Variable rate security. Rate presented is as of December 31, 2016.

* Cost for federal income tax purposes is substantially the same as for financial statement purposes and net unrealized appreciation consists of:

Gross Unrealized Appreciation	\$ 17,495,430
Gross Unrealized Depreciation	(1,603,848)
Net Unrealized Appreciation	<u>\$ 15,891,582</u>

The inputs or methodology used for valuing securities are not necessarily an indication of the risks associated with investing in those securities. For more information on valuation inputs, and their aggregation into the levels used in the table below, please refer to the Security Valuation section in Note 2 of the accompanying Notes to Financial Statements.

The following is a summary of the inputs used to value the Fund's investments as of December 31, 2016.

Valuation Inputs	Investments in Securities
Level 1 - Quoted Prices	\$ 81,514,393
Level 2 - Other Significant Observable Inputs	2,404,445
Level 3 - Significant Unobservable Inputs	-
Total	<u>\$ 83,918,838</u>

The Level 1 value displayed in this table is Common Stock and Investment Companies. The Level 2 value displayed in this table is a Money Market Fund. Refer to this Schedule of Investments for a further breakout of each security by industry.

The Fund utilizes the end of period methodology when determining transfers. There were no transfers among Level 1, Level 2 and Level 3 for the period ended December 31, 2016.

PORTFOLIO HOLDINGS

% of Total Investments	
Materials & Processing	5.6%
Producer Durables	15.8%
Consumer Discretionary	19.9%
Consumer Staples	2.9%
Energy	4.7%
Financial Services	18.8%
Health Care	19.3%
Technology	8.3%
Utilities	1.2%
Investment Companies	0.6%
Money Market Fund	2.9%
	<u>100.0%</u>

ACUITAS US MICROCAP FUND
STATEMENT OF ASSETS AND LIABILITIES
DECEMBER 31, 2016

ASSETS

Total investments, at value (Cost \$68,027,256)	\$ 83,918,838
Receivables:	
Fund shares sold	56,822
Investment securities sold	663,601
Dividends	88,154
Prepaid expenses	9,180
Total Assets	<u>84,736,595</u>

LIABILITIES

Payables:	
Investment securities purchased	654,157
Fund shares redeemed	10,580
Accrued Liabilities:	
Investment adviser fees	86,303
Trustees' fees and expenses	321
Fund services fees	16,410
Other expenses	23,266
Total Liabilities	<u>791,037</u>

NET ASSETS	<u>\$ 83,945,558</u>
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COMPONENTS OF NET ASSETS

Paid-in capital	\$ 69,199,742
Accumulated net investment loss	(442,702)
Accumulated net realized loss	(703,064)
Net unrealized appreciation	15,891,582

NET ASSETS	<u>\$ 83,945,558</u>
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SHARES OF BENEFICIAL INTEREST AT NO PAR VALUE (UNLIMITED SHARES AUTHORIZED)	<u>6,752,457</u>
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NET ASSET VALUE, OFFERING AND REDEMPTION PRICE PER SHARE*	<u>\$ 12.43</u>
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* Shares redeemed or exchanged within 60 days of purchase are charged a 1.00% redemption fee.

ACUITAS US MICROCAP FUND
STATEMENT OF OPERATIONS
SIX MONTHS ENDED DECEMBER 31, 2016

INVESTMENT INCOME

Dividend income (Net of foreign withholding taxes of \$1,694)	\$ 386,455
Total Investment Income	<u>386,455</u>

EXPENSES

Investment adviser fees	516,852
Fund services fees	87,131
Custodian fees	10,694
Registration fees	9,524
Professional fees	20,918
Trustees' fees and expenses	2,946
Miscellaneous expenses	51,819
Total Expenses	<u>699,884</u>
Fees waived and expenses reimbursed	<u>(72,277)</u>
Net Expenses	<u>627,607</u>

NET INVESTMENT LOSS

(241,152)

NET REALIZED AND UNREALIZED GAIN (LOSS)

Net realized gain on investments	384,714
Net change in unrealized appreciation (depreciation) on investments	<u>13,810,115</u>

NET REALIZED AND UNREALIZED GAIN

14,194,829

INCREASE IN NET ASSETS RESULTING FROM OPERATIONS

\$ 13,953,677

ACUITAS US MICROCAP FUND
STATEMENTS OF CHANGES IN NET ASSETS

	For the Six Months Ended December 31, 2016	For the Year Ended June 30, 2016
OPERATIONS		
Net investment loss	\$ (241,152)	\$ (367,344)
Net realized gain	384,714	585,868
Net change in unrealized appreciation (depreciation)	13,810,115	(1,260,186)
Increase (Decrease) in Net Assets Resulting from Operations	<u>13,953,677</u>	<u>(1,041,662)</u>
DISTRIBUTIONS TO SHAREHOLDERS FROM		
Net realized gain	<u>(754,553)</u>	<u>(1,484,015)</u>
CAPITAL SHARE TRANSACTIONS		
Sale of shares	9,870,423	36,653,017
Reinvestment of distributions	751,681	1,477,485
Redemption of shares	(6,031,711)	(7,272,073)
Redemption fees	127	511
Increase in Net Assets from Capital Share Transactions	<u>4,590,520</u>	<u>30,858,940</u>
Increase in Net Assets	<u>17,789,644</u>	<u>28,333,263</u>
NET ASSETS		
Beginning of Period	<u>66,155,914</u>	<u>37,822,651</u>
End of Period (Including line (a))	<u>\$ 83,945,558</u>	<u>\$ 66,155,914</u>
SHARE TRANSACTIONS		
Sale of shares	840,800	3,583,875
Reinvestment of distributions	60,473	144,710
Redemption of shares	(519,994)	(713,664)
Increase in Shares	<u>381,279</u>	<u>3,014,921</u>
(a) Accumulated net investment loss	<u>\$ (442,702)</u>	<u>\$ (201,550)</u>

ACUITAS US MICROCAP FUND
FINANCIAL HIGHLIGHTS

These financial highlights reflect selected data for a share outstanding throughout each period.

	For the Six Months Ended December 31, 2016	For the Year Ended June 30, 2016	July 18, 2014 (a) through June 30, 2015
INSTITUTIONAL SHARES			
NET ASSET VALUE, Beginning of Period	\$ 10.38	\$ 11.27	\$ 10.00
INVESTMENT OPERATIONS			
Net investment loss (b)	(0.04)	(0.08)	(0.07)
Net realized and unrealized gain (loss)	2.20	(0.41)	1.34
Total from Investment Operations	2.16	(0.49)	1.27
DISTRIBUTIONS TO SHAREHOLDERS FROM			
Net realized gain	(0.11)	(0.40)	—
REDEMPTION FEES (b)	—(c)	—(c)	—(c)
NET ASSET VALUE, End of Period	\$ 12.43	\$ 10.38	\$ 11.27
TOTAL RETURN	20.85%(d)	(4.27)%	12.70%(d)
RATIOS/SUPPLEMENTARY DATA			
Net Assets at End of Period (000's omitted)	\$83,946	\$66,156	\$37,823
Ratios to Average Net Assets:			
Net investment loss	(0.65)%(e)	(0.80)%	(0.74)%(e)
Net expenses	1.70%(e)	1.70%	1.70%(e)
Gross expenses (f)	1.89%(e)	2.04%	2.37%(e)
PORTFOLIO TURNOVER RATE	23%(d)	52%	58%(d)

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- (a) Commencement of operations.
(b) Calculated based on average shares outstanding during each period.
(c) Less than \$0.01 per share.
(d) Not annualized.
(e) Annualized.
(f) Reflects the expense ratio excluding any waivers and/or reimbursements.

Note 1. Organization

Acuitas International Small Cap Fund and Acuitas US Microcap Fund (individually, a “Fund” and collectively, the “Funds”) are diversified portfolios of Forum Funds II (the “Trust”). The Trust is a Delaware statutory trust that is registered as an open-end, management investment company under the Investment Company Act of 1940, as amended (the “Act”). Under its Trust Instrument, the Trust is authorized to issue an unlimited number of each Fund’s shares of beneficial interest without par value. Each Fund currently offers two classes of shares: Institutional Shares and Investor Shares. As of December 31, 2016, Investor Shares had not commenced operations. Each Fund seeks capital appreciation. Each Fund commenced operations on July 18, 2014.

Note 2. Summary of Significant Accounting Policies

The Funds are investment companies and follow accounting and reporting guidance under Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”) Topic 946, “Financial Services-Investment Companies”. These financial statements are prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”), which require management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent liabilities at the date of the financial statements, and the reported amounts of increases and decreases in net assets from operations during the fiscal period. Actual amounts could differ from those estimates. The following summarizes the significant accounting policies of each Fund:

Security Valuation – Securities are valued at market prices using the last quoted trade or official closing price from the principal exchange where the security is traded, as provided by independent pricing services on each Fund business day. In the absence of a last trade, securities are valued at the mean of the last bid and ask price provided by the pricing service. Forward currency contracts are generally valued at the mean of bid and ask prices for the time period interpolated from rates reported by an independent pricing service for proximate time periods. Exchange-traded options for which the last quoted sale price is outside the closing bid and ask price, will be valued at the mean of the closing bid and ask price. Shares of open-end mutual funds are valued at net asset value (“NAV”). Short-term investments that mature in 60 days or less may be valued at amortized cost.

Each Fund values its investments at fair value pursuant to procedures adopted by the Trust's Board of Trustees (the "Board") if (1) market quotations are insufficient or not readily available or (2) the Fund believes that the values available are unreliable. The Trust’s Valuation Committee, as defined in each Fund’s registration statement, performs certain functions as they relate to the administration and oversight of each Fund’s valuation procedures. Under these procedures, the Valuation Committee convenes on a regular and ad-hoc basis to review such investments and considers a number of factors, including valuation methodologies and significant unobservable inputs, when arriving at fair value.

The Valuation Committee may work with the Adviser, as defined in Note 3, to provide valuation inputs. In determining fair valuations, inputs may include market-based analytics which may consider related or comparable assets or liabilities, recent transactions, market multiples, book values and other relevant investment information. Adviser inputs may include an income-based approach in which the anticipated future cash flows of the investment are discounted in determining fair value. Discounts may also be applied based on the nature or duration of any restrictions on the disposition of the investments. The Valuation Committee performs regular reviews of valuation methodologies, key inputs and assumptions, disposition analysis and market activity.

Fair valuation is based on subjective factors and, as a result, the fair value price of an investment may differ from the security’s market price and may not be the price at which the asset may be sold. Fair valuation could result in a different NAV than a NAV determined by using market quotes.

Each Fund has a three-tier fair value hierarchy. The basis of the tiers is dependent upon the various “inputs” used to determine the value of each Fund’s investments. These inputs are summarized in the three broad levels listed below:

Level 1 — quoted prices in active markets for identical assets and liabilities

Level 2 — other significant observable inputs (including quoted prices of similar securities, interest rates, prepayment speeds, credit risk, etc.)

Level 3 — significant unobservable inputs (including each Fund's own assumptions in determining the fair value of investments)

The aggregate value by input level, as of December 31, 2016, for each Fund's investments is included at the end of each Fund's Schedule of Investments.

Security Transactions, Investment Income and Realized Gain and Loss – Investment transactions are accounted for on the trade date. Dividend income is recorded on the ex-dividend date. Foreign dividend income is recorded on the ex-dividend date or as soon as possible after each Fund determines the existence of a dividend declaration after exercising reasonable due diligence. Income and capital gains on some foreign securities may be subject to foreign withholding taxes, which are accrued as applicable. Interest income is recorded on an accrual basis. Premium is amortized and discount is accreted using the effective interest method. Identified cost of investments sold is used to determine the gain and loss for both financial statement and federal income tax purposes.

Foreign Currency Translations – Foreign currency amounts are translated into U.S. dollars as follows: (1) assets and liabilities at the rate of exchange at the end of the respective period; and (2) purchases and sales of securities and income and expenses at the rate of exchange prevailing on the dates of such transactions. The portion of the results of operations arising from changes in the exchange rates and the portion due to fluctuations arising from changes in the market prices of securities are not isolated. Such fluctuations are included with the net realized and unrealized gain or loss on investments.

Foreign Currency Transactions – Each Fund may enter into transactions to purchase or sell foreign currency contracts and options on foreign currency. Forward currency contracts are agreements to exchange one currency for another at a future date and at a specified price. A fund may use forward currency contracts to facilitate transactions in foreign securities, to manage a fund's foreign currency exposure and to protect the U.S. dollar value of its underlying portfolio securities against the effect of possible adverse movements in foreign exchange rates. These contracts are intrinsically valued daily based on forward rates, and a fund's net equity therein, representing unrealized gain or loss on the contracts as measured by the difference between the forward foreign exchange rates at the dates of entry into the contracts and the forward rates at the reporting date, is recorded as a component of NAV. These instruments involve market risk, credit risk, or both kinds of risks, in excess of the amount recognized in the Statements of Assets and Liabilities. Risks arise from the possible inability of counterparties to meet the terms of their contracts and from movement in currency and securities values and interest rates. Due to the risks associated with these transactions, a fund could incur losses up to the entire contract amount, which may exceed the net unrealized value included in its NAV.

Distributions to Shareholders – Each Fund declares any dividends from net investment income and pays them annually. Any net capital gains realized by the Fund are distributed at least annually. Distributions to shareholders are recorded on the ex-dividend date. Distributions are based on amounts calculated in accordance with applicable federal income tax regulations, which may differ from GAAP. These differences are due primarily to differing treatments of income and gain on various investment securities held by each Fund, timing differences and differing characterizations of distributions made by each Fund.

Federal Taxes – Each Fund intends to continue to qualify each year as a regulated investment company under Subchapter M of Chapter 1, Subtitle A, of the Internal Revenue Code of 1986, as amended (“Code”), and to distribute all of their taxable income to shareholders. In addition, by distributing in each calendar year substantially all of their net investment income and capital gains, if any, the Funds will not be subject to a federal excise tax. Therefore, no federal income or excise tax provision is required. Each Fund files a U.S. federal income and excise tax return as required. Each Fund's federal income tax returns are subject to examination by the Internal Revenue Service for a period of three fiscal years after they are filed. As of December 31, 2016, there are no uncertain tax positions that would require financial statement recognition, de-recognition or disclosure.

Income and Expense Allocation – The Trust accounts separately for the assets, liabilities and operations of each of its investment portfolios. Expenses that are directly attributable to more than one investment portfolio are allocated among the respective investment portfolios in an equitable manner.

Redemption Fees – A shareholder who redeems or exchanges shares within 60 days of purchase will incur a redemption fee of 1.00% of the current NAV of shares redeemed or exchanged, subject to certain limitations. The fee is charged for the benefit of the remaining shareholders and will be paid to each Fund to help offset transaction costs. The fee is accounted for as an addition to paid-in capital. Each Fund reserves the right to modify the terms of or terminate the fee at any time. There are limited exceptions to the imposition of the redemption fee. Redemption fees incurred for the Funds, if any, are reflected on the Statements of Changes in Net Assets.

Commitments and Contingencies – In the normal course of business, each Fund enters into contracts that provide general indemnifications by each Fund to the counterparty to the contract. Each Fund’s maximum exposure under these arrangements is dependent on future claims that may be made against each Fund and, therefore, cannot be estimated; however, based on experience, the risk of loss from such claims is considered remote.

Note 3. Fees and Expenses

Investment Adviser – Acuitas Investments, LLC (the “Adviser”) is the investment adviser to the Funds. Pursuant to an Investment Advisory Agreement, the Adviser receives an advisory fee, payable monthly, at an annual rate of 1.20% and 1.40% of the average daily net assets of Acuitas International Small Cap Fund and Acuitas US Microcap Fund, respectively.

Each sub-advisory fee, calculated as a percentage of each Fund’s average daily net assets managed by each sub-adviser, is paid by the Adviser.

Distribution – Foreside Fund Services, LLC serves as each Fund’s distributor (the “Distributor”). The Funds have adopted a Distribution Plan (the “Plan”) for Investor Shares in accordance with Rule 12b-1 of the Act. Under the Plan, the Funds pay the Distributor and/or any other entity as authorized by the Board a fee of up to 0.25% of the average daily net assets of Investor Shares. The Distributor is not affiliated with the Adviser or Atlantic Fund Administration, LLC (d/b/a Atlantic Fund Services) (“Atlantic”) or their affiliates.

Other Service Providers – Atlantic provides fund accounting, fund administration, compliance and transfer agency services to each Fund. Atlantic also provides certain shareholder report production and EDGAR conversion and filing services. Pursuant to an Atlantic services agreement, each Fund pays Atlantic customary fees for its services. Atlantic provides a Principal Executive Officer, a Principal Financial Officer, a Chief Compliance Officer and an Anti-Money Laundering Officer to each Fund, as well as certain additional compliance support functions.

Trustees and Officers – The Trust pays each Independent Trustee an annual fee of \$16,000 (\$21,000 for the Chairman). The Independent Trustees and Chairman may receive additional fees for special Board meetings. The Independent Trustees are also reimbursed for all reasonable out-of-pocket expenses incurred in connection with their duties as Trustees, including travel and related expenses incurred in attending Board meetings. The amount of Independent Trustees’ fees attributable to each Fund is disclosed in the Statement of Operations. Certain officers of the Trust are also officers or employees of the above named service providers, and during their terms of office received no compensation from each Fund.

Note 4. Expense Reimbursement and Fees Waived

The Adviser has contractually agreed to waive its fee and/or reimburse expenses to limit total annual fund operating expenses (excluding all taxes, interest, portfolio transaction expenses, acquired fund fees and expenses, proxy expenses and extraordinary expenses) of Institutional Shares to 1.50% and Investor Shares to 1.75% through November 1, 2017, for Acuitas International Small Cap Fund. The Adviser has also contractually agreed to waive its fees and/or reimburse expenses to limit total annual operating expenses (excluding all taxes, interest, portfolio transaction expenses, acquired fund fees and expenses, proxy expenses and extraordinary expenses) of Institutional Shares to 1.70% and Investor Shares to 1.95% through November 1, 2017, for Acuitas US Microcap Fund. Other fund service providers have voluntarily agreed to waive a portion

ACUITAS FUNDS
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2016

of their fees. Voluntary fee waivers may be reduced or eliminated at any time. For the period ended December 31, 2016, the fees waived and/or reimbursed expenses were as follows:

	<u>Investment Adviser Fees Waived</u>	<u>Other Waivers</u>	<u>Total Fees Waived</u>
Acuitas International Small Cap Fund	\$ 124,896	\$ 6,851	\$ 131,747
Acuitas US Microcap Fund	63,505	8,772	72,277

Each Fund may repay the Adviser for fees waived and expenses reimbursed pursuant to the expense cap if such payment (1) is made within three years of the fee waiver or expense reimbursement (2) is approved by the Board and (3) does not cause the net annual fund operating expenses of the Fund class to exceed the expense cap in place at the time the fees were waived. As of December 31, 2016, the following amounts are subject to recapture by the Adviser:

	<u>Amount of Fees Waived and/or Expenses Reimbursed</u>	<u>Expiration Date to Recoup Fees Waived and/or Expenses Reimbursed</u>	<u>Fees Recouped</u>
Acuitas International Small Cap Fund			
June 30, 2015	\$ 305,134	June 30, 2018	\$ -
June 30, 2016	247,393	June 30, 2019	-
December 31, 2016	124,896	June 30, 2020	-
Acuitas US Microcap Fund			
June 30, 2015	\$ 165,292	June 30, 2018	\$ -
June 30, 2016	118,444	June 30, 2019	-
December 31, 2016	63,505	June 30, 2020	-

Note 5. Security Transactions

The cost of purchases and proceeds from sales of investment securities (including maturities), other than short-term investments during the period ended December 31, 2016, were as follows:

	<u>Purchases</u>	<u>Sales</u>
Acuitas International Small Cap Fund	\$ 25,006,091	\$ 27,605,174
Acuitas US Microcap Fund	20,829,579	16,614,747

Note 6. Federal Income Tax

As of June 30, 2016, distributable earnings (accumulated loss) on a tax basis were as follows:

	<u>Undistributed Ordinary Income</u>	<u>Undistributed Long-Term Gain</u>	<u>Capital and Other Losses</u>	<u>Unrealized Appreciation (Depreciation)</u>	<u>Total</u>
Acuitas International Small Cap Fund	\$ 832,424	\$ -	\$ (3,846,209)	\$ (1,987,051)	\$ (5,000,836)
Acuitas US Microcap Fund	-	664,001	(728,468)	1,611,159	1,546,692

The difference between components of distributable earnings on a tax basis and the amounts reflected in the Statements of Assets and Liabilities are primarily due to currency contracts, investments in passive foreign investment companies ("PFIC") and wash sales in the Acuitas International Small Cap Fund and investments in PFICs and wash sales in the Acuitas US Microcap Fund.

As of June 30, 2016, the Acuitas International Small Cap Fund had \$3,126,118 of available short-term capital loss carryforwards and \$720,091 of available long-term capital loss carryforwards that have no expiration date.

For tax purposes, the prior year post-October loss was \$536,231 for the Acuitas US Microcap Fund (realized during the period November 1, 2015 through June 30, 2016), and the prior deferred late year ordinary loss was \$192,237 for Acuitas US Microcap Fund (realized during the period January 1, 2016 through June 30, 2016). These losses were recognized for tax purposes on the first business day of the Fund's next fiscal year, July 1, 2016.

Note 7. Recent Accounting Pronouncements

In October 2016, the U.S. Securities and Exchange Commission ("SEC") issued a new rule, Investment Company Reporting Modernization, which, among other provisions, amends Regulation S-X to require standardized, enhanced disclosures, particularly related to derivatives, in investment company financial statements. Compliance with the amendments to Regulation S-X is required for financial statements filed with the SEC on or after August 1, 2017. Management is currently evaluating the impact that the amendments will have on the Funds' financial statements and related disclosures.

Note 8. Subsequent Events

Subsequent events occurring after the date of this report through the date these financial statements were issued have been evaluated for potential impact, and each Fund has had no such events.

Proxy Voting Information

A description of the policies and procedures that each Fund uses to determine how to vote proxies relating to securities held in each Fund's portfolio is available, without charge and upon request, by calling (844) 805-5628 and on the SEC's website at www.sec.gov. Each Fund's proxy voting record for the most recent twelve-month period ended June 30 is available, without charge and upon request, by calling (844) 805-5628 and on the SEC's website at www.sec.gov.

Availability of Quarterly Portfolio Schedules

Each Fund files its complete schedule of portfolio holdings with the SEC for the first and third quarters of each fiscal year on Form N-Q. These filings are available, without charge and upon request on the SEC's website at www.sec.gov or may be reviewed and copied at the SEC's Public Reference Room in Washington, DC. Information on the operation of the Public Reference Room may be obtained by calling (800) SEC-0330.

Shareholder Expense Example

As a shareholder of the Funds, you incur two types of costs: (1) transaction costs, including redemption fees, and (2) ongoing costs, including management fees, distribution and/or service (12b-1) fees (for Investor Shares only) and other Fund expenses. This example is intended to help you understand your ongoing costs (in dollars) of investing in the Funds, and to compare these costs with the ongoing costs of investing in other mutual funds.

The example is based on an investment of \$1,000 invested at the beginning of the period and held for the entire period from July 1, 2016, through December 31, 2016.

Actual Expenses – The first line of the table below provides information about actual account values and actual expenses. You may use the information in this line, together with the amount you invested, to estimate the expenses that you paid over the period. Simply divide your account value by \$1,000 (for example, an \$8,600 account value divided by \$1,000 = 8.6), then multiply the result by the number in the first line under the heading entitled "Expenses Paid During Period" to estimate the expenses you paid on your account during the period.

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

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

ACUITAS FUNDS
ADDITIONAL INFORMATION
DECEMBER 31, 2016

	Beginning Account Value July 1, 2016	Ending Account Value December 31, 2016	Expenses Paid During Period*	Annualized Expense Ratio*
Acuitas International Small Cap Fund				
Institutional Shares				
Actual	\$ 1,000.00	\$ 1,060.55	\$ 7.79	1.50%
Hypothetical (5% return before expenses)	\$ 1,000.00	\$ 1,017.64	\$ 7.63	1.50%
Acuitas US Microcap Fund				
Institutional Shares				
Actual	\$ 1,000.00	\$ 1,208.51	\$ 9.46	1.70%
Hypothetical (5% return before expenses)	\$ 1,000.00	\$ 1,016.64	\$ 8.64	1.70%

* Expenses are equal to each Fund's annualized expense ratio multiplied by the average account value over the period, multiplied by the number of days in the most recent fiscal half-year (184) divided by 365 to reflect the half-year period.

FOR MORE INFORMATION

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This report is submitted for the general information of the shareholders of the Funds. It is not authorized for distribution to prospective investors unless preceded or accompanied by an effective prospectus, which includes information regarding the Funds' risks, objectives, fees and expenses, experience of its management, and other information.