

DEAR BARON WEALTHBUILDER FUND SHAREHOLDER:

PERFORMANCE

Baron WealthBuilder Fund (the "Fund") increased in value 5.85% (Institutional Shares) in the three-month period ended June 30, 2019. The S&P 500 Index (the "S&P 500") appreciated 4.30%. The MSCI ACWI Index (the "MSCI ACWI") gained 3.61%. These strong absolute and relative results are a continuation of the Fund's outperformance in the prior quarter. The Fund has now increased 25.78% in the first half of calendar year 2019. That compares to the S&P 500 and MSCI ACWI which have gained 18.54% and 16.23%, respectively.

Table I.
Performance

Annualized for periods ended June 30, 2019

	Baron Wealth Builder Fund Retail Shares ^{1,2}	Baron Wealth Builder Fund Institutional Shares ^{1,2}	Baron Wealth Builder Fund TA Shares ^{1,2}	S&P 500 Index ¹	MSCI ACWI Index ¹
Three Months ³	5.77%	5.85%	5.76%	4.30%	3.61%
Six Months ³	25.72%	25.78%	25.78%	18.54%	16.23%
One Year	9.36%	9.64%	9.64%	10.42%	5.74%
Since Inception (December 29, 2017)	11.32%	11.51%	11.51%	8.71%	3.49%

The second quarter of the year was volatile as market sentiment swung from bullish to bearish and back to bullish. After signs of slower global economic activity, the period ended on a strong note as tensions with major trading partners in China and Mexico eased; the Federal Reserve's posture became dovish, and other central banks began to implement stimulative monetary policies.

Our "Disruptive" and "Core Growth" companies continued to perform well. Businesses with legacy business models and which are unable or unwilling to alter their practices faltered, while more nimble, innovative growth competitors took market share. The S&P 500 and broader world indexes are plagued by the former. Avoiding such businesses proved beneficial to the performance of the underlying diversified Baron Funds' portfolios in which Baron WealthBuilder Fund invests.

Baron's domestic, mid-cap growth funds did exceptionally well in the period. This was as quality, consistent growth companies were heavily rewarded. Some smaller-sized businesses were penalized as concerns regarding a cyclical slowdown increased. Small-cap health care stocks held by



MICHAEL BARON ASSISTANT PORTFOLIO MANAGER
RONALD BARON CEO AND PORTFOLIO MANAGER
Retail Shares: BWBFX
Institutional Shares: BWBIX
TA Shares: BWBTX

underlying Baron mutual funds were negatively impacted by political rhetoric. Investors became concerned such businesses would be forced to accept lower rates if our government assumed more payment responsibilities.

Baron WealthBuilder Fund's exposure to emerging markets was the only allocation that detracted from our relatively strong performance in the quarter.

We believe Baron's fundamental investment analyses and well-established process should result in the Baron funds in which Baron Wealth Builder Fund invests continuing to outperform their various benchmarks over the long term. Our repeatable formula of discovering, researching and investing for the long term in businesses with sizable opportunities, and durable competitive advantages led by talented executives is well established. We try to purchase at attractive prices and remain owners for the long term. This is to benefit from the success of these businesses over extended time periods. We do not try to benefit from short-term fluctuations in the markets and economy. It is a strategy that has proven successful. 87.8% of Baron WealthBuilder Fund assets are invested in underlying Baron Funds that exceeded their respective benchmark indexes in the most recent period.

Performance listed in the above table is net of annual operating expenses. Annual expense ratio for the Retail Shares, Institutional Shares and TA Shares as of December 31, 2018 was 2.02%, 1.61% and 1.71%, respectively, but the net annual expense ratio was 1.42%, 1.17% and 1.17% (includes acquired fund fees, net of the Adviser's fee waivers), respectively. The performance data quoted represents past performance. Past performance is no guarantee of future results. The investment return and principal value of an investment will fluctuate; an investor's shares, when redeemed, may be worth more or less than their original cost. BAMCO, Inc. ("BAMCO" or the "Adviser") has agreed that, pursuant to a contract expiring on August 29, 2030, unless renewed for another 11-year term, it will reimburse certain expenses of the Fund, limiting net annual operating expenses (portfolio transaction costs, interest, dividend, acquired fund fees and expenses and extraordinary expenses are not subject to the operating expense limitation) to 0.30% of average daily net assets of Retail Shares, 0.05% of average daily net assets of Institutional Shares and 0.05% of average daily net assets of TA Shares, without which performance would have been lower. Current performance may be lower or higher than the performance data quoted. For performance information current to the most recent month end, visit www.BaronFunds.com or call 1-800-99BARON.

1 The indexes are unmanaged. The S&P 500 Index measures the performance of 500 widely held large cap U.S. companies. The MSCI ACWI Index is an unmanaged, free float-adjusted market capitalization weighted index reflected in US dollars that measures the equity market performance of large- and mid-cap securities across developed and emerging markets. The indexes and the Fund are with dividends, which positively impact the performance results.
2 The performance data in the table does not reflect the deduction of taxes that a shareholder would pay on Fund distributions or redemption of Fund shares.
3 Not annualized.



Baron WealthBuilder Fund

91.5% of assets are invested in Baron funds that have exceeded their benchmarks since Baron WealthBuilder Fund's inception, or since initial purchase.

We encourage you to read the various quarterly letters found in this report for a deeper understanding of the funds that comprise Baron WealthBuilder Fund.

FUND OF FUNDS STRUCTURE AND INVESTMENT STRATEGY

Baron WealthBuilder Fund enables investors to diversify across the **98.8%** of Baron Funds' assets under management ("AUM") that have outperformed their benchmarks from inception. Such investments provide exposure to Baron portfolios with various market caps, sectors, and geographies in a single structure. Further, each Baron Fund employs the same core investment process and philosophy. Our unique investment approach and process has yielded outstanding results since the firm's founding in 1982. 14 of 16 Baron mutual funds, representing **98.8%** of Baron Funds' AUM, have outperformed their respective passive benchmarks since the inceptions of those funds. 10 of those funds, representing **97.8%** of Baron Funds' AUM, rank in the **top 17%** of their respective Morningstar categories and 6, representing **61.5%** of Baron Funds' AUM, rank in the **top 6%**.

The makeup of the underlying investment portfolios is significantly different than the indexes. Consequently, the Fund has a high "active share" when measured against benchmarks. We feel the diversity in regions and sectors of the Fund's underlying growth portfolios dampen risk while providing strong absolute returns. While nearly matching the number of holdings in the S&P 500 (464 stocks in Baron WealthBuilder versus 502 in the S&P 500), the similarities end there. The holdings in the Fund have a lower dividend yield (0.7% versus 2.0% for the S&P 500), with companies most often electing instead to reinvest earnings in their businesses for growth. The approach is working. The projected earnings per share growth rate over

the next 3-to-5 years is 16.2% for companies in the underlying Baron portfolios versus 11.6% for the S&P 500 (39.7% higher growth). Further, we feel many of our investments can exceed those goals. These businesses more than doubled the S&P 500's growth rate over the proceeding five years. The Fund's five-year historical earnings per share growth rate is 16.3% versus the S&P 500's 7.9%. Yet these companies are only 47.7% more expensive than the S&P 500's holdings (*the Fund's trailing price to earnings ratio is 29.4 versus 19.9 for the S&P 500*). We feel that this valuation metric is misleading since many holdings have depressed margins as they sacrifice current profitability for higher long-term growth rates and sustainability. Significantly higher growth for a moderate price premium has historically been rewarded. We believe significantly higher growth for a moderate price premium will be rewarded.

Baron WealthBuilder Fund's portfolio is also distinct in its sector weightings. The S&P 500 has a higher share of Consumer Staples, Energy, and Utilities businesses. Those are typically defensive companies that have limited unique traits and slower growth prospects and are often reliant on unpredictable commodity prices. Baron WealthBuilder Fund instead favors Consumer Discretionary, Information Technology, Industrials, and Real Estate firms where competitive advantage is more apparent and growth projections more robust.

Finally, the Fund is exposed to international companies. The S&P 500 includes only domestic businesses. The MSCI ACWI has global coverage. North America is 58.1% of that index compared to 85.8% for the Fund. But the greater international exposure for the MSCI ACWI Index is heavily skewed towards slowly growing developed markets. Baron WealthBuilder Fund seeks faster growth in emerging economies. 39.5% of the Fund's international investments are in Asia/ Pacific ex Japan, versus 29.4% for the MSCI ACWI. The MSCI ACWI has 63.8% of its international investments in slower growth European and Japanese companies while this region constitutes 31.7% of the Fund's international investments.

Table II.
Baron Funds Performance
As of June 30, 2019

Institutional Share Class Data

% of Total Investments of Fund	Performance		Benchmark	Performance	
	Second Quarter of 2019†			Second Quarter of 2019†	
33.2%	Small Cap				
4.5%	Baron Discovery Fund	1.08%	Russell 2000 Growth Index	2.75%	
14.3%	Baron Growth Fund	7.03%			
14.4%	Baron Small Cap Fund	4.95%			
3.9%	Small/Mid Cap				
3.9%	Baron Focused Growth Fund	1.10%	Russell 2500 Growth Index	4.14%	
16.3%	Mid Cap				
16.3%	Baron Asset Fund	9.92%	Russell Midcap Growth Index	5.40%	
7.3%	Large Cap				
6.3%	Baron Fifth Avenue Growth Fund	6.61%	Russell 1000 Growth Index	4.64%	
1.0%	Baron Durable Advantage Fund	8.01%	S&P 500 Index	4.30%	
21.5%	All Cap				
6.6%	Baron Opportunity Fund	6.19%	Russell 3000 Growth Index	4.50%	
14.9%	Baron Partners Fund	7.50%	Russell Midcap Growth Index	5.40%	

† Not annualized.

% of Total Investments of Fund	Performance		Benchmark	Performance
		Second Quarter of 2019†		
12.6%	International			
5.3%	Baron Emerging Markets Fund	0.29%	MSCI EM Index	0.61%
4.3%	Baron Global Advantage Fund	6.85%	MSCI ACWI Index	3.61%
3.0%	Baron International Growth Fund	2.66%	MSCI ACWI ex USA Index	2.98%
5.2%	Specialty			
4.5%	Baron Real Estate Fund	4.22%	MSCI USA IMI Extended Real Estate Index	3.57%
0.7%	Baron Health Care Fund	6.30%	Russell 3000 Health Care Index	1.43%

† Not annualized.

Table III.
Sector exposures as of June 30, 2019

	Percent of Net Assets	S&P 500 Index	MSCI ACWI Index
Information Technology	22.5%	21.5%	16.0%
Consumer Discretionary	19.4	10.2	10.8
Health Care	15.4	14.2	11.4
Industrials	14.2	9.4	10.5
Financials	13.2	13.1	16.9
Communication Services	6.7	10.2	8.7
Real Estate	6.1	3.1	3.2
Consumer Staples	0.9	7.3	8.3
Materials	0.9	2.8	4.9
Energy	0.5	5.0	5.9
Utilities	0.1	3.3	3.3
Unclassified	0.1		

Table IV.
Country exposures as of June 30, 2019

	Percent of Net Assets	S&P 500 Index	MSCI ACWI Index
United States	85.3%	100.0%	55.2%
China	3.2		3.7
Israel	1.5		0.2
United Kingdom	1.5		5.0
India	1.3		1.1
Brazil	1.2		0.9
Netherlands	1.0		1.1
South Africa	0.6		0.7
Sweden	0.5		0.8
Canada	0.4		3.1
Other	3.5		28.3

Table V.
Fund of fund holdings as of June 30, 2019

	Percent of Net Assets
Baron Asset Fund	16.3%
Baron Partners Fund	14.9
Baron Small Cap Fund	14.4
Baron Growth Fund	14.3
Baron Opportunity Fund	6.6
Baron Fifth Avenue Growth Fund	6.3
Baron Emerging Markets Fund	5.3
Baron Real Estate Fund	4.5
Baron Discovery Fund	4.5
Baron Global Advantage Fund	4.3
Baron Focused Growth Fund	3.9
Baron International Growth Fund	3.0
Baron Durable Advantage Fund	1.0
Baron Health Care Fund	0.7

Thank you for Investing in Baron WealthBuilder Fund.

Thank you for joining us as fellow shareholders in Baron WealthBuilder Fund. We continue to work hard to justify your confidence and trust in our stewardship of your hard-earned savings. We will also remain dedicated to continuing to provide you with the information we would like to have if our roles were reversed. This is so you will be able to make an informed decision about whether the Fund remains an appropriate investment for you and your family.

Respectfully,



Ronald Baron
CEO and Portfolio Manager



Michael Baron
Assistant Portfolio Manager

Baron WealthBuilder Fund

Investors should consider the investment objectives, risks, and charges and expenses of the investment carefully before investing. The prospectus and summary prospectus contain this and other information about the Funds. You may obtain them from its distributor, Baron Capital, Inc., by calling 1-800-99BARON or visiting www.BaronFunds.com. Please read them carefully before investing.

Risks: The Fund is a non-diversified fund because it invests, at any given time, in the securities of a select number of Baron mutual funds (the "Underlying Funds"), representing specific investment strategies. The Fund can invest in funds holding U.S. and international stocks; small-cap, small to mid-cap, large-cap, all-cap stocks; and specialty stocks. Each of the Underlying Funds has its own investment risks, and those risks can affect the value of the Fund's investments and therefore the value of the Fund's shares. To the extent that the Fund invests more of its assets in one Underlying Fund than in another, it will have greater exposure to the risks of that Underlying Fund. For further information regarding the investment risks of the Underlying Funds, please refer to the Underlying Funds' prospectus.

The Fund may not achieve its objectives. Portfolio holdings are subject to change. Current and future portfolio holdings are subject to risk.

Active Share: a term used to describe the share of a portfolio's holdings that differ from that portfolio's benchmark index. It is calculated by comparing the weight of each holding in the Fund to that holding's weight in the benchmark. Positions with either a positive or negative weighting versus the benchmark have Active Share. An Active Share of 100% implies zero overlap with the benchmark. Active Share was introduced in 2006 in a study by Yale academics, M. Cremers and A. Petajisto, as a measure of active portfolio management.

The discussions of the companies herein are not intended as advice to any person regarding the advisability of investing in any particular security. The views expressed in this report reflect those of the respective portfolio managers only through the end of the period stated in this report. The portfolio manager's views are not intended as recommendations or investment advice to any person reading this report and are subject to change at any time based on market and other conditions and Baron has no obligation to update them.

This report does not constitute an offer to sell or a solicitation of any offer to buy securities of Baron WealthBuilder Fund by anyone in any jurisdiction where it would be unlawful under the laws of that jurisdiction to make such offer or solicitation.

Ranking information provided is calculated using the Retail Share Class and is as of June 30, 2019.

The number of share classes in each category may vary depending on the date that Baron downloaded information from Morningstar Direct.

Morningstar calculates its category averages using its Fractional Weighting methodology. Morningstar rankings are based on total returns and do not include sales charges. Total returns do account for management, administrative, and 12b-1 fees and other costs automatically deducted from fund assets.

The **Morningstar US Fund Mid-Cap Growth Category** consisted of 602, 484, and 367 share classes for the 1-, 5-, and 10-year periods.

Morningstar ranked **Baron Asset Fund** in the 6th, 10th, 18th, and 17th percentiles, respectively, in the category for the 1-year, 5-year, 10-year, and since inception periods. The Fund was incepted 6/12/1987 and the category consisted of 19 share classes for the since inception period.

Morningstar ranked **Baron Growth Fund** in the 28th, 32nd, 37th, and 4th percentiles, respectively, in the category for the 1-year, 5-year, 10-year, and since inception periods. The Fund was incepted 12/30/1994 and the category consisted of 57 share classes for the since inception period.

Morningstar ranked **Baron Partners Fund** in the 74th, 44th, 9th, and 4th percentiles, respectively, in the category for the 1-year, 5-year, 10-year, and since conversion periods. The Fund was converted into a mutual Fund 4/30/2003 and the category consisted of 232 share classes for the since conversion period.

The **Morningstar US Fund Small Growth Category** consisted of 672, 515, and 393 share classes for the 1-, 5-, and 10-year time periods.

Morningstar ranked **Baron Small Cap Fund** in the 21st, 47th, 52nd, and 12th percentiles, respectively, in the category for the 1-year, 5-year, 10-year, and since inception periods. The Fund was incepted 9/30/1997 and the category consisted of 107 share classes for the since inception period.

Morningstar ranked **Baron Discovery Fund** in the 41st, 17th, and 3rd percentiles, respectively, in the category for the 1-year, 5-year, and since inception periods. The Fund was incepted 9/30/2013 and the category consisted of 497 share classes for the since inception period.

The **Morningstar US Fund Large Growth Category** consisted of 1,383, 1,100, 812, and 325 share classes for the 1-year, 5-year, 10-year, and since inception (2/29/2000) periods. Morningstar ranked **Baron Opportunity Fund** in the 8th, 24th, 26th, and 12th percentiles, respectively, in the category.

The **Morningstar US Fund Foreign Large Growth Category** consisted of 465, 336, 247, and 242 share classes for the 1-year, 5-year, 10-year, and since inception (12/31/2008) periods. Morningstar ranked **Baron International Growth Fund** in the 85th, 29th, 10th, and 10th percentiles, respectively, in the category.

The **Morningstar US Fund Real Estate Category** consisted of 259, 198, and 144 share classes for the 1-year, 5-year, and since inception (12/31/2009) periods. Morningstar ranked **Baron Real Estate Fund** in the 98th, 94th, and 6th percentiles, respectively, in the category.

The **Morningstar US Fund Diversified Emerging Markets Category** consisted of 837, 560, and 293 share classes for the 1-year, 5-year, and since inception (12/31/2010) periods. Morningstar ranked **Baron Emerging Markets Fund** in the 63rd, 39th, and 3rd percentiles, respectively, in the category.

The **Morningstar US Fund World Large Stock Category** consisted of 864, 594, and 458 share classes for the 1-year, 5-year, and since inception (4/30/2012) periods. Morningstar ranked **Baron Global Advantage Fund** in the 3rd, 2nd, and 2nd percentiles, respectively, in the category.

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Risk: All investments are subject to risk and may lose value. Index performance is not fund performance; one cannot invest directly into an index.

BAMCO, Inc. is an investment adviser registered with the U.S. Securities and Exchange Commission (SEC). Baron Capital, Inc. is a broker-dealer registered with the SEC and member of the Financial Industry Regulatory Authority, Inc. (FINRA).

Fund (Institutional Shares) and Benchmark Performance 6/30/2019

Fund	Primary Benchmark	Annualized Return Since Fund Inception	Annualized Benchmark Return Since Fund Inception	Inception Date	Average Annualized Returns				Annual Expense Ratio	Net Assets
					1-Year	5-Year	10-Year	15-Year		
SMALL CAP										
Baron Growth Fund	Russell 2000 Growth Index	13.40%	8.01%	12/31/1994	14.51%	11.31%	15.52%	10.29%	1.03% ⁽³⁾	\$6.94 billion
Baron Small Cap Fund	Russell 2000 Growth Index	10.36%	6.18%	9/30/1997	9.59%	9.89%	14.79%	9.69%	1.04% ⁽³⁾	\$4.17 billion
Baron Discovery Fund [†]	Russell 2000 Growth Index	15.46%	9.36%	9/30/2013	5.57%	12.05%	N/A	N/A	1.12%/1.10% ⁽³⁾⁽⁴⁾	\$558.66 million
SMALL/MID CAP										
Baron Focused Growth Fund ⁽¹⁾	Russell 2500 Growth Index	11.08%	8.14%	5/31/1996	3.57%	8.14%	12.69%	10.21%	1.09% ⁽⁵⁾	\$228.67 million
MID CAP										
Baron Asset Fund	Russell Midcap Growth Index	11.93%	10.28% ⁽²⁾	6/12/1987	19.70%	13.48%	16.41%	10.99%	1.04% ⁽³⁾	\$4.43 billion
LARGE CAP										
Baron Fifth Avenue Growth Fund	Russell 1000 Growth Index	9.68%	10.01%	4/30/2004	11.43%	14.52%	16.31%	9.78%	0.82%/0.75% ⁽³⁾⁽⁷⁾	\$310.02 million
Baron Durable Advantage Fund	S&P 500 Index	9.77%	8.71%	12/29/2017	11.43%	N/A	N/A	N/A	5.71%/0.70% ⁽⁸⁾	\$4.79 million
ALL CAP										
Baron Partners Fund ⁽¹⁾	Russell Midcap Growth Index	13.05%	9.95%	1/31/1992	6.81%	10.39%	17.13%	11.43%	1.77% ⁽⁵⁾⁽⁶⁾	\$2.39 billion
Baron Opportunity Fund [†]	Russell 3000 Growth Index	7.50%	4.70%	2/29/2000	16.13%	13.57%	16.18%	11.60%	1.11% ⁽³⁾	\$473.26 million
INTERNATIONAL										
Baron Emerging Markets Fund [†]	MSCI EM Index	4.51%	1.42%	12/31/2010	0.11%	2.66%	N/A	N/A	1.10% ⁽⁵⁾	\$5.17 billion
Baron Global Advantage Fund [†]	MSCI ACWI Index	14.93%	8.93%	4/30/2012	15.10%	13.48%	N/A	N/A	1.18%/0.90% ⁽⁵⁾⁽⁹⁾	\$216.59 million
Baron International Growth Fund [†]	MSCI ACWI ex USA Index	10.94%	7.55%	12/31/2008	-1.17%	5.28%	10.38%	N/A	1.07%/0.95% ⁽⁵⁾⁽¹⁰⁾	\$295.01 million
SPECIALTY										
Baron Real Estate Fund	MSCI USA IMI Extended Real Estate Index	13.23%	12.27%	12/31/2009	1.08%	4.68%	N/A	N/A	1.06% ⁽⁵⁾	\$587.36 million
Baron Real Estate Income Fund	MSCI US REIT Index	4.84%	6.72%	12/29/2017	7.51%	N/A	N/A	N/A	7.18%/0.80% ⁽⁵⁾⁽¹¹⁾	\$3.72 million
Baron Health Care Fund	Russell 3000 Growth Index	13.99%	13.21%	4/30/2018	11.06%	N/A	N/A	N/A	4.06%/0.85% ⁽⁵⁾⁽¹²⁾	\$11.53 million
FUND OF FUNDS										
Baron WealthBuilder Fund	S&P 500 Index	11.51%	8.71%	12/29/2017	9.64%	N/A	N/A	N/A	1.88%/1.16% ⁽¹²⁾	\$95.03 million

⁽¹⁾ Reflects the actual fees and expenses that were charged when the Funds were partnerships. The predecessor partnerships charged a 20% performance fee (Baron Partners Fund) or a 15% performance fee (Baron Focused Growth Fund) after reaching a certain performance benchmark. If the annual returns for the Funds did not reflect the performance fee for the years the predecessor partnerships charged a performance fee, returns would be higher. The Funds' shareholders are not charged a performance fee.

⁽²⁾ For the period June 30, 1987 to June 30, 2019.

⁽³⁾ As of 9/30/2018.

⁽⁴⁾ Annual expense ratio was 1.12%, but the net annual expense ratio was 1.10% (net of the Adviser's fee waivers).

⁽⁵⁾ As of 12/31/2018.

⁽⁶⁾ Comprised of operating expenses of 1.06% and interest expenses of 0.71%.

⁽⁷⁾ Annual expense ratio was 0.82%, but the net annual expense ratio was 0.75% (restated to reflect current fee waivers).

⁽⁸⁾ Annual expense ratio was 5.71%, but the net annual expense ratio was 0.70% (net of Adviser's fee waivers).

⁽⁹⁾ Annual expense ratio was 1.18%, but the net annual expense ratio was 0.90% (net of Adviser's fee waivers).

⁽¹⁰⁾ Annual expense ratio was 1.07%, but the net annual expense ratio was 0.95% (net of Adviser's fee waivers).

⁽¹¹⁾ Annual expense ratio was 7.18%, but the net annual expense ratio was 0.80% (net of Adviser's fee waivers).

⁽¹²⁾ Annual expense ratio was 4.06%, but the net annual expense ratio was 0.85% (net of Adviser's fee waivers).

⁽¹³⁾ Annual expense ratio was 1.61%, but the net annual expense ratio was 1.17% (includes acquired fund fees and expenses, net of the Adviser's fee waivers).

[†] The Fund's historical performance was impacted by gains from IPOs and/or secondary offerings. There is no guarantee that these results can be repeated or that the Fund's level of participation in IPOs and secondary offerings will be the same in the future.