

DEAR BARON DISCOVERY FUND SHAREHOLDER:

PERFORMANCE

We are incredibly proud of the performance of Baron Discovery Fund (the "Fund") in the second quarter of 2020. The Fund was up 39.1% (Institutional Shares) in the quarter, net of fees, exceeding the Russell 2000 Growth Index (the "Index") by 8.5%. Our annualized performance since inception, net of fees, has been nearly 15.7%, which is 7.2% per year better than the Index after fees.

Table I.
Performance[†]
Annualized for periods ended June 30, 2020

	Baron Discovery Fund Retail Shares ^{1,2}	Baron Discovery Fund Institutional Shares ^{1,2}	Russell 2000 Growth Index ¹	S&P 500 Index ¹
Three Months ³	39.02%	39.12%	30.58%	20.54%
Six Months ³	11.25%	11.36%	(3.06)%	(3.08)%
One Year	16.42%	16.74%	3.48%	7.51%
Three Years	15.41%	15.70%	7.86%	10.73%
Five Years	13.57%	13.86%	6.86%	10.73%
Since Inception (September 30, 2013) (Annualized)	15.37%	15.65%	8.46%	11.75%
Since Inception (September 30, 2013) (Cumulative) ³	162.43%	166.81%	73.06%	111.71%

While there is still a lot more to understand about the current COVID-19 pandemic, it is clear that the country has made some major strides forward. The road ahead will continue to be bumpy with progress and setbacks, but the U.S. economy is incredibly resilient, and will find its way back to some sense of normalcy over the next few quarters. Our view is that the first quarter of 2020 was about the shock of COVID-19 and the second quarter has been about the expectation of recovery. This has played out in the broader market movements (the Russell 2000 Growth Index was down 25.8% in the first quarter and was up 30.6% in the second quarter), as well as the characteristics of the types of companies that have performed well or poorly in the respective quarters. We have also seen significant capital markets activity including IPOs and secondary offerings (nine of our existing holdings raised over \$1 billion in primary funds during the quarter due to better market conditions). This is incredibly healthy, in our opinion, as it indicates demand from investors who can envision a future economy that has found a way to move beyond the most damaging effects of the pandemic. We do not "trade around" positions based on how we think markets will react to various conditions. Rather, we invest for the long term in what we believe are the best growth companies in a broad array of industries. In addition, we risk manage the portfolio based on long-term valuations, position sizing, and portfolio

Performance listed in the above table is net of annual operating expenses. Annual expense ratio for the Retail Shares as of September 30, 2019 was 1.36%, but the net annual expense ratio was 1.35% (net of the Adviser's fee waivers) and Institutional Shares was 1.10%. 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. The Adviser reimburses certain Baron Fund expenses pursuant to a contract expiring on August 29, 2030, unless renewed for another 11-year term and the Fund's transfer agency expenses may be reduced by expense offsets from an unaffiliated transfer agent, 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.

[†] The Fund's 1-, 3-, and 5-year 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.

¹ The indexes are unmanaged. The index performance is not Fund performance; one cannot invest directly into an index. The Russell 2000® Growth Index measures the performance of small-sized U.S. companies that are classified as growth and the S&P 500 Index of 500 widely held large cap U.S. companies. The indexes and the Fund are with dividends, which positively impact the performance results. Russell Investment Group is the source and owner of the trademarks, service marks and copyrights related to the Russell Indexes. Russell is a trademark of Russell Investment Group.

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.



RANDY GWIRTZMAN AND LAIRD BIEGER

Retail Shares: BDIFFX
Institutional Shares: BDFIX
R6 Shares: BDFUX

PORTFOLIO MANAGERS

balance. It is our process to be disciplined, objective, and consistent in each of these aspects, regardless of the macro environment. We believe that our significant outperformance this year is due to both our superior stock picking and our relentless focus on process.

In particular, we believe that the diversity of holdings in the portfolio has helped us to outperform in this incredibly volatile atmosphere. As always, we try to balance between high growth companies, some of which are growing revenue by 50% or more; normal growth companies, which grow perhaps 10% to 15%, but can expand margins to attain cash flow growth of 15% or more; and other types of holdings such as REITs, which can potentially achieve our return targets through a combination of acquisitions, dividends, and organic growth or "fallen angels," which are high-quality growth companies that might have stumbled, but should ultimately return to form. During the current pandemic crisis, we have also been thinking about our companies in a new "COVID overlay" context. Some companies do well because of exposure to COVID-19 issues. Some do well despite the presence of the virus. And some will do well as the economy recovers from the pandemic. This view fit in nicely with our risk management process, as some of our companies that did well because of the pandemic got to extreme valuation levels and we trimmed them to add to companies that we thought would do well in the recovery phase. We have been stressing this process overlay to our investors since the full brunt of the pandemic hit the economy in March 2020. It served us extremely well in the second quarter.



Baron Discovery Fund

Table II.

Top contributors to performance for the quarter ended June 30, 2020

	Percent Impact
Penn National Gaming, Inc.	1.96%
Kinsale Capital Group, Inc.	1.90
Floor & Decor Holdings, Inc.	1.87
Emergent BioSolutions Inc.	1.75
DraftKings, Inc.	1.56

Much of our outperformance in the second quarter was due to gains in the valuations of companies that are poised to do well during the pandemic recovery. In other words, the market is currently discounting the ultimate triumph of science and our economy over COVID-19. The anticipation of the return of sports (and betting on sports) helped **Penn National Gaming, Inc.** and **DraftKings, Inc.** The lifting of state restrictions on construction and home remodeling work along with the increased degree of consumer comfort in having contractors, handymen, and other workers return to their homes has helped **Floor & Decor Holdings, Inc.** and **Trex Company, Inc.**

Many stocks did well because of the pandemic, particularly companies with exposure to vaccine development and production like **Emergent BioSolutions Inc.**, but also companies that have serviced the needs of customers like **Teladoc Health, Inc.** (telemedicine), **Cerus Corporation** (purification of donated blood to prevent viral and bacterial transmission), and **Everbridge, Inc.** (emergency response software that helps public and private entities keep their constituents safe).

We also had companies that did well despite the pandemic, as their business models were largely unaffected by the presence of the virus, and are executing well on their fundamental growth opportunities. These include specialty insurer **Kinsale Capital Group, Inc.**, cybersecurity companies like **Qualys, Inc.** and **Varonis Systems, Inc.**, network optimization players such as **Dynatrace Holdings LLC** and defense companies such as **Mercury Systems, Inc.**

Shares of **Penn National Gaming, Inc.**, a U.S. regional casino company, increased as the company raised \$600 million through a common equity and convertible offering. Investors were relieved as this offering significantly increased the company's liquidity and therefore its ability to survive through the COVID crisis. We remain positive on Penn's long-term prospects and early signs are that the company has seen a quick rebound in revenues at recently opened properties and, impressively, margins are improving as the company focuses on keeping costs low by closely managing its ramp of labor and marketing expenses. We also remain excited by Penn's online sports betting deal with Barstool Sports, which is launching its new betting application in time for the NFL season. We think Barstool, like DraftKings, will benefit from the approvals of many U.S. states for online sports betting.

Specialty insurer **Kinsale Capital Group, Inc.** outperformed after reporting excellent quarterly results with 47% premium growth and strong margins. Market conditions remain favorable as competitors reduce capacity and increase premium rates after years of underpricing risk. Management expects minimal impact from the COVID-19 pandemic on the company's premium growth and insured losses. We continue to own the stock because we believe Kinsale has a long runway for growth in an attractive segment of the insurance market.

Floor & Decor Holdings Inc., a hard-surface flooring retailer, outperformed during the quarter when it reported better-than-feared earnings and investor sentiment improved with regard to the retail sector. Floor & Decor made significant progress in its COVID-19 recovery efforts. All of Floor & Decor's stores were open by early June and its professional customers were busy again with backlogs that were starting to rebuild. We are excited about Floor & Decor's long-term opportunity. We expect the company to emerge from the pandemic stronger and in a better competitive position as a result of many competitors going out of business. It is our belief that the company will pick up significant market share over the next few years. Lastly, Floor & Decor is still early in its store growth (it has 123 stores today versus a 450 store opportunity), so we still believe there is a long runway of growth ahead of us.

Emergent BioSolutions Inc. is a pharmaceutical company that provides vaccines and post-exposure treatments for extreme pathogens, including anthrax and smallpox. Emergent has a solid recurring revenue stream supplying the U.S. with its stockpile of anthrax and smallpox vaccines. It is one of the very few companies in the world qualified to produce these drugs. Over the past couple of years, management has done a good job of focusing the company by spinning off its cancer therapeutics division and adding additional pathogen-related assets through acquisition (including traveler vaccines and opioid overdose recovery products). But, the "stealth" project for the company that has really started to pay off has been its investment in contract development and manufacturing operations ("CDMO"). The company's CDMO capacity is unique in that it has qualified facilities that can handle extremely dangerous pathogens such as COVID-19. During the quarter, Emergent was awarded numerous contracts from drug companies (Johnson & Johnson, Novavax, Vaxart, and AstraZeneca) and the U.S. Government (BARDA for Operation Warp Speed candidates), to help develop, and then ultimately provide, volume production of COVID-19 vaccines. We believe that Emergent will benefit for years from COVID-19 programs, and will grow other CDMO and product revenues as well. We are still excited about the company's long-term prospects.

DraftKings, Inc., an online platform provider for i-gaming and online sports betting, benefited from investor enthusiasm for companies with exposure to online sports betting. In the quarter, the stock increased as investors rewarded the company for its strong market share in legalized states as well as the amount of cash on its balance sheet post its recent equity raise. We believe the company will use its cash proactively to take further share through increased marketing in newly opened states and the acquisition of new content that the company believes will make customers more loyal to the platform. The pandemic has also benefited DraftKings as it has increased many state budget deficits which is forcing them to look for new ways to generate tax revenue, including legalizing sports betting.

Table III.

Top detractors from performance for the quarter ended June 30, 2020

	Percent Impact
Inogen, Inc.	-0.94%
AxoGen, Inc.	-0.26
Helios Technologies, Inc.	-0.24
ViewRay Incorporated	-0.16
Rexford Industrial Realty, Inc.	-0.04

It is not surprising that the worst performers in the portfolio were all negatively impacted by COVID-19. Some of our health care holdings were impacted by lower surgery volumes and fewer doctor visits (leading to lower prescriptions for their products). The lowered degree of economic activity impacted Industrials. And it shouldn't be surprising that restaurant-oriented stocks were hurt due to pandemic related shutdowns. We haven't lost our conviction on any of these investments however, and we believe that they will come back stronger than ever as the effects of the pandemic subside.

Inogen, Inc. manufactures and sells portable oxygen concentrators ("POCs") to patients with severe breathing disorders such as emphysema. While Inogen beat estimates for the first quarter (announced in the second quarter), it withdrew fiscal year 2020 guidance due to uncertainty related to COVID-19. The severity of the price drop in the quarter was partly due to the expectation that Inogen's product might actually benefit from the COVID-19 pandemic, while the opposite unfolded. The pandemic is causing lower volumes of patient visits to pulmonologists, and therefore fewer prescriptions are being written for the company's POCs. Additionally, CEO Scott Wilkinson announced his intention to retire by year end 2021. It has certainly been a challenging year, but the fundamental business remains strong, as does the company's competitive positioning. The launch of Inogen's new G5 POC (smaller, lighter, and quieter than the competition) is going well, and Inogen has resolved its prior component supply issues. Currently, shares are cheap and we believe that this will be a good recovery story.

AxoGen, Inc. is a provider of specialized nerve grafts created from cadaver nerves. We are confident that the company's array of products is unmatched in the industry, and that it will benefit from new uses such as breast reconstruction neurotization which enables nerve sensation after surgery. In all, AxoGen has over \$2 billion in addressable market opportunity, and we believe that the company has significant competitive advantages in clinical data and intellectual property versus its competitors. Shares were down in the quarter due to COVID-19. There were simply fewer emergency nerve repair procedures in the quarter (people that are sheltering in place have fewer traumatic injuries than normal). We believe that this is a solid recovery story as well. After quarter end, the company announced preliminary revenues for the second quarter that were much higher than consensus estimates and a \$75 million credit line agreement that will alleviate concerns that the company would need to do a dilutive equity raise. Shares have rallied post quarter end due to these factors.

Helios Technologies, Inc., a manufacturer of hydraulic and electronic control products, underperformed in the quarter as both its production facilities (located in Italy, U.S., and China) and its end markets were affected by COVID-19. We believe the slowdown in the company's business is transitory and that its business will begin to recover in the second half of the year.

The COVID-19 pandemic has hurt capital equipment providers to the health care space, and **ViewRay Incorporated** has been no exception. Hospital budgets are coming under pressure as lower procedure volume has squeezed profitability. As such, institutions have pushed out capital budget decisions until the situation becomes more clear. On May 1, the company withdrew guidance for 2020, but maintained that it will have enough cash to avoid capital raises through 2021. We are confident that ViewRay's MRI guided radiation therapy is best-in-class and provides better patient outcomes, fewer treatments, and high ROIC's to hospitals. This is a relatively small position for the Fund given the current uncertainties in the market, but we believe that this could ultimately be a positive game changer in the treatment of cancer.

PORTFOLIO STRUCTURE

Table IV.

Top 10 holdings as of June 30, 2020

	Year Acquired	Quarter End Investment Value (millions)	Percent of Net Assets
Kinsale Capital Group, Inc.	2016	\$28.7	4.0%
Floor & Decor Holdings, Inc.	2019	21.6	3.0
SiteOne Landscape Supply, Inc.	2016	21.3	2.9
Endava plc	2018	21.0	2.9
CareDx, Inc.	2018	19.6	2.7
Emergent BioSolutions Inc.	2017	18.6	2.6
Qualys, Inc.	2013	18.2	2.5
Mercury Systems, Inc.	2015	18.1	2.5
Americold Realty Trust	2018	17.1	2.3
TPI Composites, Inc.	2016	16.5	2.3

RECENT ACTIVITY

Table V.

Top net purchases for the quarter ended June 30, 2020

	Year Acquired	Quarter End Market Cap (billions)	Amount Purchased (millions)
Collier Creek Holdings	2020	\$0.8	\$14.3
American Assets Trust, Inc.	2020	1.7	8.1
The Cheesecake Factory, Inc.	2020	1.0	7.0
Advanced Energy Industries, Inc.	2019	2.6	6.4
Shift4 Payments, Inc.	2020	1.6	5.3

During the quarter, we purchased shares of **Collier Creek Holdings**, a special purpose acquisition corporation that is purchasing Utz Brands, a manufacturer and distributor of salty snack foods. Utz has a portfolio of well recognized brands (given the company has been in business for 99 years!) and we believe the Collier team, led by Roger Deromedi (formerly of Pinnacle Foods), will help Utz improve both marketing and operations, which we believe will lead to accelerating sales growth and improved margins. Even more exciting is that we expect Utz to execute the Pinnacle Foods playbook on acquisitions and therefore expect the company to use its new public currency to acquire other regional brands and distribution routes at accretive acquisition prices. Longer term we believe Utz would make a perfect bolt on acquisition for a larger food company.

Baron Discovery Fund

During the quarter, we invested in **American Assets Trust, Inc.**, a past holding in the Fund, after the stock price had been cut in half amid concerns relating to the COVID-19 pandemic. American Assets Trust is a REIT that owns an irreplaceable portfolio of office, retail, multi-family, and hotel properties, concentrated in high barrier to entry markets with favorable supply and demand characteristics in California, Oregon, Hawaii, Washington, and Texas. The company is led by founder Ernest Rady, who owns approximately one-third of the company, and whom we have known and respected for a decade. Entering 2020, management outlined a plan to grow cash flow by over 25% over the next three years, driven by long-term leases already under commitment and redevelopment projects underway. Although the COVID-19 pandemic has adversely impacted near-term cash flow (in the form of lower rent collections), we believe most of this impact will prove transitory and that the company's multi-year growth targets are still achievable. Our \$27 per share re-entry price is nearly 50% below management's prior estimate of the portfolio's net asset value (\$50 per share). As such, we see significant upside potential over the next several years from both growth and multiple expansion.

During the quarter, we initiated a position in **The Cheesecake Factory, Inc.**, an operator of casual dining restaurants. Beginning in March, the company became severely impacted by COVID-19 as all of its restaurant dining rooms were forced to close due to the lockdowns. The company quickly pivoted its operations to focus on takeout and delivery (also known as off-premise) where it was able to do almost 40% of normal restaurant sales even with zero revenue from its dining rooms (prior to COVID-19, only about 15% of unit volumes were from off-premise sales). The stock, which peaked at over \$65 three years ago, fell to the mid-teens in March, and we felt this more than reflected the negative impact to its business from dining room closures. Our investment in Cheesecake Factory will likely require patience as we do not believe the company can get back to prior volumes until there are approved therapies or vaccines for COVID-19. That said, we believe that once volumes can return to 2019 levels, the earnings power of the company is over \$2 per share and that the stock can almost double from these levels.

Advanced Energy Industries, Inc. is a pure play power conversion company that manufactures equipment used to transform, refine, and modify electrical power from a utility into controllable, usable power for semiconductor, industrial, health care, data center, and telecommunications infrastructure applications. The company recently completed a transformational acquisition to further diversify into non-semiconductor end markets, providing significant earnings growth potential through both cost synergies and revenue cross-selling opportunities. It will also be a meaningful beneficiary as the world continues building out the data economy, given its exposure to industrial "internet of things," data center investments, and 5G cellular base station rollouts. We believe the company has a long runway for growth and is undervalued relative to its longer-term earnings potential as a combined entity. We therefore took advantage of opportunities in the quarter to add to our existing position.

Shift4 Payments, Inc. provides payment processing and technology solutions that enable merchants to accept card-based payments. The company serves over 200,000 merchants of all sizes with particular expertise in the restaurant and hospitality verticals. Customers include all of the major ski resorts in the U.S. and half of the hotels on the Vegas Strip. Shift4's payment processing services are integrated with the business management software that merchants use to run their businesses. The company markets and sells its solutions through partnerships with over 7,000 independent software vendors and value-added resellers. CEO Jared Isaacman founded the company in 1999 when he was only 16 years old.

Like most payment processing companies, Shift4 benefits from the ongoing shift from cash to electronic payments and enjoys an attractive recurring revenue business model with healthy margins and low capital intensity. The company has an idiosyncratic growth opportunity by migrating its gateway-only merchants (which collectively represent almost 90% of total payment volume) to a full end-to-end payments offering, resulting in a 4 times increase in gross profit and higher retention rates. Shift4 participates in the growth of its existing merchant base and should add new merchants through its diversified network of software partners. The company also has a successful track record of M&A, which we believe will continue, particularly given its lower financial leverage profile since the IPO. While the COVID-19 pandemic will slow the business this year, management targets 12% to 15% revenue growth and EBITDA margin expansion to over 40% over the long term. We are encouraged by founder/CEO Jared Isaacman's long tenure and his continued vote of confidence in the business through his personal investment of \$100 million in the IPO.

CryoPort, Inc. provides cryogenic shipping solutions, or transport at extremely low temperatures below 150 degrees Celsius, to preserve high value biological samples like cell and gene therapies. The company supports 465 clinical trials in total with 62 of these in Phase 3, and we believe the company will see continued growth as more products become commercialized from the trial pipeline. On top of the robust packaging and tracking technology and a proprietary cloud-based portal for condition monitoring, CryoPort enjoys a competitive advantage by being embedded into the clinical trial protocols and regulatory filings of its biopharmaceutical customers. This makes using CryoPort's solutions sticky during existing trials and for commercial products. For new trials or when transitioning into commercialization, we believe biopharmaceutical companies are less inclined to find a new provider if they already have a validated process and the cost of CryoPort's services is only a small fraction of the drug price. In summary, we think CryoPort's first mover advantage in achieving rigorous, validated quality control of shipment conditions, coupled with biopharmaceutical risk aversion and the high value/cost ratio for CryoPort's services, should continue to protect CryoPort's competitive moat. We see a potential market opportunity of \$870 million (versus a 2019 base of \$34 million) for commercial shipment revenues just from current drug trials in progress globally in regenerative medicine, which we believe will support significant growth for CryoPort for the next three to five years.

Inari Medical, Inc. offers catheter-based devices to remove clots caused by venous thromboembolism ("VTE"). VTE is a disease state that manifests as deep vein thrombosis, in which a clot cuts off blood flow in a deep vein (usually in the leg), and as pulmonary embolism, when the clot in the leg breaks off and circulates to lodge in the blood vessels that supply the lungs. VTE is the third most common vascular condition in the U.S. after heart attacks and strokes, and if left untreated, can be fatal. Inari's devices are differentiated in that they are specially tailored to venous biology and effectively remove clots without the side effects of alternatives like thrombolytic drugs (blood thinners), which can cause severe bleeding. The company also has a unique and efficient salesforce structure with no clinical specialists, which we think should drive best-in-class annual productivity. The addressable market opportunity for Inari is around \$3.6 billion-\$3.7 billion and is still significantly underpenetrated. Of this addressable opportunity, about \$3 billion can come from patients who currently are conservatively managed with just anticoagulants—these drugs can prevent further blood clots but do not effectively break down existing clots. The VTE treatment space is still in the very early days of converting to device-based interventional measures, and we believe Inari is well positioned to benefit from this secular trend.

Table VI.
Top net sales for the quarter ended June 30, 2020

	Year Acquired	Market Cap When Acquired (billions)	Quarter End Market Cap When Sold (billions)	Amount Sold (millions)
Red Rock Resorts, Inc.	2016	\$2.6	\$ 1.1	\$5.5
Emergent BioSolutions Inc.	2017	1.9	4.1	4.7
DraftKings, Inc.	2020	0.5	11.7	4.0
Penn National Gaming, Inc.	2020	3.6	4.2	3.8
Everbridge, Inc.	2020	3.0	4.8	2.7

We sold our position in **Red Rock Resorts, Inc.** as we wanted to reallocate that capital towards gaming investments that can benefit from online sports betting (which are not as impacted by COVID-19) as opposed to gaming investments that owned only land-based casinos.

We trimmed some of our position in **Emergent BioSolutions Inc.** (at over \$90 per share) after shares rallied in the second quarter on COVID-19 vaccine contract news. Subsequently, shares dropped to the high \$60's after a trial court ruling found that a competitor could launch a non-infringing generic version of Emergent's opioid rescue medication. This is still on appeal, and we thought the sell-off was overdone. Shares have subsequently rallied back to over \$80, and we still like the long-term prospects from these levels given our current position size.

We also sold a portion of our **DraftKings, Inc.** position when that company's market cap had grown to \$13.6 billion where we typically begin to sell investments in order to reallocate capital to smaller market cap

companies. Nevertheless, we are still positive on the future potential for DraftKings and on the U.S. sports-betting market generally.

We trimmed our position in **Penn National Gaming, Inc.** as the stock had achieved our short-term price target. We still remain big believers in Penn's long-term opportunity and continue to maintain a smaller-sized position in the company.

We sold a small amount of our position in **Everbridge, Inc.** when it briefly reached our near-term price target.

OUTLOOK

As always, we are on the lookout for terrific new ideas for the portfolio. We've been finding many interesting new ideas that we will describe next quarter. And our analysts have been very busy pulling us into video meetings with management teams relating to our current holdings as well as potential new investments. The world has been knocked down by COVID-19, but it has not been knocked out. And the U.S. economy feels like it is making a valiant return. We will strive as always to invest in the most exciting, highest quality small-cap growth companies out there. We are grateful that you have chosen to join us on our journey.

Randy Gwartzman & Laird Bieger
 Portfolio Managers

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 Adviser believes that there is more potential for capital appreciation in smaller companies, but there also may be more risk. Specific risks associated with investing in smaller companies include that the securities may be thinly traded and they may be more difficult to sell during market downturns. The Fund may not achieve its objectives. Portfolio holdings are subject to change. Current and future portfolio holdings are subject to risk.

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