

DEAR BARON SMALL CAP FUND SHAREHOLDER:

PERFORMANCE

Baron Small Cap Fund (the "Fund") appreciated 14.94% (Institutional Shares) in the third quarter of 2020. We greatly outperformed Russell 2000 Growth Index (the "Index") which was up 7.16%, and the S&P 500 Index, which was up 8.93%. Year-to-date, the Fund is doing very well, on both an absolute and relative basis. The Fund is up 19.64% for the first nine months of the year, while the Russell 2000 Growth Index is up 3.88% and the S&P 500 Index is up 5.57%.

The Fund has generated strong excess returns over all relevant periods, especially over the last one, three, and five years, and since inception.

Table I.  
Performance

Annualized for periods ended September 30, 2020

	Baron Small Cap Fund Retail Shares <sup>1,2</sup>	Baron Small Cap Fund Institutional Shares <sup>1,2,3</sup>	Russell 2000 Growth Index <sup>1</sup>	S&P 500 Index <sup>1</sup>
Three Months <sup>4</sup>	14.88%	14.94%	7.16%	8.93%
Nine Months <sup>4</sup>	19.41%	19.64%	3.88%	5.57%
One Year	30.60%	30.96%	15.71%	15.15%
Three Years	16.09%	16.40%	8.18%	12.28%
Five Years	16.68%	16.99%	11.42%	14.15%
Ten Years	13.81%	14.11%	12.34%	13.74%
Fifteen Years	9.93%	10.15%	8.90%	9.19%
Since Inception (September 30, 1997)	10.70%	10.84%	6.31%	7.68%

U.S. equities continued their rebound in the third quarter, driven by upbeat economic data, low interest rates, good earnings reports, and medical progress against the Coronavirus. The S&P 500 Index hit record highs in September, driven by Information Technology ("IT") stocks whose businesses have benefited from the current environment. However, markets reversed in September, as many of the leading stocks gave up gains and COVID cases increased in the U.S. and Europe.

The U.S. economy continued to show good momentum. GDP is projected to increase by more than 30% in the third quarter, after falling 30% in the



CLIFF GREENBERG

PORTFOLIO MANAGER

Retail Shares: BSCFX  
Institutional Shares: BSFIX  
R6 Shares: BSCUX

prior quarter, which is just crazy. Consumer and business confidence have improved significantly. Retail sales are back to peak levels, though much of consumer spending has moved online. Auto sales, which fell by half, are almost all the way back to pre-COVID levels. Housing starts, driven by low interest rates and a migration to the suburbs, are fast approaching pre-COVID highs. We expect solid growth in the fourth quarter as well, but we see the pace of improvement slowing. The latest jobs report was soft, which is a good indicator of the slowing pace of economic improvement.

Massive global QE has led to extremely low interest rates, which the Federal Reserve has said will stay "lower for longer." Extraordinary government transfers have supported the economy. However, many of the programs have expired and passing additional fiscal stimulus has become mired in the ugly political mess surrounding the upcoming Presidential election...which probably is the primary reason things seem to be slowing down. Developments on the health care front are encouraging. The data from many trials of therapeutics look quite good, and it appears that several vaccines are likely to be approved and available next year.

Performance listed in the above table is net of annual operating expenses. Annual expense ratio for the Retail Shares and Institutional Shares as of September 30, 2019 was 1.31% and 1.05%, 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. 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](http://www.BaronFunds.com) or call 1-800-99BARON.

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 Performance for the Institutional Shares prior to May 29, 2009 is based on the performance of the Retail Shares, which have a distribution fee. The Institutional Shares do not have a distribution fee. If the annual returns for the Institutional Shares prior to May 29, 2009 did not reflect this fee, the returns would be higher.

4 Not annualized.



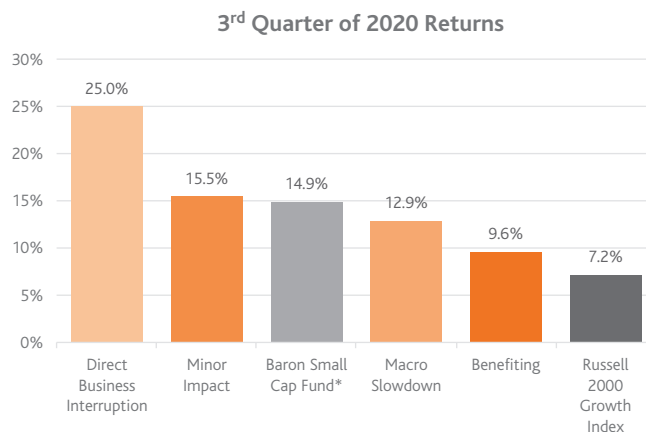
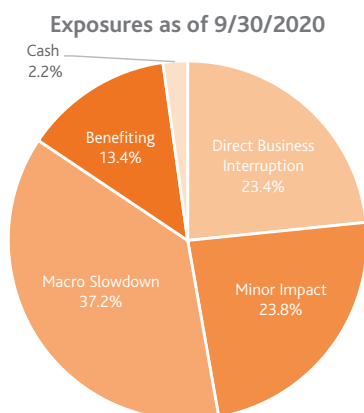
# Baron Small Cap Fund

Small-cap stocks performed well as a group but underperformed the general market. Market leadership changed this quarter. Some of the sectors that did the worst earlier in the year, notably Consumer Discretionary and Industrials, performed the best this quarter, while IT and Health Care stocks lagged. We saw similar trends in our Fund, as our best returns were in stocks that we have characterized as having suffered "direct business interruption" from COVID, and our lowest returns were from those we dubbed the "beneficiaries." As the economic recovery has proceeded and gained traction, there is a light at the end of the tunnel for many businesses that suffered the most. The stocks that got battered when things fell off of a cliff are now rebounding and reflecting improvements in their prospects with many of our holdings in advantaged competitive positions for the future.

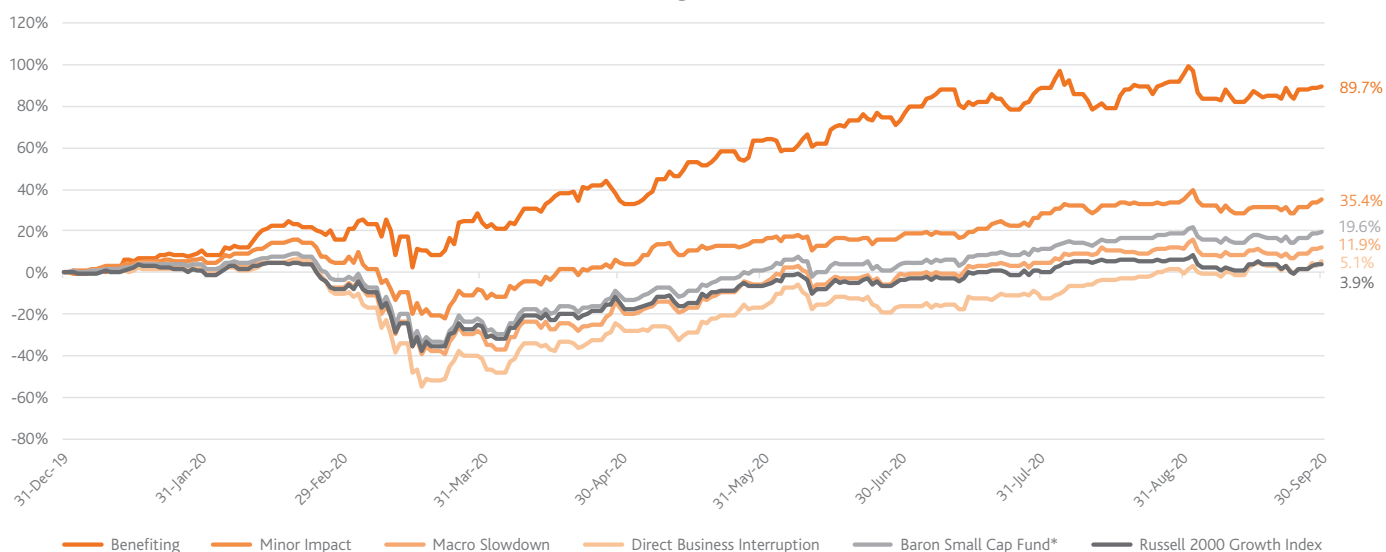
Our strong performance was broad based. We had 22 stocks that advanced over 25% in the quarter alone, many of which were our largest positions.

Only 15 of 72 stocks held were down. Our stock picking was very strong, and the key to our results. Our stocks in Consumer Discretionary, Health Care, IT, and Financials greatly outperformed the stocks within these sectors in the Index. In Consumer Discretionary, our best performers included **Installed Building Products, Inc.**, **Penn National Gaming, Inc.**, **Floor & Decor Holdings, Inc.**, **DraftKings, Inc.**, and **Bright Horizons Family Solutions, Inc.** Our Health Care medical products investments in **Silk Road Medical, Inc.**, **Axonics Modulation Technologies, Inc.**, **Inspire Medical Systems, Inc.**, and **Guardant Health, Inc.** were all up big. In IT, our large holdings in **The Trade Desk** and **Aspen Technology, Inc.** were our biggest contributors, and some new smaller positions did very well, including **Nuvei Technologies Corp.**, **Shift4 Payments, Inc.**, and **Jamf Holding Corp.** Strong performers in Financials included **BRP Group, Inc.** and **Kinsale Capital Group, Inc.** Our best Industrials stocks were **Clarivate Plc**, **Vertiv Holdings, LLC**, and **Kratos Defense & Security Solutions, Inc.**

**Table II.**  
Exposures and Returns by COVID-19 Impact Type



**Baron Small Cap Fund Cumulative Returns by COVID-19 Impact Type vs. Russell 2000 Growth Index**  
YTD through 9/30/2020



Sources: BAMCO, FactSet PA, and Russell, Inc. The indexes are unmanaged. An investor cannot invest directly into an index.

\* Represents the blended return of all share classes of the Fund.

When comparing the Fund to the Index, aside from strong stock selection, the fact that the Fund is overweight in the Consumer Discretionary and Industrials sectors helped our results since those sectors did well this quarter. We benefited somewhat from having larger market cap stocks than the Index (caused by our long-term holding of small-cap winners). Our "style bias," which favors high-quality companies and lower volatility stocks, worked against us this quarter.

This year we have been explaining how the performance of the Fund has been influenced by how the pandemic is affecting our portfolio businesses, since we have noticed that these characteristics have been the main driver of stock performance.

Our Fund is pretty balanced by COVID impact type, with investments in companies that benefited from COVID (13.4% of the Fund, at the end of the quarter), companies that suffered direct business interruption (23.4% of the Fund) at the extremes, and also companies that were hurt by the softer economy (37.2%), and others that were only somewhat impacted (23.8%). We believe that this balanced approach has enabled the Fund to perform more consistently this year, with less volatility, and to do well in the different market conditions we have experienced. For example, the Fund was up on an absolute basis and gained ground on a relative basis in September when the market declined. Though many high-flyers sold off, we benefited from good performance of our "direct interrupted businesses." Still, year-to-date, our best performers have been our "beneficiaries" and our companies that were not so impacted, as one might expect, since the economic impact of COVID has been so dramatic. The ebbs and flows of this are illustrated by the chart above.

We did notice that, in this quarter, specific developments and financial results of our holdings did have a meaningful impact on the performance of the stocks we hold, as is usually the case. We take this as a sign the market is behaving more rationally, with less volatility caused by macro factors and emotions. We will revert to discussing the Fund's performance by focusing on these developments.

**Table III.**  
Top contributors to performance for the quarter ended September 30, 2020

	Percent Impact
Installed Building Products, Inc.	1.39%
Penn National Gaming, Inc.	1.23
Clarivate Plc	0.89
Floor & Decor Holdings, Inc.	0.85
The Trade Desk	0.74

**Installed Building Products, Inc.**, the leading national installation contractor to the housing industry, reported terrific results and a positive outlook. EBITDA grew 30% from terrific incremental margins. Its commercial operations have turned the corner. The company restarted its acquisition program, which management had put on hiatus until the economic picture became clearer. They announced an acquisition in complementary products and reported that they have a robust pipeline of strategic and accretive targets in both their residential and commercial segments. The housing markets remain very strong, and with interest rates low and builders active, we see a favorable environment for the company to continue to grow organically and execute on its strategy to more than double the size of the business over time.

Shares of regional casino company **Penn National Gaming, Inc.** surged in the quarter based on excitement over the company's acquisition of Barstool

Sports and the launch of its Sportsbook app. Sports betting and "iGaming" are going to be enormous businesses, and Penn/Barstool are positioned to be a major player. Management has laid out why they believe they can garner a 10% market share, earn industry-leading margins (since they own the necessary gaming licensees outright), and ultimately earn \$700 million in EBITDA, which would be worth significantly more than the core regional casino operations. The company reported strong results at its casinos, with revenues rebounding and margins expanding, as the company emerges from COVID as a more efficient operator. Management also explained that their clientele is broadening and getting younger, trends that will probably continue and increase as the Barstool brand is integrated into the regional casinos. This bodes well for growth in the base business and for a higher valuation put on those profits.

**Clarivate Plc**, a provider of IP and scientific information, tools, and services, popped after reporting a large and exciting acquisition and solid quarterly results. Clarivate is acquiring CPA Global, a provider of similar IP solutions to the legal market, in an all stock deal where CPA shareholders will get shares equal to about one-third of the shares of the combined companies. We believe the acquisition makes great strategic sense and will be highly accretive, especially after expected cost synergies and tax savings are realized. The business is performing as hoped, with organic growth rates accelerating, margins expanding, and renewal rates rising. We believe the company is attractive on both a free cash flow per share and an EBITDA multiple basis based on our assumptions of the future performance of the base business and the acquisition.

**Floor & Decor Holdings, Inc.**, the specialty retailer of hard-surface flooring, announced that sales trends improved dramatically as the quarter proceeded. Same-store sales were down 51% in April but have increased sequentially and were up 16% in July. The strong results stem from a supportive home improvements backdrop, a resilient "pro" channel because of the strong housing starts, and the company's strong execution, which are leading to market share gains. The company also announced that it will begin to open more stores with plans to return to their 20% per year unit growth in 2021. The company has a long runway for growth, and we believe margins will expand in conjunction, therefore we project continued strong compounding growth.

**Table IV.**  
Top detractors from performance for the quarter ended September 30, 2020

	Percent Impact
WEX Inc.	-0.24%
HealthEquity, Inc.	-0.19
Guidewire Software, Inc.	-0.18
Ollie's Bargain Outlet Holdings, Inc.	-0.15
Repay Holdings Corporation	-0.10

**WEX Inc.**, the global payments company serving the fleet, travel, and health industries, reported mixed results. The company is in harm's way of COVID, and its fleet and travel segments reported revenue declines of 24% and 40%, respectively. Trends in those sectors are improving, but the end-markets are still stressed and will take time to rebound. WEX announced a \$400 million private placement to fortify its balance sheet in uncertain times to a sophisticated investor at a price higher than where the stock is now trading. The dispute over its possible acquisition of eNett is still outstanding. We believe the company is now well capitalized and figure that the company is trading about just over 10 times pre-COVID earnings, which we believe will ultimately be surpassed.

# Baron Small Cap Fund

**HealthEquity, Inc.** is a leading administrator of health savings accounts (“HSA”) and other employee benefits. Results during the pandemic have been negatively affected by lower interest rates (which reduce the company’s earnings on client asset balances), declines in commuter revenues as more client employees work from home, and reduced spending due to lower utilization of health care. Although the company faces near-term headwinds, we think that the secular trend towards greater consumer responsibility in managing health care costs will drive continued growth of HSAs and lead to much higher earnings for HealthEquity. We also believe that the recent acquisition of WageWorks will prove to be very wise. Management recently raised cost synergy targets and favorable new sales trends for the acquisition.

**Guidewire Software, Inc.**, the P&C insurance software vendor, fell in the quarter as the company reported revenue guidance for fiscal 2021 that was below consensus and as a smaller competitor came public and stole some of the spotlight. Guidewire is transitioning its business model from selling its software to insurers on premise to delivery through the cloud. We have seen this in many other industry verticals and believe this will be embraced by the industry and great for the leading vendor. However, in the midst of the cloud conversion, sales cycles get prolonged and financial results get obscured. We are encouraged by booking activity and the new generation of the software, which gives us confidence that Guidewire will emerge with much increased recurring revenues and free cash flow, which would lead to a significantly higher stock price in time.

Shares of closeout retailer **Ollie’s Bargain Outlet Holdings, Inc.** gave up some gains this quarter, after big year-to-date increases. Same-store sales were up a remarkable 43% in the second quarter but have now moderated to mid-teens growth as we expected. We retain conviction that Ollie’s will continue to meaningfully benefit from the pandemic-driven retail disruption, as high levels of order cancellations and overstocks by other retailers provide desirable merchandise for Ollie’s. “Ollie’s Army” continues to grow in active members, indicating more consumers are appreciating the companies differentiated concept of offering drastically reduced prices, or as they call it “great stuff cheap.”

## PORTFOLIO STRUCTURE & RECENT ACTIVITY

As of September 30, 2020, the Fund had \$4.5 billion under management. The top 10 holdings made up 28.8% of the Fund’s net assets. We owned 70 stocks, plus some warrants.

**Table V.**  
Top 10 holdings as of September 30, 2020

	Year Acquired	Quarter End Investment Value (millions)	Percent of Net Assets
Installed Building Products, Inc.	2017	\$170.4	3.8%
Floor & Decor Holdings, Inc.	2017	130.9	2.9
Guidewire Software, Inc.	2012	127.7	2.9
Gartner, Inc.	2007	125.0	2.8
The Trade Desk	2017	124.5	2.8
SBA Communications Corp.	2004	124.2	2.8
Clarivate Plc	2019	124.0	2.8
SiteOne Landscape Supply, Inc.	2016	122.0	2.7
Vertiv Holdings, LLC	2020	121.2	2.7
ICON Plc	2013	114.7	2.6

As has been the case for some time now, our largest concentration of holdings is in IT (23.2% of net assets), Industrials (20.6%), Health Care (17.6%), and Consumer Discretionary (17.6%). Compared to the Russell 2000 Growth Index, we are overweight in IT, Industrials, Consumer Discretionary, and underweight in Health Care. We are less overweight in IT than in the past, as we have been trimming our holdings in that sector into strength. We are overweight in Industrials, but that is not a reflection of our view on economic growth, it is just that we own a plethora of secular growers that we believe are special companies, which happen to be classified as Industrials. Our underweight in Health Care is significant, because we do not invest in biotechnology stocks, which made up 17% of the Index on average during the quarter. As we have discussed in the past, we view most of them as too unseasoned and speculative.

We have been a little more active in managing the Fund this year, because of the major disruption COVID caused to the business environment for some of our holdings and, because of the opportunities it has created for other holdings. We were most active earlier in the year, as we pruned the portfolio of companies that we were less comfortable with because of concerns about the balance sheets, growth prospects, or valuation of some of our holdings. As the year has progressed, we have added more new names and trimmed more of our holdings as they have appreciated. Also, the characteristics of our activity have evolved as the year has progressed. Earlier in the year we were selling our economically sensitive businesses, often after their stock prices had bounced off lows. We were adding to stocks that were directly impacted when we thought they were oversold. Lately, as the market has risen, we have been trimming our “beneficiaries” as their stocks are now more highly valued. We have been adding new names mostly in the “minor impact” category. All in all, our one-year turnover is only 17%, which is still really low compared to most other small-cap growth funds. We remain consistent in our approach to identify and invest in special small companies and own the ones that that we believe are destined for long-term success, for the long term.

As always, we are mindful of the market cap of the Fund. We buy small caps and trim our larger-cap holdings. In the third quarter, the weighted average market cap of our new purchases was \$1.0 billion, which is a little less than typical (it is normally \$1.5 billion to \$2.0 billion). The weighted average market cap of the stocks we sold was \$18.9 billion. Year-to-date, the weighted average market cap of our buys and sales was \$1.8 billion and \$13.5 billion, respectively.

**Table VI.**  
Top net purchases for the quarter ended September 30, 2020

	Year Acquired	Quarter End Market Cap (billions)	Amount Purchased (millions)
FinTech Acquisition Corp. III	2020	\$0.5	\$26.0
Nuvei Technologies Corp.	2020	5.5	20.8
UTZ Brands, Inc.	2020	1.1	12.9
Jamf Holding Corp.	2020	4.4	9.0
Kratos Defense & Security Solutions, Inc.	2020	2.4	5.3

Before we discuss some of the specifics of our new investments for the quarter, I would like to share some perspective on Special Purpose Acquisition Companies (“SPACs”)—a hot topic, since they are all the rage—and how we are involved.



We have been focused on investing in SPACs for the last couple of years. SPACs are blind pools of capital raised by capable sponsors who purchase a private business as an alternative way for the private company to become public. It used to be very flaky, in that modest amounts were raised to buy small companies and there was significant dilution caused by the sponsor economics. Over time, all of that has changed. Now, well-known and respected investors and investment firms are raising large pools of money, are acquiring high-quality businesses, and the terms to investors are palatable. We have experience and a good reputation in the space because of our focus and presence anchoring many deals, and from our well-known and well-earned reputation as sophisticated, long-term institutional investors in high-quality companies. This reputation makes us desired participants in these deals and provides us with the opportunity to evaluate the best ones.

We like investing in SPACs and associated PIPEs, which are additional financings done to close the transactions, for lots of reasons. We do not invest until a target company is in hand, since we are primarily investing in a target that fits our investment criteria, not a blind pool. Once the target is identified and we put the SPAC on our restricted list, we standardly have great access-to the management of the company to be acquired, to the impressions of the sponsor and the seller, and to customers and industry players – to perform extensive due diligence and decide if we would like to invest. We also have the opportunity to invest significant amounts of capital up front that we would not be able to in an IPO, at what we think is a favorable entry price. We believe that our crack research professionals are well qualified to assess these opportunities with great depth and expertise.

Since January 1, 2019, the Fund has invested \$296 million in nine SPACs. As of September 30, 2020, the value of those investments was \$542 million. Our annualized return was 102%, which is pretty cool!! These stocks now make up about 12% of the Fund. We have had a handful of home runs, such as **Clarivate Plc**, **Repay Holdings Corporation**, **Vertiv Holdings, LLC**, **UTZ Brands, Inc.**, and **DraftKings, Inc.** We are actively researching many new opportunities, and I believe we will buy more SPACs in the future, hopefully with the same success as we have had so far.

We initiated a position in **FinTech Acquisition Corp. III** on the announcement of its acquisition of Paya, a leading integrated payments company, processing over \$30 billion for over 100,000 customers. Paya partners with software providers to deliver tailored, mission critical payments solutions to business customers in attractive middle market verticals, such as B2B goods and services, health care, non-profit, faith-based, government, utilities, and education verticals. Paya focuses on these high-growth, non-cyclical end-markets where electronic payments acceptance is under-penetrated and where Paya has developed differentiated, purpose-built product and software partnerships. Paya’s volume in card-not-present transactions (online) is 85%, a positive as payments continue to move away from cash/check and become less susceptible to COVID. Paya’s platform combines payments plus software embedded into customers’ core business operations, resulting in low attrition rates (around 8%), and high margins.

Paya has a large embedded white space opportunity from monetizing the installed base of its existing partnerships, in which integrated payments averages only 20% to 25%. The company can also grow by driving new software partnerships in core verticals, where only 30% to 40% have an integrated payment solution, expand into attractive adjacencies, and upsell value-added services. The company expects (with high visibility) to grow

revenues 16% and EBITDA 25% next year, driven by expansion of its business with current partners and large wins. To supplement organic growth, Paya has a proven platform for M&A execution and integration, accelerating revenue growth of two recent strategic acquisitions from about 20% to over 35%.

We invested in **Nuvei Technologies Corp.** as part of its September IPO. Nuvei (“new way forward”) is a Canadian-based payment processor that primarily serves online merchants around the world. Through a single integration, Nuvei makes it simple for merchants and partners to accept payments in 200 markets, 150 currencies, and 450 payment methods. Nuvei leads with technology to differentiate itself through expertise in highly regulated verticals, such as regulated online gaming, social gaming, online retail, online marketplaces, regulated financial services, and by providing a comprehensive payment solution across countries and commerce channels that removes the need for multiple vendors.

Most of Nuvei’s business comes from e-commerce, which is the fastest growing and most lucrative area of payment processing. Global online purchase volume is expected to grow 13% annually and exceed \$6 trillion by 2024. We expect Nuvei to grow faster than the e-commerce market by increasing wallet share with existing customers, cross-selling new products, winning new customers with the doubling of its direct sales force, and expanding its geographic footprint. Nuvei has grown revenues at a 19% CAGR since 2018, and it should benefit from the ongoing legalization of online gaming and sports-betting worldwide due to its first-mover advantage in these complex verticals. Nuvei has a successful track record of M&A that we expect will continue now that leverage has been reduced to under one times debt to cash flow following the company’s IPO. Founder-CEO Phil Fayer is growth oriented and has significant skin in the game with his 27% ownership stake in the company. We expect the company will meet or exceed management’s financial targets of high-teens revenue growth and over 40% EBITDA margins.

**Table VII.**  
Top net sales for the quarter ended September 30, 2020

	Year Acquired	Market Cap When Acquired (billions)	Quarter End Market Cap (billions)	Amount Sold (millions)
Teladoc Health, Inc.	2017	\$1.8	\$18.2	\$59.8
DexCom, Inc.	2012	1.0	39.5	23.0
Floor & Decor Holdings, Inc.	2017	3.0	7.8	17.2
The Trade Desk	2017	1.7	24.3	16.5
Wix.com Ltd.	2017	2.2	14.0	14.4

This quarter we did not exit any holdings but did trim many of our best performers and/or largest market capitalization holdings. **Teladoc Health, Inc.** is our top performing contributor for the year, and now trades at a high multiple. They announced a large merger in the quarter that will almost double its market cap. We trimmed.

**Wix.com Ltd.**, **The Trade Desk**, and **DexCom, Inc.** are our next three best contributors this year. They also are trading at higher valuations and have larger market caps. We trimmed them as well. We sold some **Floor & Decor Holdings, Inc.** to manage its position size in the portfolio. We sold some **Fiverr International Ltd.**, a recent purchase, when its stock quickly doubled from our purchase price.

# Baron Small Cap Fund

## OUTLOOK

---

The market remains strong as we write this report. Business is good; very good for some companies who have benefited from the digital economy and the acceleration of those trends. Interest rates are very low, which is good for the valuation of stocks and for the relative attractiveness of stocks versus bonds and other alternatives. It seems like it is just a matter of time until there are therapeutics and vaccines available to address the scourge of COVID-19. We are keeping our fingers crossed.

There are some significant concerns to reckon with. The election is less than a month away, and the political environment is as contentious as it has been in my lifetime. There will likely be a lot of shenanigans between now and then and there are clouds hanging over the prospect of a peaceful transfer of power. Economic policy would change if the Democrats win, which could alter the economic outlook and investor sentiment. As we enter the fall, COVID cases are on the rise, which is beginning to weigh on the employment picture. It is uncertain if additional fiscal stimulus to address the concerns will be implemented. And stock multiples are extended.

We will maintain our approach of investing for the long term in special, well-run, small-growth companies that we believe are reasonably valued and have great futures, that we believe will offer strong compounding returns over time. Though we are tuned in to potential changes in the macro

environment, our focus remains on understanding the competitive positioning and growth prospects of our individual holdings, as that is what is most important and drives our performance. I would like to commend the excellent research team at Baron for identifying such businesses for the Fund and the other funds at Baron and compliment assistant portfolio manager, David Goldsmith, for his stellar work in helping to oversee the Fund.

I thank you, my fellow shareholders, for your confidence in us and your investment in the Fund.

I will miss seeing many of you at our annual meeting this fall, which has always been such a treat.

Stay well. I hope to be with you and my fellow "Baronites" soon.



Cliff Greenberg  
Portfolio Manager

---

*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](http://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.

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 manager 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 Small Cap Fund by anyone in any jurisdiction where it would be unlawful under the laws of that jurisdiction to make such offer or solicitation.

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