

B. Riley Diversified Equity Fund

PROSPECTUS

July 16, 2018

**INVESTOR CLASS Shares (Ticker: BRDRX)
INSTITUTIONAL CLASS Shares (Ticker: BRDZX)
CLASS A Shares (Ticker: BRDAX)
CLASS C Shares (Ticker: BRDCX)**

8730 Stony Point Parkway, Suite 205
Richmond, Virginia 23235

This prospectus describes the B. Riley Diversified Equity Fund. The Fund is authorized to offer four classes of shares – Investor Class Shares, Institutional Class Shares, Class A Shares, and Class C Shares.

The U.S. Securities and Exchange Commission has not approved or disapproved these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

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FUND SUMMARY

Investment Objective

The B. Riley Diversified Equity Fund (the “Fund”) seeks to achieve capital appreciation.

Fees and Expenses of the Fund

This table describes the fees and expenses that you may pay if you buy and hold shares of the Fund. You may qualify for sales charge discounts if you or your family invest, or agree to invest in the future, at least \$1 million in the Fund. More information about these and other discounts is available from your financial professional and in the section titled “Distribution Arrangements” at page 23 of the Prospectus and the section titled “Additional Information about Purchases and Sales” at page 25 of the Statement of Additional Information.

Shareholder Fees (fees paid directly from your investment)	Investor Class Shares	Institutional Class Shares	Class A Shares	Class C Shares
Maximum sales charge (load) imposed on purchases (as a percentage of offering price)	None	None	5.75% ⁽¹⁾	None
Maximum deferred sales charges (load) (as a percentage of the NAV at time of purchase)	None	None	None	1.00%
Redemption Fee	None	None	None	None
Exchange Fee	None	None	None	None
Annual Fund Operating Expenses (expenses that you pay each year as a percentage of the value of your investment)				
Management Fee	1.25%	1.25%	1.25%	1.25%
Distribution (12b-1) and Service Fees	0.25%	None	0.25%	1.00%
Other Expenses	1.38%	1.32%	1.38%	1.38%
Shareholder Services Plan	0.25%	0.07%	0.25%	0.25%
Total Annual Fund Operating Expenses	3.13%	2.64%	3.13%	3.88%
Fee Waiver and/or Expense Reimbursement ⁽²⁾	(1.63%)	(1.39%)	(1.63%)	(1.63%)
Total Annual Fund Operating Expenses (After Fee Waiver and/or Expense Reimbursement) ⁽²⁾	1.50%	1.25%	1.50%	2.25%

(1) Investments of \$1 million or more are not subject to a front-end sales charge but generally will be subject to a contingent deferred sales charge (“CDSC”) of 1.00% if redeemed within one year from the date of purchase.

(2) B. Riley Asset Management, a division of B. Riley Capital Management, LLC (the “Adviser”) has entered into a written expense limitation agreement under which it has agreed to limit the total expenses of the Fund (exclusive of interest,

distribution fees pursuant to Rule 12b-1 Plans, taxes, acquired fund fees and expenses, brokerage commissions, extraordinary expenses and dividend expense on short sales) to an annual rate of 1.25% of the average daily net assets of the Fund. The Adviser may not terminate this expense limitation agreement prior to April 30, 2020. Each waiver and/or reimbursement of an expense by the Adviser is subject to repayment by the Fund within three years following the date such waiver and/or reimbursement was made, provided that the Fund is able to make the repayment without exceeding the expense limitation in place at the time of the waiver or reimbursement and at the time the waiver or reimbursement is recouped.

Example

This example is intended to help you compare the cost of investing in the Fund with the cost of investing in other mutual funds. The example assumes that you invest \$10,000 in the Fund for the time periods indicated and then redeem all of your shares at the end of those periods. The example also assumes that your investment has a 5% return each year and that the Fund's operating expenses remain the same. The effect of the Adviser's agreement to waive fees and/or reimburse expenses is only reflected in the first year of each example shown below. Although your actual costs may be higher or lower, based on these assumptions your costs would be:

Share Class	1 Year	3 Years	5 Years	10 Years
Investor Class Shares	\$153	\$813	\$1,498	\$3,325
Institutional Class Shares	\$127	\$688	\$1,276	\$2,870
Class A Shares	\$719	\$1,341	\$1,987	\$3,709
Class C Shares	\$328 ⁽¹⁾	\$1,034	\$1,859	\$4,002

⁽¹⁾ If you did not redeem your shares, your cost would be \$228 for the one year period.

Portfolio Turnover

The Fund pays transaction costs, such as commissions, when it buys and sells securities (or "turns over" its portfolio). A higher portfolio turnover rate may indicate higher transaction costs and may result in higher taxes when Fund shares are held in a taxable account. These costs, which are not reflected in Total Annual Fund Operating Expenses or in the example, affect the Fund's performance. During the Fund's most recent fiscal period, the Fund's portfolio turnover rate was 199.76% of the average value of its portfolio.

Principal Investment Strategies

Under normal circumstances, the Fund will invest at least 80% of its net assets (plus any borrowings for investment purposes) in certain equity securities of U.S. companies selected by the B. Riley & Co. Research Group (the "Research Group") as "Buy" rated in the universe of securities it reviews. These equity securities will generally consist of common stocks. The list of these "Buy" rated securities is referred to as the "Buy List".

The Research Group is a division of B. Riley FBR, Inc. The Fund's investment adviser (the "Adviser") is B. Riley Asset Management, a division of B. Riley Capital Management, LLC, an affiliate of B. Riley FBR, Inc. The Buy List may be comprised of companies of any capitalization, and therefore the Fund may invest without regard to market capitalization but tends to invest in smaller companies below \$2 billion in capitalization.

Decisions on the addition or elimination of certain securities or sectors from the Fund's portfolio will be made after any changes made to the Buy List are made available to clients of the Research Group, or after a change is made to an analyst's "top picks", typically after the Research Group deems changes are needed. A listing of the securities in the Buy List as well as the published "top picks" (discussed below) are available upon request.

The Fund will generally hold between 25-50 securities represented in the Buy List that represent the affiliated Research Group's analysts' "top picks" (i.e., typically each analyst's top favored securities among those securities on the Buy List) from the Buy List. The Fund may also hold securities included in the list of "top picks" that is not made available to clients of the Research Group. The "top picks" consist of companies identified through fundamental research that are under-followed or misunderstood by Wall Street and believed to be undervalued. In making decisions of which securities are most appropriate for the Fund, the Adviser will take into consideration current market conditions, but it will give significant weight to its subjective assessment of the Research Group's assessment of the securities represented in the Buy List, with a particular focus on those deemed to be the "top picks." The Adviser may make changes in the Fund's portfolio holdings when there is a relevant rating change made by the Research Group, when the "top picks" of the Research Group change, or when the Adviser based on subjective factors deems it appropriate. The Adviser has discretion to make independent determinations about portfolio holdings.

At times, the Buy List may be comprised of companies that reflect a focus in a particular sector or sectors. As the group of companies that are analyzed by the Research Group changes over time, which changes may be attributable to factors such as the markets, economies or even the personnel composition of the Research Group, the sectors in which the Research Group incidentally focuses may also change – in turn, the focus, as reflected in the Fund's portfolio holdings, on any particular sector also may change.

Principal Risks

Risks of Investing in Common Stocks. Overall stock market risks may affect the value of the Fund. Factors such as domestic economic growth and market conditions, interest rate levels, and political events affect the securities markets. When the value of the

Fund's investments goes down, your investment in the Fund decreases in value and you could lose money.

Risks of Investment Selection and Asset Allocation. The Fund's ability to achieve its investment objective is dependent on the Adviser's ability to identify profitable investment opportunities for the Fund. Additionally, the Fund is subject to the risk that the Adviser may allocate the Fund's assets to sectors or securities selected by the Research Group as "Buy" securities that do not perform as well as other sectors or securities.

Sector Risk. Sector risk is the possibility that all stocks within the same group of industries will decline in price due to sector-specific, market, or economic developments. The Fund may be overweight in certain sector or sectors at various times.

Risks of Small and Mid Capitalization Companies. The Fund may invest in the securities of mid, small or micro capitalization companies, which may subject the Fund to additional risks. The earnings and prospects of these companies are more volatile than larger companies. These companies may have limited product lines and markets, more volatile market prices, less capital, a shorter history of operations, less experienced management, and may experience higher failure rates than do larger companies. The earnings and prospects of smaller companies are more volatile than larger companies, and smaller companies may experience higher failure rates than do larger companies. Additionally, the trading volume of securities of such companies is normally less than that of larger companies and, therefore, may disproportionately affect their market price, tending to make prices fall more in response to selling pressure than is the case with larger companies.

Portfolio Turnover Risk. The Fund's investment strategy involves active trading and will result in a high portfolio turnover rate. A high portfolio turnover can result in correspondingly greater brokerage commission expenses. A high portfolio turnover may result in the distribution to shareholders of additional capital gains for tax purposes, some of which may be taxable at ordinary income rates. These factors may negatively affect performance.

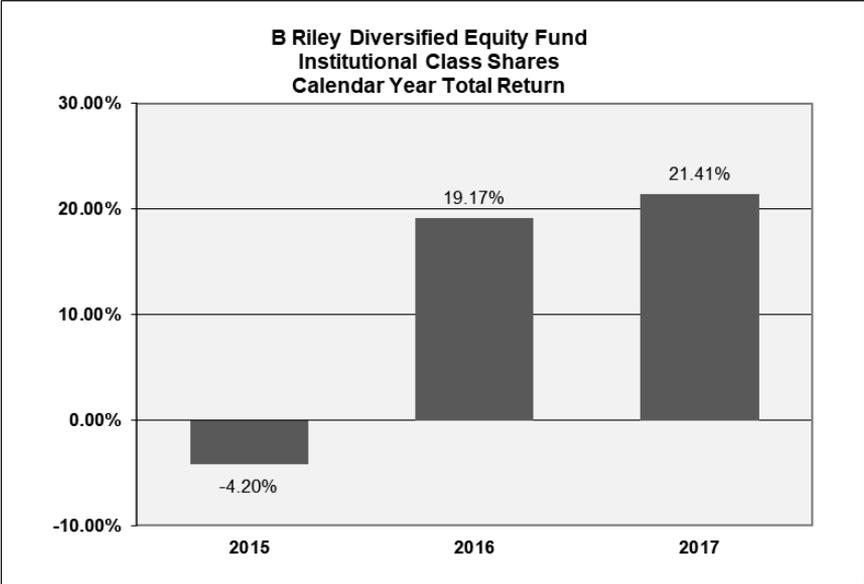
Focus Risk. While the Fund is diversified for purposes of the Investment Company Act of 1940, the Fund may, at times, hold the securities of a small number of issuers. At such times where the Fund may hold the securities of fewer issuers, the performance of these issuers could have a substantial impact on the Fund's performance.

PERFORMANCE HISTORY

The bar chart and table below provide some indication of the risks of investing in the Fund by showing changes in the Fund's performance from year to year and by showing how the Fund's average annual returns for the periods indicated compare with those of a broad measure of market performance. The Fund's past performance (before and after taxes) is not necessarily an indication of how the Fund will perform in the future. Updated performance information is available at <http://www.brileyamfunds.com> or by calling toll-free 800-673-0550.

The following bar chart shows the Fund's annual returns for the Institutional Class shares of the Fund as of December 31, 2017. The performance of the Fund's Class A shares, Class C

shares, and Investor Class shares would have been different because the expenses of the Classes differ.



During the periods shown in the bar chart, the Institutional Class Shares' highest return for a calendar quarter was 20.00% (quarter ending 9/30/2016) and the Institutional Class Shares' lowest return for a calendar quarter was (12.55%) (quarter ending 9/30/2015).

The year-to-date return for the Fund's Institutional Class shares through June 30, 2018 is 2.55%.

Average Annual Total Returns for the Period Ended December 31, 2017*

The table below shows how average annual total returns of the Fund's Institutional Class shares compared to those of the Fund's benchmark. The table also presents the impact of taxes on the Fund's Institutional Class Shares. After-tax returns are calculated using the historical highest individual federal marginal income tax rates and do not reflect the impact of state and local taxes. Actual after-tax returns depend on an investor's tax situation and may differ from those shown. After-tax returns shown are not relevant to investors who hold their Fund shares through tax-deferred arrangements, such as 401(k) plans or individual retirement accounts. After tax returns for the Class A, Class C and Investor Class Shares will differ from those of the Institutional Class Shares as the expenses of the Classes differ.

Return Before Taxes	1 Year	Since Inception
Institutional Class Shares	21.41%	9.45% (2/10/14)
Class A Shares	21.07%	10.81% (9/5/14)
Class A Shares	14.11%	8.85%

– with maximum load of 5.75%		(9/5/14)
Return After Taxes – Institutional Class Shares	1 Year	Since Inception (2/10/14)
Return After Taxes on Distributions	21.41%	9.45%
Return After Taxes on Distributions and Sale of Fund Shares	12.12%	7.45%
Russell 2000 [®] Index (reflects no deduction for fees, expenses, or taxes)	14.65%	10.42%

* The Fund's Investor Class Shares and Class C Shares were not available for purchase for the period ended December 31, 2017.

Investment Adviser

B. Riley Asset Management, a division of B. Riley Capital Management, LLC is the investment adviser to the Fund.

Portfolio Managers

Charles P. Hastings has managed the Fund since its inception in February 2014. William F. Charters has managed the Fund since May 2018.

Purchase and Sale of Fund Shares

You may purchase, redeem or exchange shares of the Fund on days when the New York Stock Exchange is open for regular trading through a financial advisor, by mail (B. Riley Diversified Equity Fund, 8730 Stony Point Parkway, Suite 205, Richmond, Virginia 23235), by wire, or by calling toll free at 1-800-673-0550. Purchases and redemptions by telephone are only permitted if you previously established this option on your account. There are no initial minimum or subsequent investment requirements.

Tax Information

The Fund's distributions will be taxed as ordinary income or capital gain, unless you are investing through a tax-deferred arrangement, such as a 401(k) plan or an individual retirement account, in which case withdrawals will be taxed.

Payments to Broker-Dealers and Other Financial Intermediaries

If you purchase shares of the Fund through a broker-dealer or other Financial Intermediary (such as a bank), the Fund and its related companies may pay the Financial Intermediary for the sale of Fund shares and related services. These payments may create a conflict of interest by influencing the broker-dealer or other Financial Intermediary and your sales person to recommend the Fund over another investment. Ask your sales person or visit your Financial Intermediary's website for more information.

ADDITIONAL INFORMATION ABOUT FUND INVESTMENTS

The Fund's investment objective is capital appreciation. The Fund's investment objective and 80% investment policy may be changed without shareholder approval upon 60 days' prior notice to shareholders.

Under normal circumstances, the Fund will invest at least 80% of its net assets (plus any borrowings for investment purposes) in certain equity securities of U.S. companies selected by the Research Group as "Buy" rated in the universe of securities it reviews. These equity securities will generally consist of common stocks. The list of these "Buy" rated securities is referred to as the "Buy List." The Research Group is a division of B. Riley FBR, Inc. The Fund's investment adviser (the "Adviser") is B. Riley Asset Management, a division of B. Riley Capital Management, LLC, an affiliate of B. Riley FBR, Inc. The Buy List may be comprised of any capitalization, and therefore the Fund may invest without regard to market capitalization but tends to invest in smaller companies below \$2 billion in capitalization. Notwithstanding the foregoing, the Adviser anticipates that the Fund will invest in companies with a range of capitalizations of \$95 million to \$16.7 billion with a focus on smaller capitalization companies.

Decisions on the addition or elimination of certain securities or sectors from the Fund's portfolio will be made after any changes made to the Buy List are made available to clients of the Research Group, or after a change is made to an analyst's "top picks", typically after the Research Group deems changes are needed. A listing of the securities in the Buy List as well as the published "top picks" are available upon request. The Fund will generally hold between 25-50 securities represented in the Buy List that represent the affiliated Research Group's analysts' "top picks" (i.e., typically each analyst's top favored securities among those securities on the Buy List) from the Buy List. The Fund may also hold securities included in the list of "top picks" that is not made available to clients of the Research Group. The "top picks" consist of companies identified through fundamental research that are under-followed or misunderstood by Wall Street and believed to be undervalued. In making decisions of which securities are most appropriate for the Fund, the Adviser will take into consideration current market conditions, but it will give significant weight to its subjective assessment of the Research Group's assessment of the securities represented in the Buy List, with a particular focus on those deemed to be the "top picks." The Adviser may make changes in the Fund's portfolio holdings when there is a relevant rating change made by the Research Group, when the "top picks" of the Research Group change, or when the Adviser based on subjective factors deems it appropriate. The Adviser has discretion to make independent determinations about portfolio holdings.

At times, the "Buy List" may be comprised of companies that reflect a focus in a particular sector or sectors. As the group of companies that are analyzed by the Research Group changes over time, which changes may be attributable to factors such as the markets, economies or even the personnel composition of the Research Group, the sectors in which the Research Group incidentally focuses may also change – in turn, the focus, as reflected in the Fund's portfolio holdings, on any particular sector also may change.

B. Riley FBR, Inc. employs analysts in its Research Group which, as of March 31, 2018, publishes research on approximately 509 companies with 341 of those companies carrying a "Buy" rating. The Fund will not hold all of the securities in the Buy List.

The Research Group has developed a selection process for the companies in which research is published. Founded in 1997, B. Riley FBR, Inc. began successfully targeting small-capitalization California-based companies, and has been recognized as providing proprietary, unbiased and often contrarian equity research coverage of companies that are underfollowed or misunderstood by Wall Street. At the time it was founded, the firm had little focus on sector and concentrated on undervalued companies and employing well respected analysts. The universe of securities reviewed by the analysts includes companies across the country and across the small, mid, and large capitalization sectors. The Research Group has broken the universe of securities into the following sectors which may change from time to time:

- Internet
- Semiconductor
- Entertainment & Media
- Telecom
- Software & Business Services
- Consumer
- Aerospace & Defense
- Auto, Trucking, Powersports, and Marine
- Healthcare IT
- Basic Materials
- Property Management

The Research Group selects the companies on which they publish research based on their value and/or growth prospects where appropriate within each analyst's designated universe. Analysts select the companies on an opportunistic basis within their sectors after performing extensive due diligence. Such diligence typically includes reading public filings, meeting with executives at the subject company, having discussions with competitors, suppliers, and customers of the subject company, creating detailed financial models, and attending industry events where appropriate.

ADDITIONAL INFORMATION ABOUT RISK

An investment in the Fund is not guaranteed and you may lose money by investing in the Fund. The Fund is not a complete investment program. The value of your investment will go up and down, which means you could lose money when you sell your shares. There are risks involved with any investment, but the principal risks associated with an investment in the Fund include:

Market Risk. The Fund is subject to market risk. Market risk is the possibility that, over short or long periods, stock prices will decline. Because stock prices tend to fluctuate, the value of your investment in the Fund may increase or decrease.

Risks of Investment Selection and Asset Allocation. The Fund's ability to achieve its investment objective is dependent on the Adviser's ability to identify profitable investment opportunities for the Fund. Additionally, the Fund is subject to the risk that the Adviser may allocate the Fund's assets to sectors or securities selected by the Research Group as "Buy" securities that do not perform as well as other sectors or securities.

Sector Risk. Sector risk is the possibility that all stocks within the same group of industries will decline in price due to sector-specific, market, or economic developments. The Fund may be overweight in a certain sector or sectors at various times. The fact that the Fund may overweight a specific sector may cause its performance to be susceptible to the economic, business or other developments that affect those sectors.

Risks of Small and Mid Capitalization Companies. To the extent the Fund invests in mid, small and micro capitalization companies, the Fund may be subject to additional risks. The earnings and prospects of these companies are more volatile than larger companies. These companies may experience higher failure rates than do larger companies. The trading volume of securities of these companies is normally less than that of larger companies and, therefore, may disproportionately affect their market price, tending to make them fall more in response to selling pressure than is the case with larger companies. Such companies may have limited markets, product lines or financial resources, and may lack management experience.

Portfolio Turnover Risk. The Fund's investment strategy involves active trading and will result in a high portfolio turnover rate. A high portfolio turnover can result in correspondingly greater brokerage commission expenses. A high portfolio turnover may result in the distribution to shareholders of additional capital gains for tax purposes, some of which may be taxable at ordinary income rates. These factors may negatively affect performance.

Focus Risk. While the Fund is diversified for purposes of the Investment Company Act of 1940, the Fund may, at times, hold the securities of a small number of issuers. At such times where the Fund may hold the securities of fewer issuers, the performance of these issuers could have a substantial impact on the Fund's performance.

Temporary Defensive Positions. The Fund may hold all or a portion of its assets in cash or cash-equivalents like money market funds, certificates of deposit, short-term debt obligations, and repurchase agreements, either due to pending investments or when investment opportunities are limited or market conditions are adverse. Under these circumstances, the Fund may not participate in stock market advances or declines to the same extent it would had it remained more fully invested in common stocks. If the Fund invests in shares of a money market fund, shareholders of the Fund generally will be subject to duplicative management and other fees and expenses. When the Fund takes a defensive position, it may not achieve its investment objective.

MANAGEMENT

The Investment Adviser

The Fund's investment adviser is B. Riley Asset Management, a division of B. Riley Capital Management, LLC, a New York limited liability company organized in 2011 and whose address is 11100 Santa Monica Blvd., Suite 800, Los Angeles, California 90025. The Adviser serves in this capacity pursuant to an investment advisory agreement with the Trust with respect to the Fund. Subject to the authority of the Board of Trustees of the Trust ("Trustees"), the Adviser provides guidance and policy direction in connection with its daily management of the Fund's assets. The Adviser is also responsible for the selection of broker-

dealers for executing portfolio transactions, subject to the brokerage policies established by the Trustees, and the provision of certain executive personnel to the Fund. The Adviser is owned by B. Riley Financial, Inc. (formerly Great American Group, Inc.), a publicly traded financial services firm. As of March 31, 2018, the Adviser had approximately \$786 million in assets under management.

The Adviser is affiliated with B. Riley FBR, Inc. B. Riley FBR, Inc. is a registered broker/dealer and is utilized by the Adviser to make purchase and sales of securities for the Fund's portfolio. The Adviser has in place certain policies and procedures designed to prevent conflicts of interest and those policies and procedures are discussed in more detail in the Fund's Statement of Additional Information.

For its services the Adviser receives an investment management fee equal to 1.25% of the average daily net assets of the Fund. For the fiscal period ended December 31, 2017, the Adviser earned an aggregate fee of 1.25% of the Fund's average daily net assets for investment advisory services performed, of which 100% was waived pursuant to the expense limitation agreement.

A discussion regarding the basis for the Board of Trustees approving the investment advisory agreement for the Fund is available in the Fund's semi-annual report for the period ending June 30, 2017 and will be available in the Fund's semi-annual report to shareholders for the period ended June 30, 2018.

The Adviser has entered into a written expense limitation agreement under which it has agreed to limit the total expenses of the Fund (exclusive of interest, distribution fees pursuant to Rule 12b-1 Plans, taxes, acquired fund fees and expenses, brokerage commissions, extraordinary expenses and dividend expense on short sales) to an annual rate of 1.25% of the average daily net assets of the Fund. This expense limitation agreement may be terminated by the Adviser or the Trust at any time after April 30, 2019. Each waiver or reimbursement of an expense by the Adviser is subject to repayment by the Fund within three years following the date such waiver and/or reimbursement was made, provided that the Fund is able to make the repayment without exceeding the expense limitation in place at the time of the waiver or reimbursement and at the time the waiver or reimbursement is recouped.

The Portfolio Managers

Since the Fund's inception in February 2014, Charles P. Hastings has been primarily responsible for the day-to-day management of the Fund. Since May 2018, William F. Charters has been a portfolio manager of the Fund.

Charles P. Hastings has been a managing director of the Adviser since May 2013. From 2005 to 2009, Mr. Hastings was head of trading for GPS Partners, LLC, a hedge fund, where he traded in equities, fixed income securities, options and commodities. From 2010 until he joined the Adviser, he was a private investor.

William F. Charters, CFA joined B. Riley in December of 2017. From 2010 – 2017, Mr. Charters was the Founder and Portfolio Manager of Sabal Capital Management, LLC a hedge based in Santa Monica. From 2002 -2010, Mr. Charters was a Portfolio Manager and Partner

at Botti Brown Asset Management a hedge fund located in San Francisco.

The Fund's SAI provides additional information about each portfolio manager's compensation, other assets managed by the portfolio managers, and each portfolio manager's ownership of securities in the Fund.

The Trust

The Fund is a series of the Trust, an open-end management investment company organized as a Delaware statutory trust on April 9, 2007. The Trustees supervise the operations of the Fund according to applicable state and federal law, and the Trustees are responsible for the overall management of the Fund's business affairs.

Rule 12b-1 Fees

The Board has adopted a Distribution and Service Plan for the Fund's Investor Class Shares, Class A Shares, and Class C Shares (the "12b-1 Plan") in accordance with Rule 12b-1 under the 1940 Act. Pursuant to the 12b-1 Plan, the Fund may finance from the assets of a particular class certain activities or expenses that are intended primarily to result in the sale of shares of such class. The Fund finances these distribution and service activities through payments made to the Distributor. The fee paid to the Distributor by the Investor Class Shares and Class A Shares is computed on an annualized basis reflecting the average daily net assets of that class, up to a maximum of 0.25% for Investor Class Shares and Class A Shares and up to 1.00% for Class C Shares. With respect to Class C Shares, 0.75% represents 12b-1 distribution fees and 0.25% represents shareholder servicing fees paid to institutions that have agreements with the Distributor to provide such services. Because these fees are paid out of a class's assets on an ongoing basis, over time these fees will increase the cost of your investment and may cost more than paying other types of sales charges. The 12b-1 Plan, while primarily intended to compensate for shareholder services expenses, was adopted pursuant to Rule 12b-1 under the 1940 Act, and therefore may be used to pay for certain expenditures related to financing distribution-related activities of the Fund.

Shareholder Servicing Plan

The Fund has adopted a shareholder service plan. Under a shareholder services plan, the Fund may pay an authorized firm up to 0.25% on an annualized basis of average daily net assets attributable to its customers who are shareholders. For this fee, the authorized firms may provide a variety of services, such as: 1) receiving and processing shareholder orders; 2) performing the accounting for the shareholder's account; 3) maintaining retirement plan accounts; 4) answering questions and handling correspondence for individual accounts; 5) acting as the sole shareholder of record for individual shareholders; 6) issuing shareholder reports and transaction confirmations; 7) executing daily investment "sweep" functions; and 8) furnishing investment advisory services.

Because the Fund has adopted the shareholder services plan to compensate authorized firms for providing the types of services described above, the Fund believes the shareholder

services plan is not covered by Rule 12b-1 under the 1940 Act, which relates to payment of distribution fees. The Fund, however, follows the procedural requirements of Rule 12b-1 in connection with the implementation and administration of each shareholder services plan.

An authorized firm generally represents in a service agreement used in connection with the shareholder services plan that all compensation payable to the authorized firm from its customers in connection with the investment of their assets in the Fund will be disclosed by the authorized firm to its customers. It also generally provides that all such compensation will be authorized by the authorized firm's customers.

The Fund does not monitor the actual services being performed by an authorized firm under the plan and related service agreement. The Fund also does not monitor the reasonableness of the total compensation that an authorized firm may receive, including any service fee that an authorized firm may receive from the Fund and any compensation the authorized firm may receive directly from its clients.

Shareholder Servicing

Certain financial intermediaries that maintain "street name" or omnibus accounts with the Fund provide sub-accounting, recordkeeping and/or administrative services to the Fund and are compensated for such services by the Fund. These service fees may be paid in addition to the fees paid under the 12b-1 Plans.

Other Expenses

In addition to the 12b-1 fees and the investment advisory fees, the Fund pays all expenses not assumed by the Adviser, including, without limitation, the following: the fees and expenses of its independent accountants and legal counsel; the costs of printing and mailing to shareholders annual and semi-annual reports, proxy statements, prospectuses, statements of additional information, and supplements thereto; the costs of printing registration statements; bank transaction charges and custodian's fees; any proxy solicitors' fees and expenses; filing fees; any federal, state, or local income or other taxes; any interest; any membership fees of the Investment Company Institute and similar organizations; fidelity bond and Trustees' liability insurance premiums; and any extraordinary expenses, such as indemnification payments or damages awarded in litigation or settlements made.

Portfolio Holdings

A description of the Fund's policies and procedures with respect to the disclosure of the Fund's portfolio securities is available in the Fund's Statement of Additional Information. Complete holdings (as of the dates of such reports) are available in reports on Form N-Q and Form N-CSR filed with the SEC.

HOW TO BUY SHARES

You may purchase shares of the Fund through Financial Intermediaries, such as fund supermarkets or through brokers or dealers who are authorized by the Distributor to sell shares of the Fund (collectively, "Financial Intermediaries"). You may also purchase shares

directly from the Distributor. You may request a copy of this prospectus by calling toll free at (800) 673-0550. Financial Intermediaries who offer Shares of the Fund may require the payment of fees from their individual clients, which may be different from those described in this prospectus. For example, Financial Intermediaries may charge transaction fees or set different minimum investment amounts. Financial Intermediaries may also have policies and procedures that are different from those contained in this prospectus. Investors should consult their Financial Intermediary regarding its procedures for purchasing and selling shares of the Fund as the policies and procedures may be different. The price you pay for a share of the Fund is the net asset value next determined upon receipt by the Transfer Agent or Financial Intermediary. The Fund will be deemed to have received your purchase or redemption order when the Financial Intermediary receives the order. Such Financial Intermediaries are authorized to designate other Financial Intermediaries to receive purchase and redemption orders on the Fund's behalf.

Certain Financial Intermediaries may have agreements with the Fund that allow them to enter confirmed purchase and redemption orders on behalf of clients and customers. Under this arrangement, the Financial Intermediary must send your payment to the Fund by the time the Fund prices its shares on the following business day.

The Fund is not responsible for ensuring that a Financial Intermediary carries out its obligations. You should look to the Financial Intermediary through whom you wish to invest for specific instructions on how to purchase or redeem shares of the Fund.

Minimum Investments. There are no initial minimum or subsequent investment requirements.

Small Account Balances. If the value of your account falls below the minimum account balance of \$3,000, the Fund may ask you to increase your balance. If the account value is still below this balance after 60 days, the Fund may close your account and send you the proceeds. The Fund will not close your account if it falls below this amount solely as a result of Fund performance. Please check with your Financial Intermediary concerning required minimum account balances. You should note that should such a redemption occur with regards to a non-retirement account, such redemption would be subject to taxation. Please refer to the section entitled "Dividends, Distributions & Taxes" below.

Proper Form. Your order to buy shares is in proper form when your completed and signed account application and check or wire payment is received. Your written request to sell or exchange shares is in proper form when written instructions signed by all registered owners, with a signature guarantee if necessary, is received by the Fund.

Customer Identification Program. Federal regulations require that the Trust obtain certain personal information about you when opening a new account. As a result, the Trust must obtain the following information for each person that opens a new account:

- Name;
- Date of birth (for individuals);
- Residential or business street address (although post office boxes are still permitted for mailing); and

- Social security number, taxpayer identification number, or other identifying number.

You may also be asked for a copy of your driver's license, passport, or other identifying document in order to verify your identity. In addition, it may be necessary to verify your identity by cross referencing your identification information with a consumer report or other electronic database. Additional information may be required to open accounts for corporations and other entities.

After an account is opened, the Trust may restrict your ability to purchase additional shares until your identity is verified. The Trust also may close your account or take other appropriate action if it is unable to verify your identity within a reasonable time.

If your account is closed for this reason, your shares will be redeemed at the NAV next calculated after the account is closed.

Purchases by Mail. For initial purchases, the account application, which accompanies this prospectus, should be completed, signed and mailed to Commonwealth Fund Services, Inc., the Fund's transfer agent and dividend disbursing agent ("Transfer Agent"), at 8730 Stony Point Parkway, Suite 205, Richmond, Virginia 23235 together with your check payable to the Fund. When you buy shares, be sure to specify the class of shares in which you choose to invest. For subsequent purchases, include with your check the tear-off stub from a prior purchase confirmation or otherwise identify the name(s) of the registered owner(s) and social security number(s).

Purchases by Wire. You may purchase shares by requesting your bank to transmit by wire directly to the Transfer Agent. To invest by wire, please call the Fund toll free at (800) 673-0550 or the Transfer Agent at (800) 628-4077 to advise the Trust of your investment and to receive further instructions. Your bank may charge you a small fee for this service. Once you have arranged to purchase shares by wire, please complete and mail the account application promptly to the Transfer Agent. This account application is required to complete the Fund's records. You will not have access to your shares until the purchase order is completed in good form, which includes the receipt of completed account information by the Transfer Agent. Once your account is opened, you may make additional investments using the wire procedure described above. Be sure to include your name and account number in the wire instructions you provide your bank.

Purchases by Telephone. You may also purchase shares by telephone, by contacting the Fund toll free at (800) 673-0550 or the Transfer Agent at (800) 628-4077.

Other Purchase Information. You may purchase and redeem Fund shares, or exchange shares by telephoning toll free at (800) 628-4077. Brokers may charge transaction fees for the purchase or sale of the Fund's shares, depending on your arrangement with the broker.

HOW TO SELL SHARES

You may redeem your shares of the Fund at any time and in any amount by contacting your Financial Intermediary or by contacting the Fund by mail or telephone. For your protection,

the Transfer Agent will not redeem your shares until it has received all information and documents necessary for your request to be considered in "proper order." The Transfer Agent will promptly notify you if your redemption request is not in proper order. The Transfer Agent cannot accept redemption requests which specify a particular date for redemption or which specify any special conditions.

The Fund's procedure is to redeem shares at the NAV next determined after the Transfer Agent or authorized Financial Intermediary receives the redemption request in proper order. Payment of redemption proceeds will be made promptly, as instructed by check, wire or automated clearing house (ACH) but no later than the seventh calendar day following the receipt of the request in proper order. The Funds may suspend the right to redeem shares for any period during which the NYSE is closed or the SEC determines that there is an emergency. In such circumstances, you may withdraw your redemption request or permit your request to be held for processing after the suspension is terminated.

The Fund typically expects to meet redemption requests through cash holdings or cash equivalents and anticipates using these types of holdings on a regular basis. The Fund typically expects to pay redemption proceeds for shares redeemed within the following days after receipt by the transfer agent of a redemption request in proper form: (i) for payment by check, the Funds typically expect to mail the check within two business days; and (ii) for payment by wire or ACH, the Funds typically expect to process the payment within two business days. Payment of redemption proceeds may take up to 7 days as permitted under the Investment Company Act of 1940. Under unusual circumstances as permitted by the Securities and Exchange Commission (the "SEC"), the Funds may suspend the right of redemption or delay payment of redemption proceeds for more than 7 days. When shares are purchased by check or through ACH, the proceeds from the redemption of those shares will not be paid until the purchase check or ACH transfer has been converted to federal funds, which could take up to 15 calendar days.

To the extent cash holdings or cash equivalents are not available to meet redemption requests, the Fund will meet redemption requests by selling portfolio assets. In addition, if the Funds determine that it would be detrimental to the best interest of the Fund's remaining shareholders to make payment in cash, the Fund may pay redemption proceeds in whole or in part by a distribution-in-kind of readily marketable securities.

If you sell your Shares through a securities dealer or investment professional, it is such person's responsibility to transmit the order to the Fund in a timely fashion. Any loss to you resulting from failure to do so must be settled between you and such person.

Delivery of the proceeds of a redemption of shares purchased and paid for by check shortly before the receipt of the redemption request may be delayed until the Fund determines that the Transfer Agent has completed collection of the purchase check, which may take up to 15 days. Also, payment of the proceeds of a redemption request for an account for which purchases were made by wire may be delayed until the Fund receives a completed account application for the account to permit the Fund to verify the identity of the person redeeming the shares and to eliminate the need for backup withholding.

Redemption By Mail. To redeem shares by mail, send a written request for redemption, signed by the registered owner(s) exactly as the account is registered, to: B

Riley Diversified Equity Fund, Attn: Redemptions, 8730 Stony Point Parkway, Suite 205, Richmond, VA 23235. Certain written requests to redeem shares may require signature guarantees. For example, signature guarantees may be required if you sell a large number of shares, if your address of record on the account application has been changed within the last 30 days, or if you ask that the proceeds be sent to a different person or address. Signature guarantees are used to help protect you and the Fund. You can obtain a signature guarantee from most banks or securities dealers, but not from a Notary Public. Please call the Transfer Agent toll free at (800) 628-4077 to learn if a signature guarantee is needed or to make sure that it is completed appropriately in order to avoid any processing delays. There is no charge to shareholders for redemptions by mail.

Redemption By Telephone. You may redeem your shares by telephone provided that you requested this service on your initial account application. If you request this service at a later date, you must send a written request along with a signature guarantee to the Transfer Agent. Once your telephone authorization is in effect, you may redeem shares by calling the Transfer Agent toll free at (800) 628-4077. There is no charge to shareholders for redemptions by telephone. If it should become difficult to reach the Transfer Agent by telephone during periods when market or economic conditions lead to an unusually large volume of telephone requests, a shareholder may send a redemption request by overnight mail to the Transfer Agent at 8730 Stony Point Parkway, Suite 205, Richmond, Virginia 23235.

Redemption By Wire. If you request that your redemption proceeds be wired to you, please call your bank for instructions prior to writing or calling the Transfer Agent. Be sure to include your name, Fund name, Fund account number, your account number at your bank and wire information from your bank in your request to redeem by wire.

The Fund will not be responsible for any losses resulting from unauthorized transactions (such as purchases, sales or exchanges) if it follows reasonable security procedures designed to verify the identity of the investor. You should verify the accuracy of your confirmation statements immediately after you receive them. There is no charge to shareholders for redemptions by wire.

Redemption in Kind. The Fund typically expects to satisfy requests by using holdings of cash or cash equivalents or selling portfolio assets. On a less regular basis, and if the Adviser believes it is in the best interest of the Fund and its shareholders not to sell portfolio assets, the Fund may satisfy redemption requests by using short-term borrowing from the Fund's custodian to the extent such arrangements are in place with the custodian.

In addition to paying redemption proceeds in cash, the Fund reserves the right to make payment for a redemption in securities rather than cash, which is known as a "redemption in kind." While the Fund does not intend, under normal circumstances, to redeem its shares by payment in kind, it is possible that conditions may arise in the future which would, in the opinion of the Trustees, make it undesirable for the Fund to pay for all redemptions in cash. In such a case, the Trustees may authorize payment to be made in readily marketable portfolio securities of the Fund, either through the distribution of selected individual portfolio securities or a pro-rata distribution of all portfolio securities held by the Fund.

Securities delivered in payment of redemptions would be valued at the same value assigned to them in computing the Fund's NAV per share. Shareholders receiving them may incur brokerage costs when these securities are sold and will be subject to market risk until such securities are sold. An irrevocable election has been filed under Rule 18f-1 of the 1940 Act, wherein the Fund must pay redemptions in cash, rather than in kind, to any shareholder of record of the Fund who redeems during any 90-day period, the lesser of (a) \$250,000 or (b) 1% of the Fund's net asset value at the beginning of such period. Redemption requests in excess of this limit may be satisfied in cash or in kind at the Fund's election. The Fund's methods of satisfying shareholder redemption requests will normally be used during both regular and stressed market conditions.

GENERAL INFORMATION

Signature Guarantees. To help protect you and the Fund from fraud, signature guarantees are required for: (1) all redemptions ordered by mail if you require that the check be made payable to another person or that the check be mailed to an address other than the one indicated on the account registration; (2) all requests to transfer the registration of shares to another owner; and (3) all authorizations to establish or change telephone redemption service, other than through your initial account application. Signature guarantees may be required for certain other reasons. For example, a signature guarantee may be required if you sell a large number of shares or if your address of record on the account has been changed within the last thirty (30) days.

In the case of redemption by mail, signature guarantees must appear on either: (1) the written request for redemption; or (2) a separate instrument of assignment (usually referred to as a "stock power") specifying the total number of shares being redeemed. The Trust may waive these requirements in certain instances.

An original signature guarantee assures that a signature is genuine so that you are protected from unauthorized account transactions. Notarization is not an acceptable substitute. Acceptable guarantors only include participants in the Securities Transfer Agents Medallion Program (STAMP2000). Participants in STAMP2000 may include financial institutions such as banks, savings and loan associations, trust companies, credit unions, broker-dealers and member firms of a national securities exchange.

Automatic Investment Plan. Existing shareholders, who wish to make regular monthly investments in amounts of \$100 or more, may do so through the Automatic Investment Plan. Under the Automatic Investment Plan, your designated bank or other financial institution debits a pre-authorized amount from your account on or about the 15th day of each month and applies the amount to the purchase of Fund shares. To use this service, you must authorize the transfer of funds by completing the Automatic Investment Plan section of the account application and sending a blank voided check.

Exchange Privilege. To the extent that the Adviser manages other funds in the Trust, you may exchange all or a portion of your shares in the Fund for shares of the same class of certain other funds of the Trust managed by the Adviser having different investment objectives, provided that the shares of the fund you are exchanging into are registered for sale in your state of residence. An exchange is treated as a redemption and purchase and may result in realization of a taxable gain or loss on the transaction. You won't pay a CDSC

on an exchange; however, when you sell the shares you acquire in an exchange, you will pay a CDSC based on the date you bought the original shares you exchanged. As of the date of this Prospectus, the Adviser does not manage any other funds in the Trust.

Frequent purchases and redemptions ("Frequent Trading") (as discussed below) can adversely impact Fund performance and shareholders. Therefore, the Trust reserves the right to temporarily or permanently modify or terminate the Exchange Privilege. The Trust also reserves the right to refuse exchange requests by any person or group if, in the Trust's judgment, the Fund would be unable to invest the money effectively in accordance with its investment objective and policies, or would otherwise potentially be adversely affected. The Trust further reserves the right to restrict or refuse an exchange request if the Trust has received or anticipates simultaneous orders affecting significant portions of the Fund's assets or detects a pattern of exchange requests that coincides with a "market timing" strategy. Although the Trust will attempt to give you prior notice when reasonable to do so, the Trust may modify or terminate the Exchange Privilege at any time.

How to Transfer Shares. If you wish to transfer shares to another owner, send a written request to the Transfer Agent at 8730 Stony Point Parkway, Suite 205, Richmond, VA 23235. Your request should include: (i) the name of the Fund and existing account registration; (ii) signature(s) of the registered owner(s); (iii) the new account registration, address, taxpayer identification number and how dividends and capital gains are to be distributed; (iv) any stock certificates which have been issued for the shares being transferred; (v) signature guarantees (See "Signature Guarantees"); and (vi) any additional documents which are required for transfer by corporations, administrators, executors, trustees, guardians, etc. If you have any questions about transferring shares, call the Transfer Agent toll free at (800) 628-4077.

Account Statements and Shareholder Reports. Each time you purchase, redeem or transfer shares of the Fund, you will receive a written confirmation. You will also receive a year-end statement of your account if any dividends or capital gains have been distributed, and an annual and a semi-annual report.

Shareholder Communications. The Fund may eliminate duplicate mailings of portfolio materials to shareholders who reside at the same address, unless instructed to the contrary. Investors may request that the Fund send these documents to each shareholder individually by calling the Fund toll free at (800) 628-4077.

General. The Fund will not be responsible for any losses from unauthorized transactions (such as purchases, sales or exchanges) if it follows reasonable security procedures designed to verify the identity of the investor. You should verify the accuracy of your confirmation statements immediately after you receive them.

DIVIDENDS, DISTRIBUTIONS AND TAXES

Dividends and Capital Gain Distributions. Dividends from net investment income, if any, are declared and paid annually for the Fund. The Fund intends to distribute annually any net capital gains.

Dividends and distributions will automatically be reinvested in additional shares of the Fund,

unless you elect to have the distributions paid to you in cash. There are no sales charges or transaction fees for reinvested dividends and all shares will be purchased at NAV. Shareholders will be subject to tax on all dividends and distributions whether paid to them in cash or reinvested in shares. If the investment in shares is made within an IRA, all dividends and capital gain distributions must be reinvested.

Unless you are investing through a tax deferred retirement account, such as an IRA, it is not to your advantage to buy shares of the Fund shortly before the next distribution, because doing so can cost you money in taxes. This is known as "buying a dividend". To avoid buying a dividend, check the Fund's distribution schedule before you invest.

Taxes. In general, Fund distributions are taxable to you as ordinary income, qualified dividend income or capital gain. This is true whether you reinvest your distributions in additional shares of the Fund or receive them in cash. Any long-term capital gain the Fund distributes are taxable to you as long-term capital gain no matter how long you have owned your shares. Other Fund distributions (including distributions attributable to short-term capital gain of the Fund) will generally be taxable to you as ordinary income, except that distributions that are designated as "qualified dividend income" will be taxable at the rates applicable to long-term capital gain. Every January, you will receive a Form 1099 that shows the tax status of distributions you received for the previous year. Distributions declared in December but paid in January are taxable as if they were paid in December. The one major exception to these tax principles is that distributions on, and sales, exchanges and redemptions of, shares held in an IRA (or other tax-deferred retirement account) will not be currently taxable, but will be taxable when you make withdrawals from the tax-deferred account.

When you sell shares of the Fund, you may have a capital gain or loss. For tax purposes, an exchange of your shares of the Fund for shares of a different fund of the Trust is the same as a sale. The individual tax rate on any gain from the sale or exchange of your shares depends on how long you have held your shares.

Fund distributions and gains from the sale or exchange of your shares will generally be subject to state and local income tax. Non-U.S. investors may be subject to U.S. withholding and estate tax. You should consult with your tax adviser about the federal, state, local or foreign tax consequences of your investment in the Fund.

By law, the Fund must withhold 24% of your taxable distributions and proceeds if you do not provide your correct taxpayer identification number (TIN) or fail to certify that your TIN is correct and that you are a U.S. person, or if the Internal Revenue Service (the "IRS") has notified you that you are subject to backup withholding and instructs the Fund to do so.

Cost Basis Reporting. Federal law requires that mutual fund companies report their shareholders' cost basis, gain/loss, and holding period to the Internal Revenue Service on the Fund's shareholders' Consolidated Form 1099s when "covered" securities are sold. Covered securities are any regulated investment company and/or dividend reinvestment plan shares acquired on or after January 1, 2012.

The Fund has chosen average cost as the standing (default) tax lot identification method for all shareholders. A tax lot identification method is the way the Fund will determine which specific shares are deemed to be sold when there are multiple purchases on different dates at differing net asset values, and the entire position is not sold at one time. The Fund has chosen average cost as its standing (default) tax lot identification method for all shareholders. The Fund's standing tax lot identification method is the method covered shares will be reported on your Consolidated Form 1099 if you do not select a specific tax lot identification method. You may choose a method different than the Fund's standing method and will be able to do so at the time of your purchase or upon the sale of covered shares. Please refer to the appropriate Internal Revenue Service regulations or consult your tax advisor with regard to your personal circumstances.

For those securities defined as "covered" under current Internal Revenue Service cost basis tax reporting regulations, the Fund is responsible for maintaining accurate cost basis and tax lot information for tax reporting purposes. The Fund is not responsible for the reliability or accuracy of the information for those securities that are not "covered." The Fund and its service providers do not provide tax advice. You should consult independent sources, which may include a tax professional, with respect to any decisions you may make with respect to choosing a tax lot identification method.

NET ASSET VALUE

The Fund's share price, called the NAV per share, is determined as of the close of trading on the New York Stock Exchange ("NYSE") (generally, 4:00 p.m. Eastern time) on each business day that the NYSE is open (the "Valuation Time"). As of the date of this prospectus, the Fund has been informed that the NYSE observes the following holidays: New Year's Day, Martin Luther King Jr. Day, Presidents' Day, Good Friday, Memorial Day, Independence Day, Labor Day, Thanksgiving Day and Christmas Day. NAV per share is computed by adding the total value of the Fund's investments and other assets attributable to the Fund's Institutional Class, Investor Class, Class A and Class C Shares, subtracting any liabilities attributable to the applicable class and then dividing by the total number of the class's shares outstanding. Due to the fact that different expenses may be charged against shares of different classes of the Fund, the NAV of the different classes may vary.

Shares of the Fund are bought or exchanged at the public offering price per share next determined after a request has been received in Proper Form (as defined below). The public offering price of the Fund's Shares is equal to the NAV plus the applicable front-end sales charge, if any. Shares of the Fund held by you are sold or exchanged at the NAV per share next determined after a request has been received in Proper Form, less any applicable CDSC. Any request received in Proper Form before the Valuation Time, will be processed the same business day. Any request received in Proper Form after the Valuation Time, will be processed the next business day.

Proper Form — Your order to buy shares is in proper form when your completed and signed account application and check or wire payment is received. Your written request to sell or exchange shares is in proper form when written instructions signed by all registered owners, with a signature guarantee if necessary, is received.

The Fund's securities are valued at current market prices. Investments in securities traded on national securities exchanges or included in the NASDAQ National Market System are valued at the last reported sale price. Other securities traded in the over-the-counter market and listed securities for which no sales are reported on a given date are valued at the last reported bid price. Debt securities are valued by appraising them at prices supplied by a pricing agent approved by the Trust, which prices may reflect broker-dealer supplied valuations and electronic data processing techniques. Short-term debt securities (less than 60 days to maturity) are valued at their fair market value using amortized cost. Other assets for which market prices are not readily available are valued at their fair value as determined in good faith under procedures set by the Board. Generally, trading in corporate bonds, U.S. government securities and money market instruments is substantially completed each day at various times before the scheduled close of the NYSE. The value of these securities used in computing the NAV is determined as of such times.

The Trust has a policy that contemplates the use of fair value pricing to determine the NAV per share of the Fund when market prices are unavailable as well as under special circumstances, such as: (i) if the primary market for a portfolio security suspends or limits trading or price movements of the security; and (ii) when an event occurs after the close of the exchange on which a portfolio security is principally traded that is likely to have changed the value of the security. Since most of the Fund's investments are traded on U.S. securities exchanges, it is anticipated that the use of fair value pricing will be limited.

When the Trust uses fair value pricing to determine the NAV per share of the Fund, securities will not be priced on the basis of quotations from the primary market in which they are traded, but rather may be priced by another method that the Board believes accurately reflects fair value. Any method used will be approved by the Board and results will be monitored to evaluate accuracy. The Trust's policy is intended to result in a calculation of the Fund's NAV that fairly reflects security values as of the time of pricing. However, fair values determined pursuant to the Trust's procedures may not accurately reflect the price that the Fund could obtain for a security if it were to dispose of that security as of the time of pricing.

Share Class Alternatives – The Fund offers investors three different classes of shares through this prospectus. The different classes of shares represent investments in the same portfolio of securities, but the classes are subject to different expenses and may have different share prices and minimum investment requirements. When you buy shares be sure to specify the class of shares in which you choose to invest. Because each share class has a different combination of sales charges, expenses and other features, you should consult your financial adviser to determine which class best meets your financial objectives.

FREQUENT PURCHASES AND REDEMPTIONS

Frequent purchases and redemptions ("Frequent Trading") of shares of the Fund may present a number of risks to other shareholders of the Fund. These risks may include, among other things, dilution in the value of shares of the Fund held by long-term shareholders, interference with the efficient management by the Adviser of the Fund's portfolio holdings, and increased brokerage and administration costs. Due to the potential of an overall adverse market, economic, political, or other conditions affecting the sale price of portfolio securities, the Fund could face untimely losses as a result of having to sell portfolio securities prematurely to meet redemptions. Current shareholders of the Fund may face unfavorable

impacts as portfolio securities concentrated in certain sectors may be more volatile than investments across broader ranges of industries as sector-specific market or economic developments may make it more difficult to sell a significant amount of shares at favorable prices to meet redemptions. Frequent Trading may also increase portfolio turnover, which may result in increased capital gains taxes for shareholders of the Fund. These capital gains could include short-term capital gains taxed at ordinary income tax rates.

The Trustees have adopted a policy that is intended to identify and discourage Frequent Trading by shareholders of the Fund under which the Trust's Chief Compliance Officer and Transfer Agent will monitor Frequent Trading through the use of various surveillance techniques. Under these policies and procedures, shareholders may not engage in more than four "round-trips" (a purchase and sale or an exchange in and then out of a Fund) within a rolling twelve-month period. Shareholders exceeding four round-trips will be investigated by the Fund and if, as a result of this monitoring, the Fund believes that a shareholder has engaged in frequent trading, it may, in its discretion, ask the shareholder to stop such activities or refuse to process purchases in the shareholder's accounts. The intent of the policies and procedures is not to inhibit legitimate strategies, such as asset allocation, dollar cost averaging or similar activities that may nonetheless result in Frequent Trading of Fund shares. To minimize harm to the Fund and its shareholders, the Fund reserves the right to reject any exchange or purchase of Fund shares with or without prior notice to the account holder. In the event the foregoing purchase and redemption patterns occur, it shall be the policy of the Trust that the shareholder's account and any other account with the Fund under the same taxpayer identification number shall be precluded from investing in the Fund (including investment that are part of an exchange transaction) for such time period as the Trust deems appropriate based on the facts and circumstances (including, without limitation, the dollar amount involved and whether the Investor has been precluded from investing in the Fund before); provided that such time period shall be at least 30 calendar days after the last redemption transaction. The above policies shall not apply if the Trust determines that a purchase and redemption pattern is not a Frequent Trading pattern, such as legitimate strategies mentioned above or is the result of inadvertent trading errors.

These policies and procedures will be applied uniformly to all shareholders and, subject to certain permissible exceptions as described above, the Fund will not accommodate abusive Frequent Trading. The policies also apply to any account, whether an individual account or accounts with Financial Intermediaries such as investment advisers, broker dealers or retirement plan administrators, commonly called omnibus accounts, where the Financial Intermediary holds Fund shares for a number of its customers in one account. Omnibus account arrangements permit multiple investors to aggregate their respective share ownership positions and purchase, redeem and exchange Fund shares without the identity of the particular shareholder(s) being known to the Fund. Accordingly, the ability of the Fund to monitor and detect Frequent Trading activity through omnibus accounts is very limited and there is no guarantee that the Fund will be able to identify shareholders who may be engaging in Frequent Trading through omnibus accounts or to curtail such trading. However, the Fund will establish information sharing agreements with Financial Intermediaries as required by Rule 22c-2 under the 1940 Act that may require sharing of information about you and your account, and otherwise use reasonable efforts to work with Financial Intermediaries to identify excessive short-term trading in underlying accounts.

If the Fund identifies that excessive short-term trading is taking place in a participant-

directed employee benefit plan accounts, the Fund or its Adviser or Transfer Agent will contact the plan administrator, sponsor or trustee to request that action be taken to restrict such activity. However, the ability to do so may be constrained by regulatory restrictions or plan policies. In such circumstances, it is generally not the policy of the Fund to close the account of an entire plan due to the activity of a limited number of participants. However, the Fund will take such actions as deemed appropriate in light of all the facts and circumstances.

The Fund’s policies provide for ongoing assessment of the effectiveness of current policies and surveillance tools, and the Trustees reserves the right to modify these or adopt additional policies and restrictions in the future. Shareholders should be aware, however, that any surveillance techniques currently employed by the Fund or other techniques that may be adopted in the future, may not be effective, particularly where the trading takes place through certain types of omnibus accounts. As noted above, if the Fund is unable to detect and deter trading abuses, the Fund’s performance, and its long-term shareholders, may be harmed. In addition, shareholders may be harmed by the extra costs and portfolio management inefficiencies that result from Frequent Trading, even when the trading is not for abusive purposes.

DISTRIBUTION ARRANGEMENTS

The Fund is offered through financial supermarkets, investment advisers and consultants, financial planners, brokers, dealers and other investment professionals, and directly through the Distributor. Investment professionals who offer shares may request fees from their individual clients. If you invest through a third party, the policies and fees may be different than those described in this prospectus. For example, third parties may charge transaction fees or set different minimum investment amounts. If you purchase your shares through a broker-dealer, the broker-dealer firm is entitled to receive a percentage of the sales charge you pay in order to purchase Fund shares.

Class A Shares

Class A Shares are subject to a front-end sales charge and a distribution fee. The following schedule governs the percentage to be received by the selling broker-dealer firm for selling Class A Shares.

<u>Amount of purchase at the public offering price</u>	<u>Sales charge as a percentage of</u>		
	<u>Offering Price⁽¹⁾</u>	<u>Net amount invested</u>	<u>Dealer Sales Charge Allowance</u>
Up to \$24,999	5.75%	6.10%	5.00%
\$25,000 - \$49,999	5.00%	5.26%	4.50%
\$50,000 - \$99,999	4.50%	4.71%	3.75%
\$100,000 - \$249,999	3.50%	3.63%	2.75%
\$250,000 - \$499,999	2.50%	2.56%	2.00%
\$500,000 - \$999,999	2.00%	2.04%	1.50%
\$1 million or more	See Below ⁽²⁾	See Below ⁽²⁾	See Below ⁽²⁾

- (1) The term "Offering Price" includes the front-end sales charge.
- (2) If you are in a category of investors who may purchase Class A Shares without paying a front-end sales charge, you will be subject to a 1.00% CDSC if you redeem your shares within one year after the end of the month in which such purchase was made. Shares acquired through reinvestment of dividends or capital gain distributions are not subject to a front-end or CDSC. In addition, the CDSC on shares purchased without the payment of a front-end sales charge and redeemed within one year of purchase may be waived in certain circumstances. The CDSC on redemptions of shares is computed based on a percentage of the NAV at the time the shares were purchased, net of reinvested dividends and capital gains distributions. The CDSC would equal 1.00% of the offering price and of the net amount invested. In determining whether to charge a CDSC, the Fund will assume that you have redeemed shares on which there is no CDSC first and then shares in the order of purchase.

More information on the Fund's sales charges, breakpoints and waivers is available free of charge on the Fund's website at www.brileyamfunds.com.

For accounts that are subject to a CDSC, the Fund will use the first-in, first-out ("FIFO") method to determine the one year holding period. Under this method, the date of the redemption will be compared to the earliest purchase date of shares held in the account. If this holding period is less than one year, the CDSC will be assessed. The CDSC will be applied on redemptions of each investment made by a shareholder that does not remain in the Fund for a one-year period from the date of purchase. Shares acquired through reinvestment of dividends or capital gain distributions are not subject to a front-end load or CDSC.

Sales Charge Reductions and Waivers

The Fund reserves the right to waive the CDSC on certain Class A Shares in order to qualify the Fund for inclusion in brokerage platforms, wrap programs and fund supermarkets. If you are in a category of investors who purchase Class A Shares through such programs, you will be subject to a 1.00% CDSC if you redeem your shares less than one year after the end of the month in which such purchase was made. If this fee is imposed it would raise the expenses of your shares. The CDSC will not be assessed on certain types of accounts or under certain conditions.

The Fund reserves the right to waive the sales charges for certain groups or classes of shareholders. If you fall into any of the following categories, you can buy Class A shares at NAV without a sales charge:

- (1) Current and former employees, trustees and officers of: the Trust; the Adviser and its affiliates; and family members (spouse, domestic partner, parents, grandparents, children, grandchildren and siblings (including step and in-law)) of any of the above;
- (2) Current employees of: the Fund's Transfer Agent; broker/dealers who act as selling agents; and family members (spouse, domestic partner, parents, grandparents, children, grandchildren and siblings (including step and in-law)) of any of the above;

- (3) Qualified registered investment advisers who buy through a broker/dealer or service agent who has entered into an agreement with the Fund's distributor that allows for load-waived Class A Shares purchases;
- (4) Qualified broker/dealers who have entered into an agreement with the Fund's distributor that allows for load-waived Class A Shares purchases.

The Fund also reserves the right to enter into agreements that reduce or eliminate sales charges for groups or classes of shareholders, or for Fund shares included in other investment plans such as "wrap accounts." If you own Fund shares as part of another account or package, such as an IRA or a sweep account, you should read the terms and conditions that apply for that account. Those terms and conditions may supersede the terms and conditions discussed here. Contact your selling agent for further information.

Front End and CDSC Reductions

The following investors and investments are not subject to an initial sales charge and, to the extent that the Fund did not pay a commission in connection with the investment, to a CDSC, if determined to be eligible by the Fund or its designee:

- (1) Retirement plans offered through Financial Intermediaries or other service providers that have entered into arrangements with the Fund for such purposes.
- (2) Customers of bank trust departments, companies with trust powers, investment broker/dealers and investment advisers who charge fees for services, including investment broker/dealers who use wrap fee or similar arrangements and have entered into special arrangements with the Fund for such purchases.
- (3) Customers participating in fee-based programs offered through selected registered investment advisers, broker/dealers, and other Financial Intermediaries.
- (4) Investors purchasing through Financial Intermediaries that offer Class A Shares uniformly on a "no load" basis to all similarly situated customers in accordance with the Financial Intermediary's prescribed fee schedule for purchase of Fund shares.
- (5) Customers purchasing through self-directed investment brokerage accounts that may or may not charge a transaction fee to customers, where the broker/dealer has entered into arrangements with the Fund for such purchases.
- (6) Insurance companies and/or their separate accounts to fund variable insurance contracts, provided that the insurance company provides recordkeeping and related administrative services to the contract owners and has entered into arrangements with the Fund for such purposes.
- (7) Endowments or foundations that have entered into arrangements with the Fund for such purposes.
- (8) Investors making rollover investments from retirement plans to IRAs.
- (9) Certain other investors and members of their immediate families, such as employees of investment dealers and registered investment advisers authorized to sell the Fund.
- (10) An officer, Trustee, director or employee of the Adviser, the Fund's custodian bank or Transfer Agent and members of his or her family.

Front End Sales Charge Reductions

You may be able to reduce front end sales charges payable on your purchases of Class A Shares as follows:

Aggregation. You may be able to aggregate your purchases of Fund shares with those made by members of your family for purposes of relying on the sales charge breakpoints set forth above. This right may only be available with respect to certain types of accounts. For example, investments made through employer-sponsored retirement plan accounts may not be aggregated with investments made through individual-type accounts.

Concurrent Purchases. You may be able to combine your purchases of Fund shares with those made simultaneously by members of your family for purposes of relying on the sales charge breakpoints set forth above.

Rights of Accumulation ("ROA"). You may take into account your accumulated holdings and those of your family members in the Fund's Class A Shares for purposes of relying on the sales charge breakpoints set forth above. The applicable sales charge for the new purchase is based on the total of your current purchase and the current value based on public offering price of all other shares you and your family own. You may need to retain appropriate account records to verify the amounts actually invested in order to rely on the ability to receive a breakpoint based on the amounts actually invested in the Fund.

Letter of Intent ("LOI"). By signing a LOI you can reduce your Class A Shares sales charge. Your individual purchases will be made at the applicable sales charge based on the amount you intend to invest over a 13-month period. The LOI will apply to all purchases of Class A shares of the Fund. Any shares purchased within 90 days of the date you sign the letter of intent may be used as credit toward completion, but the reduced sales charge will only apply to new purchases made on or after that date. Purchases resulting from the reinvestment of dividends and capital gains do not apply toward fulfillment of the LOI. Shares equal to 5.00% of the amount of the LOI will be held in escrow during the 13-month period. If, at the end of that time the total amount of purchases made is less than the amount intended, you will be required to pay the difference between the reduced sales charge and the sales charge applicable to the individual purchases had the LOI not been in effect. This amount will be obtained from redemption of the escrow shares. Any remaining escrow shares will be released to you. If you establish an LOI with the Fund, you can aggregate your accounts as well as the accounts of your immediate family members. You will need to provide written instruction with respect to the other accounts whose purchases should be considered in fulfillment of the LOI. Employer-sponsored retirement plans may be restricted from establishing letters of intent.

Reinstatement Privileges. You may reinvest proceeds from a redemption, dividend payment or capital gain distribution from the Fund without the assessment of a front-end sales charge, provided that the reinvestment occurs within 90 days after the date of the redemption, dividend payment or distribution and is made from the same account from which the shares were redeemed or that received the dividend payment/distribution. If the account has been closed, you can reinvest without a sales charge if the new receiving account has the same registration as the closed account. Any CDSC on such redemption will be credited to your account. Any future redemptions may be subject to a CDSC based on the original investment date.

Eligible Accounts. Certain accounts may be aggregated for ROA eligibility, including your current investment in the Fund, and previous investments you and members of your primary household group have made in the Fund. (Your primary household group consists of you, your spouse and children under age 21 living at home.) Specifically, the following accounts are eligible to be included in determining the sales charge on your purchase:

- (1) Individual or joint accounts held in your name;
- (2) Coverdell Savings Accounts and UGMA/UTMA accounts for which you or your spouse is parent or guardian of the minor child;
- (3) Trust accounts for which you or a member of your primary household group, individually, is the beneficiary;
- (4) Accounts held in the name of you or your spouse's sole proprietorship or single owner limited liability company or S corporation; and
- (5) Investors who purchase shares that are to be included in certain retirement, benefit, pension, trust or investment "wrap accounts" or through an omnibus account maintained with the Fund by a broker/dealer.

CDSC Waivers

The CDSC may also be waived in the following cases:

- (1) Tax-free returns of excess contributions to IRAs.
- (2) Redemptions due to death or post purchase disability of the shareholder (this generally excludes accounts registered in the names of trust and other entities).
- (3) Redemptions due to the complete termination of a trust upon the death of the trustor/grantor or beneficiary, but only if such termination is specifically provided for in the trust documents.

The CDSC also may be waived for the following types of transactions, if together they do not exceed 12% of the value of an account annually:

- (1) Redemptions due to receiving required minimum distributions from retirement accounts upon reaching age 70 ½ (required minimum distributions that continue to be taken by the beneficiary(ies) after the account owner is deceased also qualify for a waiver).
- (2) If you have established an automatic withdrawal plan, redemptions through such a plan (including any dividends and/or capital gain distributions taken in cash).

Additional information regarding the waiver of sales charges may be obtained by calling the Trust at (800) 673-0550. All account information is subject to acceptance and verification by the Fund's Distributor.

Class C Shares

Deferred Sales Charge – Class C Shares are sold without an initial front-end sales charge so that the full amount of your purchase is invested. A deferred sales charge of 1.00% is applied if your Class C Shares are sold within one year and is paid to the distributor.

Shares acquired through reinvestment of dividends or capital gain distributions are not subject to a deferred sales charge. In addition, the deferred sales charge may be waived in certain circumstances. The deferred sales charge is a percentage of the net asset value at the time of purchase. Class C Shares are subject to a Distribution (12b-1) and Service Fee as described above under "Rule 12b-1 Fees."

Waiver of Deferred Sales Charge

The deferred sales charge on Class C Shares is waived for:

- (1) certain post-retirement withdrawals from an IRA or other retirement plan if you are over 70 ½;
- (2) redemptions by certain eligible 401(a) and 401(k) plans and certain retirement plan rollovers;
- (3) withdrawals resulting from shareholder death or disability provided that the redemption is requested within one year of death or disability; and
- (4) Withdrawals through Systematic Monthly Investment (systematic withdrawal plan).

Additional information regarding the waiver of sales charges may be obtained by calling the Trust toll-free at (800) 673-0550. All account information is subject to acceptance and verification by the Fund's Distributor.

FINANCIAL HIGHLIGHTS

The financial highlights tables are intended to help you understand the Fund's Institutional, and Class A Shares' financial performance for the period of each Fund Class Shares' operations. Certain information reflects financial results for a single Class Share. The total returns in the table represent the rate that an investor would have earned [or lost] on an investment in shares of the Fund (assuming reinvestment of all dividends and distributions). The financial highlights for the period presented have been audited by Tait, Weller & Baker LLC, the Fund's independent registered public accounting firm, whose unqualified report thereon, along with the Fund's financial statements, are included in the Fund's Annual Report to Shareholders (the "Annual Report") and are incorporated by reference into the SAI. Additional performance information for the Fund is included in the Annual Report. The Annual Report and the SAI are available at no cost from the Fund at the address and telephone number noted on the back page of this prospectus. The following information should be read in conjunction with the financial statements and notes thereto.

B. RILEY DIVERSIFIED EQUITY FUND

FINANCIAL HIGHLIGHTS

SELECTED PER SHARE DATA THROUGHOUT EACH PERIOD

	Institutional Class			
	Year ended December 31, 2017	Year ended December 31, 2016	Year ended December 31, 2015	February 10, 2014* through December 31, 2014
Net asset value, beginning of period	\$ 11.63	\$ 9.82	\$ 10.25	\$ 10.00
Investment activities				
Net investment income (loss) ^{†††}	(0.09)	0.06	(0.06)	(0.04)
Net realized and unrealized gain (loss) on investments	2.58	1.82	(0.37)	0.29
Total from investment activities	2.49	1.88	(0.43)	0.25
Distributions				
Net investment income	-	(0.07)	-	-
Net asset value, end of period	\$ 14.12	\$ 11.63	\$ 9.82	\$ 10.25
Total Return	21.41%	19.17%	(4.20%)	2.50% **
Ratios/Supplemental Data				
Ratio to average net assets				
Expenses, gross	2.64%	6.20%	3.18%	3.20% ***
Expenses, net of fee waivers and reimbursements	1.25%	1.25%	1.25%	1.25% ***
Net investment income (loss)	(0.70%)	0.59%	(0.52%)	(0.41%) ***
Portfolio turnover rate	199.76%	201.69%	202.83%	191.14% **
Net assets, end of period (000's)	\$ 20,596	\$ 4,771	\$ 4,739	\$ 9,377

^{†††} Per share amounts calculated using the average number of shares outstanding during the period.

* Inception date

** Not annualized

*** Annualized

B. RILEY DIVERSIFIED EQUITY FUND

FINANCIAL HIGHLIGHTS

SELECTED PER SHARE DATA THROUGHOUT EACH PERIOD

Class A				
	Year ended December 31, 2017	Year ended December 31, 2016	Year ended December 31, 2015	September 5, 2014* through December 31, 2014
Net asset value, beginning of period	\$ 11.58	\$ 9.79	\$ 10.24	\$ 10.01
Investment activities				
Net investment income (loss) ⁽¹⁾	(0.12)	0.03	(0.08)	(0.02)
Net realized and unrealized gain (loss) on investments	2.56	1.81	(0.37)	0.25
Total from investment activities	<u>2.44</u>	<u>1.84</u>	<u>(0.45)</u>	<u>0.23</u>
Distributions				
Net investment income	-	(0.05)	-	-
Net asset value, end of period	<u>\$ 14.02</u>	<u>\$ 11.58</u>	<u>\$ 9.79</u>	<u>\$ 10.24</u>
Total Return ⁽¹⁾	21.07%	18.79%	(4.39%)	2.30% ⁽²⁾
Ratios/Supplemental Data				
Ratio to average net assets				
Expenses, gross	3.13%	6.45%	3.43%	3.45% ⁽³⁾
Expenses, net of fee waivers and reimbursements	1.50%	1.50%	1.50%	1.50% ⁽³⁾
Net investment income (loss)	(0.91%)	0.34%	(0.78%)	(0.66%) ⁽³⁾
Portfolio turnover rate	193.76%	201.63%	202.83%	191.14% ⁽²⁾
Net assets, end of period (000's)	\$ 1,605	\$ 31	\$ 28	\$ 6

⁽¹⁾ Per share amounts calculated using the average number of shares outstanding during the period.

⁽²⁾ Total return does not reflect applicable sales loads.

* Inception date

⁽²⁾ Not annualized

⁽³⁾ Annualized

FOR MORE INFORMATION

You will find more information about the Fund in the following documents:

The Fund's annual and semi-annual reports will contain more information about the Fund and a discussion of the market conditions and investment strategies that had a significant effect on the Fund's performance during the last fiscal year.

For more information about the Fund, you may wish to refer to the Fund's Statement of Additional Information (the "SAI") dated July 16, 2018, which is on file with the SEC and incorporated by reference into this prospectus. You can obtain a free copy of the annual and semi-annual reports, and SAI by writing to World Funds Trust, 8730 Stony Point Parkway, Suite 205, Richmond, Virginia 23235, by calling toll free (800) 673-0550, by e-mail at: mail@ccofva.com or on the World Funds Trust website at www.brileyamfunds.com. General inquiries regarding the Fund may also be directed to the above address or telephone number.

Information about the Trust, including the SAI, can be reviewed and copied at the SEC's Public Reference Room, 100 F Street NE, Washington, D.C. Information about the operation of the Public Reference Room may be obtained by calling the SEC at (202) 551-8090. Reports and other information regarding the Fund are available on the EDGAR Database on the SEC's Internet site at <http://www.sec.gov>, and copies of this information may be obtained, after paying a duplicating fee, by electronic request at the following e-mail address: publicinfo@sec.gov, or by writing the Commission's Public Reference Section, Washington D.C. 20549-0102.

(Investment Company Act File No. 811-22172)